

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>CANADA PENSION PLAN INVESTMENT BOARD</u>  (Last) (First) (Middle) <u>ONE QUEEN STREET EAST</u> <u>STE 2500</u>  (Street) <u>TORONTO A6 M5C 2W5</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/19/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Petco Health &amp; Wellness Company, Inc. [ WOOF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	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	70,127,353	I <sup>(1)</sup>	See footnote
Class B-2 Common Stock	18,517,483	I <sup>(2)</sup>	See footnote

**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	Title	Amount or Number of Shares			
Class B-1 Common Stock	(3)	(3)	Class A Common Stock	15,477,768	(3)	I <sup>(1)</sup>	See footnote

**Explanation of Responses:**

- The number of shares of Class A Common Stock and Class B-1 Common Stock set forth herein reflect the reporting persons' proportional interest in such securities beneficially owned by Scooby LP. The general partner of Scooby LP is Scooby GP LLC, a member-managed limited liability company whose sole members are CVC Pet LP and Canada Pension Plan Investment Board ("CPP Investments").
- These securities are held of record by a wholly-owned subsidiary of 9314601 Canada Inc., an entity in which CPP Investments does not directly or indirectly own any interest. 9314601 Canada Inc. has agreed for itself and its wholly owned subsidiary not to vote or transfer any shares of Class B-2 common stock held by it or such subsidiary except as directed by CPP Investments, and accordingly, CPP Investments may be deemed to beneficially own such securities indirectly held by 9314601 Canada Inc. for purposes of Rule 16a-1(a) under the Securities and Exchange Act of 1934, as amended ("Rule 16a-1(a)"). CPP Investments disclaims beneficial ownership of such securities indirectly held by 9314601 Canada Inc. for purposes of Rule 16a-1(a).
- Each share of Class B-1 Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date. As a condition to such conversion, the holder of the shares of Class B-1 Common Stock to be converted must direct a holder of Class B-2 Common Stock to transfer an equal number of shares of Class B-2 Common Stock to the issuer.

/s/ Kathryn J. Daniels,  
Title: Managing Director,  
Head of Compliance, 01/20/2021  
Canada Pension Plan  
Investment Board

\*\* 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.**