

| OMB APPROVAL | |
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| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

| | | | |
|---|---|---|--|
| 1. Name and Address of Reporting Person* <u>LaRose Brian</u> (Last) (First) (Middle) C/O PETCO HEALTH AND WELLNESS COMPANY, INC., 10850 VIA FRONTERA (Street) SAN DIEGO CA 92127 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/19/2021 | 3. Issuer Name and Ticker or Trading Symbol <u>Petco Health & Wellness Company, Inc. [WOOF]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> | 5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 29,223 ⁽¹⁾ | D | |
| Class A Common Stock | 3,000 | I | By spouse |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (right to buy) | (2) | 01/13/2031 | Class A Common Stock 30,000 | 18 | D | |

Explanation of Responses:

- Includes 27,223 restricted stock units ("RSUs") granted under the Petco Health and Wellness Company, Inc. 2021 Equity Incentive Plan (the "2021 Plan"). Each RSU represents the right to receive one share of Class A common stock of the Issuer ("Class A Common Stock"). The RSUs vest in the following installments: (i) 34% on the first anniversary of 1/13/2021 (the "Grant Date"); (ii) 16.5% on the date that is 18 months following the Grant Date; (iii) 16.5% on the second anniversary of the Grant Date; (iv) 16.5% on the date that is 30 months following the Grant Date; and (v) 16.5% on the third anniversary of the Grant Date.
- Represents options to purchase Class A Common Stock granted under the 2021 Plan. The options vest in the following installments: (i) 34% on the first anniversary of the Grant Date; (ii) 16.5% on the date that is 18 months following the Grant Date; (iii) 16.5% on the second anniversary of the Grant Date; (iv) 16.5% on the date that is 30 months following the Grant Date; and (v) 16.5% on the third anniversary of the Grant Date.

Remarks:

/s/ Ilene Eskenazi, as
Attorney-in-Fact

08/23/2021

** 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 5 (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.