

**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): June 28, 2022

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

*(Exact name of Registrant as Specified in Its 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 240.14d-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
<b>Class A common stock, par value \$0.001 per share</b>	<b>WOOF</b>	<b>The Nasdaq Stock Market LLC</b>

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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 28, 2022, Petco Health and Wellness Company, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The matters voted upon at the Annual Meeting were: (1) the election of Christy Lake, R. Michael (Mike) Mohan, Jennifer Pereira, and Christopher Stadler (the “Director Nominees”) to the Board of Directors of the Company (the “Board”) as Class II directors, each to serve for a three-year term expiring at the Company’s 2025 annual meeting of stockholders and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, removal, retirement, or disqualification (“Proposal 1”); (2) the approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers (“Proposal 2”); and (3) the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 28, 2023 (“Proposal 3”).

Holders of the Company’s Class A common stock were entitled to vote on all matters presented for stockholder vote at the Annual Meeting. Holders of the Company’s Class B-1 common stock were entitled to vote on all matters presented for stockholder vote at the Annual Meeting, except for Proposal 1. Holders of the Company’s Class B-2 common stock were entitled to vote only on Proposal 1 at the Annual Meeting.

Based on the votes cast by holders of Class A common stock, Class B-1 common stock, and Class B-2 common stock, with Class A and Class B-2 common stock voting together on Proposal 1, and Class A and Class B-1 common stock voting together on Proposals 2 and 3, the final results for each proposal presented to stockholders at the Annual Meeting are set forth below:

1. The election of the Director Nominees to the Board as Class II directors (Proposal 1):

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Christy Lake	225,483,507	21,322,949	9,382,257
R. Michael (Mike) Mohan	225,342,970	21,463,486	9,382,257
Jennifer Pereira	220,665,790	26,140,666	9,382,257
Christopher Stadler	220,641,959	26,164,497	9,382,257

2. The approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers (Proposal 2):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
245,814,926	930,308	61,222	9,382,257

3. The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 28, 2023 (Proposal 3):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
256,033,548	114,190	40,975

No other matters were considered and voted on by the Company’s stockholders at the Annual Meeting.

---

**SIGNATURE**

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.

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

Date: June 30, 2022

By: /s/ Ilene Eskenazi  
Name: Ilene Eskenazi  
Title: Chief Legal and Human Resources Officer and Secretary