

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>Murphy Glenn</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) <b>Executive Chairman</b>		
3. Date of Earliest Transaction (Month/Day/Year) 05/24/2024			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					
4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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>	05/24/2024		A		1,000,000	A	\$0	1,000,000	D	
Class A Common Stock								1,470,589	I	By GSSB Corporation

**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)	\$3.58	05/24/2024		A		1,074,000		(2)	05/24/2034	Class A Common Stock	1,074,000	\$0	1,074,000	D	
Employee Stock Option (Right to Buy)	\$5	05/24/2024		A		750,000		(2)	05/24/2034	Class A Common Stock	750,000	\$0	750,000	D	
Employee Stock Option (Right to Buy)	\$7.5	05/24/2024		A		1,000,000		(2)	05/24/2034	Class A Common Stock	1,000,000	\$0	1,000,000	D	
Employee Stock Option (Right to Buy)	\$10	05/24/2024		A		1,000,000		(2)	05/24/2034	Class A Common Stock	1,000,000	\$0	1,000,000	D	

**Explanation of Responses:**

- Represents 1,000,000 restricted stock units ("RSUs") granted to the Reporting Person on May 24, 2024. Each RSU represents the right to receive one share of Class A common stock of the Issuer. The RSUs will vest as to 1/12th at the end of each successive three-month period following May 14, 2024 and will be fully vested on May 14, 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 to 1/12th at the end of each successive three-month period following May 14, 2024 and will be fully vested on May 14, 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

05/29/2024

\*\* 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.