

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Eskenazi Ilene</u> <hr/> (Last) (First) (Middle) C/O PETCO HEALTH AND WELLNESS COMPANY, INC., 10850 VIA FRONTERA <hr/> (Street) SAN DIEGO CA 92127 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Petco Health &amp; Wellness Company, Inc. [ WOOD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2022	
	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 <sup>(1)</sup>	07/19/2022		A		17,171	A	\$0.00	95,023 <sup>(2)</sup>	D	
Class A Common Stock								950	I	See Footnote <sup>(3)</sup>
Class A Common Stock								950	I	See Footnote <sup>(3)</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					

**Explanation of Responses:**

- Represents 17,171 restricted stock units ("RSUs") granted under the Petco Health and Wellness Company, Inc. 2021 Equity Incentive Plan (the "2021 Plan"). Each RSU represents the right to receive one share of Class A common stock of the Issuer. The RSUs will vest in the following installments: (i) 34% on the first anniversary of 07/19/2022 (the "Grant Date"); (ii) 16.5% on the date that is 18 months following the Grant Date; (iii) 16.5% on the second anniversary of the Grant Date; (iv) 16.5% on the date that is 30 months following the Grant Date; and (v) 16.5% on the third anniversary of the Grant Date.
- Includes 65,083 outstanding RSUs granted under the 2021 Plan.
- These shares are held by the Reporting Person's children living in her household. The Reporting Person disclaims ownership of the shares held by these children, and this report is not an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.

**Remarks:**

Chief Legal and Human Resources Officer & Secretary

/s/ Ilene Eskenazi

07/21/2022

\*\* 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.