

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>MacDonald Darren</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 & Wellness Company, Inc. [WOOF]</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) Chief Customer Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 ⁽¹⁾	12/05/2022		A		45,538	A	\$0.00	520,689 ⁽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					
Employee Stock Option (right to buy)	\$10.98	12/05/2022		A		183,151		(3)	12/05/2032	Class A Common Stock	\$0.00	183,151	D	

Explanation of Responses:

- Represents 45,538 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 ("Class A Common Stock"). The RSUs will vest in the following installments: (i) 10% on the date that is 6 months following 12/05/2022 (the "Grant Date"); (ii) 20% on the first anniversary of the Grant Date; (iii) 30% on the date that is 18 months following the Grant Date; and (iv) 40% on the second anniversary of the Grant Date.
- Includes 340,856 outstanding RSUs granted under the 2021 Plan.
- Represents options to purchase Class A Common Stock granted under the 2021 Plan. The options will vest in the following installments: (i) 10% on the date that is 6 months following Grant Date; (ii) 20% on the first anniversary of the Grant Date; (iii) 30% on the date that is 18 months following the Grant Date; and (iv) 40% on the second anniversary of the Grant Date.

Remarks:

/s/ Ilene Eskenazi, as Attorney-in-Fact 12/07/2022

** 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.