

FORM 4

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

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**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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

1. Name and Address of Reporting Person * Mehta Satish <small>(Last) (First) (Middle)</small> 7700 WEST SUNRISE BOULEVARD <small>(Street)</small> PLANTATION, FL 33322 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Chewy, Inc. [CHWY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/18/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	1/18/2024		A		41,110	A	\$0	41,110	D	
Class A Common Stock								496,124	D	
Class A Common Stock								223,206	D	

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:

- Represents restricted stock units ("RSUs") granted to the filing person on January 18, 2024. The RSUs are subject to time-vesting conditions. 50% of these RSUs will vest on May 1, 2024, and 50% will vest on December 1, 2024, subject to the filing person's continued employment with Chewy, Inc. through the applicable vesting date. Each RSU represents a contingent right to receive one share of Class A common stock of Chewy, Inc.
- Represents RSUs granted to the filing person on April 6, 2023. The RSUs are subject to time-vesting conditions. With respect to 54,109 of the RSUs, 25% will vest on February 1, 2024 and 12.5% will vest on each six-month anniversary thereafter, subject to the filing person's continued employment with Chewy, Inc. through the applicable vesting date. With respect to 169,097 of the RSUs, 52% will vest on February 1, 2024, 44% will vest on February 1, 2025, and 4% will vest on February 1, 2026, subject to the filing person's continued employment with Chewy, Inc. through the vesting date. Each RSU represents a contingent right to receive one share of Class A common stock of Chewy, Inc.

Remarks:

Exhibit 24: Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehta Satish 7700 WEST SUNRISE BOULEVARD			Chief Technology Officer	

Signatures

/s/ Albert Watson, as Attorney-in-Fact for Satish Mehta

1/22/2024

—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 control number.