FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANG	ES IN BENEFI	CIAL OWNERSHIP

OMB APPROVAL								
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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

Petco Health & Wellness Company, Inc.												ipariy Act	01 10 10		1					
(Last) (First) (Middle) C/O PETCO HEALTH AND WELLNESS COMPANY, INC., 10850 VIA FRONTERA (Street) SAN DIEGO CA 92127 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Disposed Of, or Beneficially Owned 1. Title of Security (Instr. 3) Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (linstr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (linstr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, option	. •				1 30								(Check all applicable)					/ner		
3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person S. Amount of Earliest Transaction Date (Month/Day/Year) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. A Deemed Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Exported (Transaction (Instr. 3 and 4) 3. A Deemed (Instr. 4) 3				(8.0.1.11.)		The state of the s										pecify				
12/05/2022 12/05/2022 12/05/2022 13/05/2022 14/05/2022 15/						Date of Earliest Transaction (Month/Day/Year)								Chief Financial Officer						
A. If Amendment, Date of Onginal Filled (Month/Day/Year) Citizen City C						` ' '														
City San Diego CA 92127 San Diego CA Person Employee Conversion Security Code Case	INC., 10850 VIA FRONTERA					4 If Amendment, Date of Original Filed (Month/Day/Year)									6 Individual or Joint/Group Filing (Check Applicable					
SAN DIEGO CA 92127	(Ctroot)							.0, 2	u.o o	oga			.y oa. ,		Line)		•	ŭ	`	
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1. Title of Security (Instr. 3)	(City)	(S	State)	(Zip)																
Date Month/Day/Year	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
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Code V (A) (D) Date Expiration Date Title Stock Common (right to complete to compl	Derivative Security	erivative Conversion or Exercise (Month/Day/Year) if any (Month/D Day/Year) (Month/D Day/Year) if any (Month/D		Execution Da	ate, Transa Code (I		nsaction Del le (Instr. Sec Ac or of		(A) ed etr.	6. Date Exercisable and Expiration Date		of Securities Underlying Derivative Secur		Derivative Security		derivative Securities Beneficially Owned Following Reported		Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
Stock Option (right to) \$10.98 12/05/2022 A 366,301 (3) 12/05/2032 Class A Common Stock 366,301 \$0.00 366,301 D					Cod	e V	(A)						Title	or Num	ber			(0)		
Explanation of Responses:	Stock Option (right to buy)				A		366	5,301		(3)	12	2/05/2032	Common	366	,301	\$0.00	366,30)1	D	

- 1. Represents 91,075 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 will vest in the following installments: (i) 10% on the date that is 6 months following 12/05/2022 (the "Grant Date"); (ii) 20% on the first anniversary of the Grant Date; (iii) 30% on the date that is 18 months following the Grant Date; and (iv) 40% on the second anniversary of the Grant Date.
- 2. Includes 82,805 outstanding RSUs granted under the 2021 Plan.
- 3. Represents options to purchase Class A Common Stock granted under the 2021 Plan. The options will vest in the following installments: (i) 10% on the date that is 6 months following Grant Date; (ii) 20% on the first anniversary of the Grant Date; (iii) 30% on the date that is 18 months following the Grant Date; and (iv) 40% on the second anniversary of the Grant Date.

Remarks:

/s/ Ilene Eskenazi, as Attorney-

in-Fact

** Signature of Reporting Person

Date

12/07/2022

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.