

# FORM 4

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Singh Sumit</b> <small>(Last) (First) (Middle)</small>  <b>1855 GRIFFIN ROAD, SUITE B-428</b> <small>(Street)</small>  <b>DANIA BEACH, FL 33004</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Chewy, Inc. [ CHWY ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/9/2020</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/9/2020		S(1)		26679	D	\$61.772 (2)	63664	D	
Class A Common Stock	9/9/2020		S(1)		35917	D	\$62.731 (3)	27747	D	
Class A Common Stock	9/9/2020		S(1)		14784	D	\$63.803 (4)	12963	D	
Class A Common Stock	9/9/2020		S(1)		1963	D	\$64.758 (5)	11000	D	
Class A Common Stock								2240499 (6)(7)	D	
Class A Common Stock								215088 (6)(7)	I	By spouse

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Represents sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions in prices ranging from \$61.29 to \$62.28, inclusive. The reporting person undertakes to provide to Chewy, Inc., any securityholder of Chewy, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2 through 5 to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions in prices ranging from \$62.29 to \$63.28, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions in prices ranging from \$63.30 to \$64.30, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions in prices ranging from \$64.31 to \$65.24, inclusive.
- (6) Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Class A common stock of Chewy, Inc. The time-vesting condition was satisfied with respect to 25% of these restricted stock units on June 13, 2020 and then will be satisfied with respect to 12.5% of these restricted stock units at the end of each six-month period thereafter, subject to the filing person's continued employment with Chewy, Inc. through the applicable vesting date. The share price condition will be satisfied with respect to a percentage of these restricted stock units, as and when the price per share of Class A common stock specified in Chewy, Inc.'s Registration Statement on Form S-1 (File No. 333-231095), as amended, is achieved, on a weighted-average basis, on every trading day during a consecutive 45-day trading period completed prior to June 13, 2024, subject to the filing person's continued employment with Chewy, Inc. through the applicable vesting date.
- (7) The share price condition will be satisfied with respect to a percentage of these restricted stock units, as and when the price per share of Class A common stock specified in Chewy, Inc.'s Registration Statement on Form S-1 (File No. 333-231095), as amended, is achieved, on a weighted-average basis, on every

trading day during a consecutive 45-day trading period completed prior to June 13, 2024, subject to the filing person's continued employment with Chewy, Inc. through the applicable vesting date. The share price condition has been satisfied with respect to 100% of these restricted stock units.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Singh Sumit</b> <b>1855 GRIFFIN ROAD, SUITE B-428</b> <b>DANIA BEACH, FL 33004</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**

/s/ Susan Helfrick, as Attorney-in-Fact for Sumit Singh

9/10/2020

—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.

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