

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1998-07-22**
SEC Accession No. **0000950153-98-000810**

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FILER

PETSMART INC

CIK: **863157** | IRS No.: **943024325** | State of Incorpor.: **DE** | Fiscal Year End: **0131**
Type: **424B3** | Act: **33** | File No.: **333-41111** | Film No.: **98669667**
SIC: **5990** Retail stores, nec

Mailing Address
19601 N 27TH AVENUE
PHOENIX AZ 85077

Business Address
19601 N 27TH AVE
STE C-100
PHOENIX AZ 85027
6025806100

PROSPECTUS SUPPLEMENT NO. 10 DATED JULY 22, 1998
TO PROSPECTUS DATED APRIL 30, 1998

PETSMART, INC.
\$200,000,000
6 3/4% Convertible Subordinated Notes due 2004
and
Shares of Common Stock Issuable Upon Conversion thereof

This Prospectus Supplement should be read in conjunction with the Prospectus dated April 30, 1998 (the "Prospectus"). The table on pages 37 and 38 of the Prospectus setting forth information concerning the Selling Securityholders is superseded by the following table:

SELLING SECURITYHOLDERS

The following table sets forth the names of the Selling Securityholders, the number of shares of Common Stock owned by each of them as of the date of this supplement and the principal amount of Notes and number of Conversion Shares which may be offered pursuant to this Prospectus. The information is based upon information provided by or on behalf of the Selling Securityholders. The Selling Securityholders may offer all, some or none of their Notes or Conversion Shares.

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Name	Principal Amount of Notes Owned Prior to Offering(1)	Principal Amount of Notes Offered Hereby	Common Stock Owned Prior to Offering(1) (2)	Common Stock Offered Hereby
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Alpine Associates.....	5,250,000	5,250,000	0	0
Argent Classic Convertible Arbitrage Fund (Bermuda), Ltd.	10,750,000	10,750,000	0	0
Argent Convertible Arbitrage Fund Ltd.	250,000	250,000	0	0
Bank of America Pension Plan.....	2,000,000	2,000,000	0	0
California PERS.....	2,500,000	2,500,000	0	0
Canadian Imperial Holdings, Inc.	4,000,000	4,000,000	0	0
Continental Assurance Company on behalf of its Separate Account(E)...	2,850,000	2,850,000	0	0
Commonwealth Life Insurance Company.....	2,750,000	2,750,000	0	0
Cramblit & Carney Incorporated.....	3,441,000	3,441,000	126,500	0
Daniel H. Renberg and Associates, Inc.	675,000	675,000	111,900	0

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Name	Principal Amount of Notes Owned Prior to Offering(1)	Principal Amount of Notes Offered Hereby	Common Stock Owned Prior to Offering(1) (2)	Common Stock Offered Hereby
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<S>	<C>	<C>	<C>	<C>
Dean Witter Convertible Securities Trust.....	4,500,000	4,500,000	0	0
Dean Witter Income Builder Fund.....	3,800,000	3,800,000	0	0
Dean Witter Variable Income Builder Fund.....	400,000	400,000	0	0
Donaldson, Lufkin & Jenrette Securities Corporation(3).....	10,420,000	10,420,000	0	0
Forest Alternative Strategies Fund A-5.....	1,070,000	1,070,000	0	0
Forest Alternative Strategies Fund A-5I.....	45,000	45,000	0	0
Forest Convertible Opportunity Fund.....	157,000	157,000	0	0
Forest Global Convert Fund Ser A-1.....	100,000	100,000	0	0
Forest Global Convert Fund Ser A-5.....	2,305,000	2,305,000	0	0
Forest Global Convert Fund Ser B-1.....	252,000	252,000	0	0
Forest Global Convert Fund Ser B-2.....	150,000	150,000	0	0
Forest Global Convert Fund Ser B-3.....	50,000	50,000	0	0
Forest Global Convert Fund Ser B-5.....	225,000	225,000	0	0
Forest Performance Fund.....	271,000	271,000	0	0
Forest Performance Greyhound.....	220,000	220,000	0	0
Forum Capital Markets LP.....	750,000	750,000	0	0
Fox Family Foundation.....	150,000	150,000	0	0
Fox Family Portfolio Partnership.....	400,000	400,000	0	0
GPZ Trading.....	2,000,000	2,000,000	453	0
Hamilton Partners Limited.....	9,250,000	9,250,000	0	0
Highbridge Capital Corporation.....	500,000	500,000	0	0
HSBC Securities Inc.	2,200,000	2,200,000	0	0
LDG Limited.....	300,000	300,000	0	0
LLT Limited.....	1,000,000	1,000,000	0	0
LLT Limited.....	65,000	65,000	0	0

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Name	Principal Amount of Notes Owned Prior to Offering(1)	Principal Amount of Notes Offered Hereby	Common Stock Owned Prior to Offering(1) (2)	Common Stock Offered Hereby
------	--	--	---	--------------------------------

<S>	<C>	<C>	<C>	<C>
McMahan Securities Company, L.P.	800,000	800,000	0	0
The Minnesota Mutual Life Insurance Company	565,000	565,000	0	0
Nomura International Trust Company	3,550,000	3,550,000	0	0
Orrington International Fund Ltd.	140,000	140,000	0	0
Orrington Investments Limited Partnership	260,000	260,000	0	0
Paloma Securities L.L.C.	3,150,000	3,150,000	0	0
Phoenix Capital Offshore Fund Ltd.	500,000	500,000	0	0
Pillar Equity Income Fund.....	500,000	500,000	0	0
Sage Capital.....	1,000,000	1,000,000	0	0
Silverado Arbitrage Trading Limited	2,000,000	2,000,000	0	0
Silverton International Fund Limited	2,100,000	2,100,000	0	0
Societe Generale Securities Corp.	5,336,000	5,336,000	0	0
South Dakota Retirement System	1,000,000	1,000,000	0	0
Southport Management Partners L.P.	2,625,000	2,625,000	0	0
Southport Partners International Ltd. ..	2,000,000	2,000,000	0	0
St. Albans Partners Ltd.	1,000,000	1,000,000	0	0
TQA Arbitrage Fund, L.P.	500,000	500,000	0	0
TQA Leverage Fund, L.P.	1,000,000	1,000,000	0	0
TQA Vantage Fund, Ltd.	50,000	50,000	0	0
TQA Vantage Plus, Ltd.	400,000	400,000	0	0
Yield Strategies Fund II, LP	1,000,000	1,000,000	0	0
TOTAL	\$104,522,000	\$104,522,000	238,853	0

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(1) Beneficial ownership is determined in accordance with the Rule of the SEC and generally includes voting or investment power with respect to securities. Except as otherwise indicated by footnote, and subject to community property laws where applicable, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

(2) Includes Conversion Shares based on a conversion price of \$8.75 per share and a cash payment in lieu of any fractional interest.

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(3) Securities are held by the Placement Agent of the original offering of the Notes.

Because the Selling Securityholders may offer all or some of the Notes that they hold and/or Conversion Shares pursuant to the offering contemplated by this Prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the Notes or Conversion Shares by the Selling Securityholders, no estimate can be given as to the principal amount of Notes or Conversion of Shares that will be held by the Selling Securityholders after completion of this offering.

