

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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> <hr/> (Last) (First) (Middle) <u>C/O CVC CAPITAL PARTNERS ONE</u> <u>MARITIME PLAZA, 16TH FLOOR, 300 CLAY ST.</u> <hr/> (Street) <u>SAN FRANCISCO CA 94111</u> <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/01/2021		S		9,040,554	D	\$23.16	61,321,315	I	By Scooby LP <sup>(1)</sup>

**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					

1. Name and Address of Reporting Person\*  
CVC Pet LP  


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 (Last) (First) (Middle)  
C/O CVC CAPITAL PARTNERS ONE  
MARITIME PLAZA, 16TH FLOOR, 300 CLAY ST.  


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 (Street)  
SAN FRANCISCO CA 94111  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CVC Scooby Jersey GP Ltd  


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 (Last) (First) (Middle)  
27 ESPLANADE  


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 (Street)  
ST HELIER Y9 JE1 1SG  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CVC Capital Partners VI Ltd  


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 (Last) (First) (Middle)  


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 (Street)  


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 (City) (State) (Zip)

(Last)	(First)	(Middle)
27 ESPLANADE		
<hr/>		
(Street)		
ST HELIER	Y9	JE1 1SG
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The number of shares of Class A 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. 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.

**Remarks:**

CVC Pet LP; By /s/ Cameron 06/03/2021  
Breitner, Authorized Signatory

CVC Scooby Jersey GP  
Limited; By /s/ Johanna 06/03/2021  
Karhukorpi, Director

CVC Capital Partners VI  
Limited; By /s/ Carl Hansen, 06/03/2021  
Director

\*\* 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.**