

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>Bertram Kenneth Robert</u> (Last) (First) (Middle) C/O OLLIE'S BARGAIN OUTLET HOLDINGS, INC 6295 ALLENTOWN BOULEVARD, SUITE 1 (Street) HARRISBURG PA 17112 (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 10% Owner X Officer (give title below) Other (specify below) <u>VP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	11/15/2019		M ⁽¹⁾		25,750	A	\$8.03	41,717	D	
Common Stock, par value \$0.001 per share	11/15/2019		F ⁽²⁾		8,897	D	\$64.24 ⁽³⁾	32,820	D	
Common Stock, par value \$0.001 per share	11/15/2019		S ⁽¹⁾		7,853	D	\$64.71 ⁽⁴⁾	24,967	D	
Common Stock, par value \$0.001 per share	11/15/2019		M ⁽¹⁾		4,375	A	\$16	29,342	D	
Common Stock, par value \$0.001 per share	11/15/2019		S ⁽¹⁾		4,375	D	\$64.71 ⁽⁴⁾	24,967	D	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)						Date Exercisable
Employee stock Option (right to buy)	\$8.03	11/15/2019		M ⁽¹⁾		25,750	(5)	06/10/2024	Common Stock	25,750	\$0	0	D	
Employee stock Option (right to buy)	\$16	11/15/2019		M ⁽¹⁾		4,375	(6)	07/15/2025	Common Stock	4,375	\$0	0	D	

Explanation of Responses:

- Transactions made pursuant to an agreement adopted on September 13, 2019 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. The transactions reported on this Form 4 resulted in the completion of said 10b5-1 agreement.
- Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the reporting person and cancelled by the issuer in exchange for the issuer's agreement to pay federal and state tax withholding obligations of the reporting person resulting from the exercise of options.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.79 to \$65.08 per share, inclusive. The reporting person undertakes to provide to Ollie's Bargain Outlet Holdings, Inc., any security holder of Ollie's Bargain Outlet Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.49 to \$64.87 per share, inclusive. The reporting person undertakes to provide to Ollie's Bargain Outlet Holdings, Inc., any security holder of Ollie's Bargain Outlet Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- Options vested and became exercisable in equal 20% installments (28,750) on each anniversary date of the grant, June 10, 2014.
- Options vested and became exercisable in equal 25% installments (4,375) on each anniversary date of the grant, July 15, 2015.

By: /s/ Robert Bertram

11/19/2019

** 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.

