
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Ollie's Bargain Outlet Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5331
(Primary Standard Industrial
Classification Code Number)

80-0848819
(I.R.S. Employer
Identification Number)

**6295 Allentown Boulevard
Suite 1
Harrisburg, Pennsylvania 17112
(717) 657-2300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John Swygert
Executive Vice President, Chief Financial Officer and Secretary
6295 Allentown Boulevard
Suite 1
Harrisburg, Pennsylvania 17112
(717) 657-2300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Alexander D. Lynch, Esq.
Faiza Rahman, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, New York 10153
(212) 310-8000 (Phone)
(212) 310-8007 (Fax)

Robert Bertram
Vice President and General Counsel
6295 Allentown Boulevard
Suite 1
Harrisburg, Pennsylvania 17112
(717) 657-2300

Marc Jaffe, Esq.
Ian Schuman, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
(212) 906-1200 (Phone)
(212) 751-4864 (Fax)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-211010.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.001 par value per share	2,475,720(1)	\$25.00(2)	\$61,893,000	\$6,232.63(3)

- (1) This amount is in addition to the 11,500,000 shares of common stock registered under the registration statement originally declared effective on June 6, 2016 (File No. 333-211010) and includes shares of common stock that may be purchased by the underwriters upon exercise of an option to purchase additional shares.
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's prior registration statement on Form S-1 (Registration No. 333-211010), originally filed on April 29, 2016, as amended (together with its exhibits the "Prior Registration Statement"), which was declared effective on June 6, 2016. The Prior Registration Statement is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Harrisburg, State of Pennsylvania, on June 6, 2016.

OLLIE’S BARGAIN OUTLET HOLDINGS, INC.

By: /s/ John Swygert
Name: John Swygert
Title: Executive Vice President,
Chief Financial Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on June 6, 2016.

<u>Signature</u>	<u>Title</u>
* _____ Mark Butler	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
* _____ John Swygert	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)
* _____ Jay Stasz	Senior Vice President of Finance and Chief Accounting Officer (Principal Accounting Officer)
* _____ Richard Zannino	Director
* _____ Joseph Scharfenberger	Director
* _____ Douglas Cahill	Director
* _____ Stanley Fleishman	Director
* _____ Thomas Hendrickson	Director
* _____ Robert Fisch	Director

*By: /s/ John Swygert
John Swygert
Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Weil Gotshal & Manges LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement).
23.1	Consent of KPMG LLP.
23.2	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in signature page to the Prior Registration Statement).

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ollie's Bargain Outlet Holdings, Inc.:

We consent to the use of our report dated April 11, 2016, with respect to the consolidated balance sheets as of January 30, 2016 and January 31, 2015, and the related consolidated statements of income, stockholder's equity, and cash flows for each of the fiscal years in the three-year period ended January 30, 2016, and the related financial statement schedule, incorporated by reference herein and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP
Philadelphia, Pennsylvania
June 6, 2016