

**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): May 28, 2024

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
Class A common stock, par value \$0.001 per share	WOOF	The Nasdaq Stock Market LLC

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 28, 2024, Justin Tichy notified Petco Health and Wellness Company, Inc. (the “Company”) of his resignation from his position as Chief Operating Officer of the Company, effective June 8, 2024. In connection with Mr. Tichy’s resignation, the Board of Directors of the Company (the “Board”) is eliminating the role of the Chief Operating Officer. In addition, on May 28, 2024, the Board further approved the termination of Amy College’s role as the Company’s Chief Merchandising and Supply Chain Officer, effective as of such time. Ms. College is expected to remain a full-time non-officer employee of the Company for a transition period ending August 17, 2024. Subject to her execution of a release of claims, Ms. College will be eligible for the separation benefits set forth under the Company’s Executive Severance Plan, as previously disclosed in the Company’s proxy statement, and under the terms of her retention bonus agreement, which provides for a pro-rated bonus payment.

Item 7.01. Regulation FD Disclosure.

On May 28, 2024, the Company issued a press release announcing various leadership transitions in connection with departures of Ms. College and Mr. Tichy. A copy of the press release is attached as Exhibit 99.1 hereto.

The information being furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liability of that section, and shall not be incorporated by reference into any other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release, dated May 28, 2024, issued by Petco Health and Wellness Company, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: May 28, 2024

By: /s/ Giovanni Insana

Name: Giovanni Insana

Title: Chief Legal Officer and Secretary

Petco Health + Wellness Company, Inc. Announces Evolution of Leadership Team

*Appoints James Roth as Chief Stores Officer
Appoints Shari White as Interim Chief Merchant*

SAN DIEGO, May 28, 2024 /PRNewswire/ — Petco Health and Wellness Company, Inc. (Nasdaq: WOOF), today announced the evolution of the Executive Leadership Team as a part of the Company’s ongoing efforts to simplify decision making, focus on fewer and clearer priorities, and empower the organization to move with greater speed and agility.

“Today’s changes to our leadership team will accelerate Petco’s initiatives to drive retail excellence as we execute on our operational reset,” said **Interim Chief Executive Officer (CEO) Mike Mohan**. “Across the business, we are streamlining the organization to empower faster and more effective implementation of best practices on the path to restoring our profitability.”

Chief Stores Officer

As a part of the changes announced today, James Roth has been appointed Chief Stores Officer, reporting directly to Interim CEO Mike Mohan. In this role, Roth will lead operations across all Pet Care Centers in the United States and Puerto Rico.

Roth most recently served as Executive Vice President, Stores for Abercrombie & Fitch Co., where he led the stores team across 5 brands, 16 countries and more than 800 stores. He has held numerous senior retail roles during his 20-plus year career.

Additionally, Justin Tichy has made the decision to depart the Company, and the Chief Operating Officer role has been eliminated.

Interim Chief Merchant

Shari White has been appointed Interim Chief Merchant, reporting directly to Mike Mohan. White joined the company six years ago from consumer products company Perrigo, where she served as Director of Sales, Target. She previously served in merchandising and brand management roles at Target and Unilever.

The Company will be conducting a comprehensive internal and external search for a permanent Chief Merchant with the support of a leading global executive search firm. Amy College, current Chief Merchandising and Supply Chain Officer will be leaving the Company on August 17, 2024.

“I want to thank Justin and Amy for their years of service to Petco,” continued Mohan. “They have been instrumental in the development of our omnichannel pet health and wellness ecosystem, while supporting our purpose to improve the lives of pets, pet parents and Petco partners.”

Expanding Executive Leadership Team

As a part of the Company's goal to simplify decision making and empower the organization to move with greater speed and agility, the company is expanding the Executive Leadership Team to include:

- Tim Buckenberger, SVP, Merchandise Planning, Inventory & Supply Chain
- Steve Janowiak, VP Digital
- Stephen Reyes, SVP, Services
- James Roth, Chief Stores Officer
- Shari White, Interim Chief Merchant

About Petco, The Health + Wellness Co.

Founded in 1965, Petco is a category-defining health and wellness company focused on improving the lives of pets, pet parents and our own Petco partners. We've consistently set new standards in pet care while delivering comprehensive pet wellness products, services and solutions, and creating communities that deepen the pet-pet parent bond. We operate more than 1,500 pet care centers across the U.S., Mexico and Puerto Rico, which offer merchandise, companion animals, grooming, training and a growing network of on-site veterinary hospitals and mobile veterinary clinics. Our complete pet health and wellness ecosystem is accessible through our pet care centers and digitally at [petco.com](https://www.petco.com) and on the Petco app. In tandem with Petco Love, a life-changing independent nonprofit organization, we work with and support thousands of local animal welfare groups across the country and, through in-store adoption events, we've helped find homes for more than 7 million animals.

Forward-Looking Statements:

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, concerning expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are other than statements of historical fact. Although Petco believes that the expectations and assumptions reflected in these statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements are subject to many risks and uncertainties, including, but not limited to, the following: our ability to successfully manage leadership transitions, execute on our strategy and drive profitability, and the risk factors we identify in our Securities and Exchange Commission filings, and actual results may differ materially from the results discussed in such forward-looking statements. Petco undertakes no duty to update publicly any forward-looking statement that it may make, whether as a result of new information, future events or otherwise, except as may be required by applicable law, regulation, or other competent legal authority.

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