

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

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>CVC Pet LP</u>  (Last) (First) (Middle) C/O CVC CAPITAL PARTNERS ONE MARITIME PLAZA, 16TH FL, 300 CLAY ST  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/19/2021	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 type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	70,361,869	I <sup>(1)</sup>	See footnote
Class B-2 Common Stock	19,273,298	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	15,529,527	(3)	I <sup>(1)</sup>	See footnote

1. Name and Address of Reporting Person* <u>CVC Pet LP</u>  (Last) (First) (Middle) C/O CVC CAPITAL PARTNERS ONE MARITIME PLAZA, 16TH FL, 300 CLAY ST  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>CVC Scooby Jersey GP Ltd</u>  (Last) (First) (Middle) 27 ESPLANADE  (Street)
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ST HELIER	Y9	JE1 1SG
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CVC Capital Partners VI Ltd</a>		
(Last)	(First)	(Middle)
27 ESPLANADE		
(Street)		
ST HELIER	Y9	JE1 1SG
(City)	(State)	(Zip)

**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 CPP Investments. The general partner of CVC Pet LP is CVC Scooby Jersey GP Limited. CVC Scooby Jersey GP Limited is wholly owned by certain investment funds managed by CVC Capital Partners VI Limited. Each of CVC Pet LP, CVC Scooby Jersey GP Limited and CVC Capital Partners VI Limited disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities and Exchange Act of 1934, as amended, except to the extent of their pecuniary interest therein, if any.
- These securities are held of record by a wholly-owned subsidiary of CVC Pet LP.
- 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 to the Issuer.

**Remarks:**

<a href="#">CVC Pet LP; By /s/ Cameron Breitner, Authorized Signatory</a>	<a href="#">01/19/2021</a>
<a href="#">CVC Scooby Jersey GP Limited; By /s/ Johanna Karhukorpi, Director</a>	<a href="#">01/19/2021</a>
<a href="#">CVC Capital Partners VI Limited; By /s/ Carl Hansen, Director</a>	<a href="#">01/19/2021</a>
** 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.**