SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MOHAN RAJENDRA M	Petco Health & Wellness Company, Inc. [WOOF]	X Director — 10% Owner — X Officer (give title below) — Other (specify below) — See Remarks
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2024	
C/O PETCO HEALTH AND WELLNESS COMPANY, INC., 10850 VIA FRONTERA	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) — X Form filed by One Reporting Person — Form filed by More than One Reporting Person
(Street)		
SAN DIEGO CA 92127	Rule 10b5-1(c) Transaction Indication	
(City) (State) (Zip)	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	04/15/2024		F		35,555[1]	D	$1.72	1,264,187[2]	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	Amount or Number of Shares				

Explanation of Responses:

1. The transaction reported reflects the withholding of restricted stock units ("RSUs") in satisfaction of the Reporting Person's tax liability. The RSUs were granted to the Reporting Person on March 15, 2024 pursuant to the Petco Health and Wellness Company, Inc. 2021 Equity Incentive Plan (as amended, the "2021 Plan"), and a portion vested on April 13, 2024.

2. Includes 1,177,342 outstanding RSUs granted under the 2021 Plan. Each RSU represents the right to receive one share of Class A common stock of the Issuer.

Remarks:

Interim Chief Executive Officer

/s/ Giovanni Insana, as Attorney-in-Fact   04/17/2024

** Signature of Reporting Person   Date