

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 18, 2021**

**Petco Health and Wellness Company, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39878**  
(Commission  
File Number)

**81-1005932**  
(IRS Employer  
Identification No.)

**10850 Via Frontera  
San Diego, California 92127**  
(Address of Principal Executive Offices)

**(858) 453-7845**  
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 210.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.001 per share	WOOF	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 18, 2021, the Board of Directors (the “Board”) of Petco Health and Wellness Company, Inc. (the “Company”) appointed Brian LaRose to succeed Michael Nuzzo as the Company’s Chief Financial Officer, effective as of August 19, 2021. Mr. Nuzzo will continue to serve as the Company’s Executive Vice President, Chief Operating Officer and President of Petco Services—roles he has held since July 2019.

Prior to his appointment as the Company’s Chief Financial Officer, Mr. LaRose, age 48, had been serving as the Company’s Senior Vice President, Finance since September 2020. Prior to joining the Company, Mr. LaRose held positions of increasing responsibility at HP Inc. (“HP”), including serving as HP’s Global Head of Digital Programs Office, where he was responsible for future digital investments and large digital projects, between June 2020 and September 2020, and as HP’s Global Head of Finance, 3D Printing & Digital Manufacturing from December 2015 to August 2020, where he was responsible for leading the finance function in the 3D printing business unit. Mr. LaRose also held finance and investor relation positions at HP between May 2003 and December 2015. Prior to joining HP, Mr. LaRose held management and accounting positions at Deloitte from September 1994 to May 2003. Mr. LaRose holds a bachelor’s degree from Colby College and a master’s degree in business administration from Northeastern University.

In connection with his appointment, the Board approved a grant of restricted stock units with a value of \$800,000 and a grant date of September 20, 2021 (the “Grant Date”) under the Company’s 2021 Equity Incentive Plan (the “RSU Award”). The RSU Award is scheduled to vest over three years from the Grant Date (with 34% on first anniversary of the Grant Date, and 16.5% of the shares subject to the RSU Award vesting at the end of each 6-month period thereafter), subject to Mr. LaRose’s continued employment through each vesting date. The number of shares of Class A common stock subject to the RSU Award will be valued based on the closing price of the Company’s Class A common stock on the Grant Date. In addition, his salary was increased to \$575,000 from \$425,000, and his target bonus was increased from 50% of his base salary to 80% of his base salary.

There are no family relationships that require disclosure under Item 401 of Regulation S-K or transactions involving Mr. LaRose and the Company that require disclosure under Item 404(a) of Regulation S-K, nor is Mr. LaRose a party to any arrangement or understanding with any other person pursuant to which he was selected as an officer of the Company.

On August 19, 2021, the Company issued a press release announcing Mr. LaRose’s appointment as the Company’s Chief Financial Officer. A copy of the press release is attached hereto as Exhibit 99.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release, dated August 19, 2021, issued by Petco Health and Wellness Company, Inc.</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 19, 2021

**Petco Health and Wellness Company, Inc.**

By: /s/ Ilene Eskenazi

Ilene Eskenazi

Chief Legal Officer and Corporate Secretary



**Petco Health and Wellness Company, Inc. Appoints Brian LaRose as Chief Financial Officer**

*LaRose succeeds Mike Nuzzo who continues in his role as Chief Operating Officer and President, Petco Services*

**SAN DIEGO, Aug. 19, 2021** – Petco Health and Wellness Company, Inc. (Nasdaq: WOOF), a complete partner in pet health and wellness, today announced Brian LaRose has been appointed as Chief Financial Officer of the company, effective Aug. 19, 2021. LaRose will succeed Mike Nuzzo, who will continue in his role as Chief Operating Officer and President, Petco Services.

“Brian is a seasoned leader and I’m thrilled he’s taking on this role,” said Ron Coughlin, Petco Chairman and CEO. “Brian brings a wealth of expertise which will be crucial in helping to fuel our continued growth and improving the lives of pets, pet parents and our Petco partners. He has already made a significant impact at Petco, including a key role during the IPO process and refinancing, resulting in a dramatically strengthened balance sheet. I know Brian will continue to provide strong leadership as CFO, and Mike will ensure a smooth transition as he shifts his focus to operations and services.”

LaRose is a proven senior corporate leader with extensive financial and digital experience. Since September 2020, he has served as Petco’s Senior Vice President, Finance, responsible for all aspects of the finance function and operations – including budgeting, forecasting, investor relations, controllership and treasury. In his new role, LaRose will oversee all aspects of Petco’s corporate strategy, financial strategy, performance, reporting and long-range business planning. He will report directly to Petco Chairman and CEO, Ron Coughlin.

Coughlin continued, “On behalf of the Board of Directors and the team at Petco, I want to thank Mike for being a constant source of strong and experienced leadership bridging three critical roles as CFO, COO, and President of Petco Services through our transformation, during the IPO process, and the first half of 2021. As we continue our services and vet expansion and enhance our supply chain capabilities to meet the growth of the business, Mike’s leadership will continue to be a significant asset to the team.”

LaRose commented, “I am truly honored to be part of this company. Working alongside Ron, Mike, the rest of the leadership team and our Board over the past year, I’ve seen first-hand just how powerful our unique model and focus on purpose driven performance is in making a difference in the lives of pets and people. I look forward to helping lead Petco and enhance value for our stakeholders long into the future.”

Prior to joining Petco, LaRose served as Divisional CFO for HP Inc.’s 3D business unit. He led the separation management office during the separation of HP into two publicly traded Fortune 50 companies – at the time, the largest such split in U.S. history. During his 20 years with HP, LaRose also led the company’s SEC reporting group and managed investor relationships in over 15 countries as part of the investor relations group. He began his career with Deloitte’s mergers and acquisitions, and audit practices. LaRose holds a master’s degree in business administration from Northeastern University and a bachelor’s degree from Colby College.

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**About Petco, The Health + Wellness Co.**

Petco is a category-defining health and wellness company focused on improving the lives of pets, pet parents and our own Petco partners. Since our founding in 1965, we’ve been striving to set new standards in pet care, delivering comprehensive wellness solutions through our products and services, and creating communities that deepen the pet-pet parent bond. We operate more than 1,500 Petco locations across the U.S., Mexico and Puerto Rico, including a growing network of more than 150 in-store veterinary hospitals, and offer a complete online resource for pet health and wellness at [petco.com](https://petco.com) and on the [Petco app](#). In tandem

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with [Petco Love](#) (formerly the Petco Foundation), an independent nonprofit organization, we work with and support thousands of local animal welfare groups across the country and, through in-store adoption events, we've helped find homes for more than 6.5 million animals.

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