

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Anderson Joel D</u>  (Last) (First) (Middle) C/O PETCO HEALTH AND WELLNESS COMPANY, INC., 10850 VIA FRONTERA  (Street) SAN DIEGO CA 92127  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Petco Health &amp; Wellness Company, Inc. [ WOOF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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			
Class A Common Stock <sup>(1)</sup>	07/29/2024		A		1,492,538	A	\$0	1,492,538	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	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$5	07/29/2024		A		1,366,121		(2)	07/29/2034	Class A Common Stock	1,366,121	\$0	1,366,121	D	
Employee Stock Option (Right to Buy)	\$7.5	07/29/2024		A		1,381,216		(2)	07/29/2034	Class A Common Stock	1,381,216	\$0	1,381,216	D	

**Explanation of Responses:**

- Represents 1,492,538 restricted stock units ("RSUs") granted to the Reporting Person on July 29, 2024. Each RSU represents the right to receive one share of Class A common stock of the Issuer. The RSUs will vest as follows: 34% on 7/29/2025 and 16.5% on each of 1/29/2026, 7/29/2026, 1/29/2027 and 7/29/2027. The RSUs were granted outside of the Petco Health and Wellness Company, Inc. 2021 Equity Incentive Plan (as amended, the "2021 Plan") as a material inducement to the Reporting Person's acceptance of employment with the Issuer in accordance with NASDAQ Listing Rule 5635(c)(4).
- Represents options to purchase Class A Common Stock of the Issuer. The options will vest as follows: 34% on 7/29/2025 and 16.5% on each of 1/29/2026, 7/29/2026, 1/29/2027 and 7/29/2027. The options were granted outside of the 2021 Plan as a material inducement to the Reporting Person's acceptance of employment with the Issuer in accordance with NASDAQ Listing Rule 5635(c)(4).

/s/ Giovanni Insana, as Attorney-in-Fact

07/31/2024

\*\* 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.