

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CCMP Capital, LP</u>  (Last) (First) (Middle) <u>C/O CCMP CAPITAL ADVISORS, LP</u> <u>245 PARK AVENUE, 16TH FL</u>  (Street) <u>NEW YORK NY 10167</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ollie's Bargain Outlet Holdings, Inc. [ OLLI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share ("Common Stock")	09/12/2016		S		13,725,798 <sup>(6)</sup>	D	\$26.07 <sup>(7)</sup>	0	D <sup>(1)(2)(3)</sup>	
Common Stock	09/12/2016		S		12,111,471 <sup>(6)</sup>	D	\$26.07 <sup>(7)</sup>	0	D <sup>(1)(2)(3)(4)</sup>	
Common Stock	09/12/2016		S		1,614,327 <sup>(6)</sup>	D	\$26.07 <sup>(7)</sup>	0	D <sup>(1)(2)(3)(5)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
CCMP Capital, LP  
 (Last) (First) (Middle)  
C/O CCMP CAPITAL ADVISORS, LP  
245 PARK AVENUE, 16TH FL  
 (Street)  
NEW YORK NY 10167  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CCMP Capital Investors II, L.P.  
 (Last) (First) (Middle)  
C/O CCMP CAPITAL ADVISORS, LP  
245 PARK AVENUE, 16TH FL  
 (Street)  
NEW YORK NY 10167  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

CCMP Capital Investors (Cayman) II, L.P.

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES  
(CAYMAN) LIMITED, 190 ELGIN AVENUE

(Street)

GEORGE TOWN E9 KY 1-9005

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Capital Associates, L.P.

(Last) (First) (Middle)

C/O CCMP CAPITAL ADVISORS, LP  
245 PARK AVENUE, 16TH FL

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Capital Associates GP, LLC

(Last) (First) (Middle)

C/O CCMP CAPITAL ADVISORS, LP  
245 PARK AVENUE, 16TH FL

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Capital GP, LLC

(Last) (First) (Middle)

C/O CCMP CAPITAL ADVISORS, LP  
245 PARK AVENUE, 16TH FL

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This Form 4 is being filed by (i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors"), (ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds"), (iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates"), the general partner of the CCMP Capital Funds, (iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP"), the general partner of CCMP Capital Associates, (v) CCMP Capital, LP ("CCMP Capital"), the owner of CCMP Capital Associates GP, and (vi) CCMP Capital GP, LLC ("CCMP Capital GP"), the general partner of CCMP Capital (CCMP Capital GP and CCMP Capital, together with the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital Associates GP, the "Reporting Persons"). The amount of securities indicated in the first row of Table I reflects the aggregate amount of shares beneficially owned by the CCMP Capital Funds. See footnotes (4) and (5).
2. Each of CCMP Capital Associates, CCMP Capital Associates GP, CCMP Capital and CCMP Capital GP may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), to beneficially own the Common Stock of Ollie's Bargain Outlet Holdings, Inc. (the "Issuer") reported herein held by the CCMP Capital Funds. The actual pro rata portion of beneficial ownership of any such shares held by the CCMP Capital Funds that may be deemed attributable to CCMP Capital Associates, CCMP Capital Associates GP, CCMP Capital and CCMP Capital GP is not readily determinable because it is subject to several variables, including the internal rate of return within the CCMP Capital Funds.
3. The Reporting Persons disclaim beneficial ownership of the securities to the extent it exceeds their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise. The amount shown represents the beneficial ownership of the Issuer's Common Stock held by the Reporting Persons as a group. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
4. The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
5. The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.
6. The shares of Common Stock were sold by the Reporting Persons in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on September 6, 2016.
7. Represents public offering price of \$26.07 per share.

CCMP CAPITAL, LP, By:  
CCMP Capital GP, LLC, its  
General Partner, By: /s/ 09/13/2016  
Richard G. Jansen, Managing  
Director and General Counsel  
CCMP CAPITAL 09/13/2016  
INVESTORS II, L.P., By:  
CCMP Capital Associates,  
L.P., its General Partner, By:  
CCMP Capital Associates GP,

LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel

CCMP CAPITAL INVESTORS (CAYMAN) II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel 09/13/2016

CCMP CAPITAL ASSOCIATES, L.P., By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel 09/13/2016

CCMP CAPITAL ASSOCIATES GP, LLC, By: /s/ Richard G. Jansen, Managing Director and General Counsel 09/13/2016

CCMP CAPITAL GP, LLC, By: /s/ Richard G. Jansen, Managing Director and General Counsel 09/13/2016

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**