

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. )

---

PetSmart, Inc.  
(Name of Issuer)

---

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

---

716768106  
(CUSIP Number)

---

Marc Weingarten, Esq.  
Eleazer Klein, Esq.  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

---

June 23, 2014  
(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 6 Pages)

---

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON JANA PARTNERS LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 9,820,734 (including options to purchase 4,733,700 shares of Common Stock)
	<b>8</b>	SHARED VOTING POWER 0
	<b>9</b>	SOLE DISPOSITIVE POWER 9,820,734 (including options to purchase 4,733,700 shares of Common Stock)
	<b>10</b>	SHARED DISPOSITIVE POWER 0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 9,820,734 (including options to purchase 4,733,700 shares of Common Stock)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 9.9%	
<b>14</b>	TYPE OF REPORTING PERSON IA	

**Item 1. SECURITY AND ISSUER**

This statement on Schedule 13D relates to the shares ("Shares") of common stock, par value \$0.0001 per share, of PetSmart, Inc., a Delaware corporation (the "Issuer"). The principal executive office of the Issuer is located at 19601 N. 27<sup>th</sup> Avenue, Phoenix, Arizona 85027.

**Item 2. IDENTITY AND BACKGROUND.**

(a) This statement is filed by JANA Partners LLC, a Delaware limited liability company (the "Reporting Person"). The Reporting Person is a private money management firm which holds Shares of the Issuer in various accounts under its management and control. The principal owner of the Reporting Person is Barry Rosenstein ("Mr. Rosenstein" or the "Principal").

(b) The principal business address of the Reporting Person and the Principal is 767 Fifth Avenue, 8th Floor, New York, New York 10153.

(c) The principal business of the Reporting Person and the Principal is investing for accounts under their management.

(d) Neither the Reporting Person nor the Principal has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither the Reporting Person nor the Principal has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a limited liability company organized in Delaware. The Principal is a citizen of the United States of America.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

The 9,820,734 Shares (including options to purchase 4,733,700 Shares) reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$341 million. Such Shares were acquired with investment funds in accounts managed by the Reporting Person.

**Item 4. PURPOSE OF TRANSACTION.**

The Reporting Person acquired the Shares because it believes the Shares are undervalued and represent an attractive investment opportunity. The Reporting Person intends to have discussions with the Issuer's board of directors and management regarding: a review of strategic alternatives including exploring a sale of the Issuer; improving operating performance; the Issuer's capital structure including providing for a significant return of capital to shareholders; improving the Issuer's capital allocation policy; improving the Issuer's disclosure to shareholders; and management and board composition. The Reporting Person expects to have discussions with the Issuer's management and board of directors, shareholders and other interested parties relating to such matters.

The Reporting Person may also take other steps to increase shareholder value as well as pursue other plans or proposals that relate to or would result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D, excluding (i) acquiring a control stake in the Issuer's Shares, or grouping with any other party or parties to do so, (ii) engaging in an extraordinary transaction, such as a merger, with the Issuer, or acquiring a material amount of the Issuer's assets, or grouping with any other party or parties to do either, or (iii) seeking to exert negative control over the important corporate actions of the Issuer, or grouping with any other party or parties to do so, although the Reporting Person may seek to influence such actions through customary means including presenting its views for consideration to the Issuer, shareholders and other interested parties, privately or publicly, and, if necessary, through the exercise of its shareholder rights including the right to propose new directors for the Issuer's board of directors.

Depending on various factors including, without limitation, the Issuer's financial position and strategic direction, the outcome of the discussions and actions referenced above, actions taken by the Issuer's board of directors, price levels of the Shares, other investment opportunities available to the Reporting Person, conditions in the securities market and general economic and industry conditions, the Reporting Person may in the future take such actions with respect to its investment position in the Issuer as it deems appropriate including, without limitation, purchasing additional Shares or selling some or all of its Shares, and/or engaging in short selling of or hedging or similar transactions with respect to the Shares.

**Item 5. INTEREST IN SECURITIES OF THE COMPANY.**

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 99,208,627 Shares outstanding, which is the total number of Shares outstanding as of May 16, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 29, 2014.

At the close of business on July 2, 2014, the Reporting Person may be deemed to beneficially own 9,820,734 Shares (which includes options to purchase 4,733,700 Shares), constituting approximately 9.9% of the Shares outstanding.

(b) The Reporting Person has sole voting and dispositive powers over 9,820,734 Shares (which includes options to purchase 4,733,700 Shares).

(c) Information concerning transactions in the Shares effected by the Reporting Person during the past sixty days is set forth in Exhibit A hereto and is incorporated herein by reference. All of the transactions in Shares listed hereto were effected in the open market through various brokerage entities.

(d) No person (other than the Reporting Person) is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) Not applicable.

**Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

The Reporting Person beneficially owns 47,337 call options with a strike price of \$50 which expire on September 19, 2014, for a total of 4,733,700 Shares.

Except as otherwise set forth herein, the Reporting Person does not have any contract, arrangement, understanding or relationship with any person with respect to the securities of the Issuer.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit A: Transactions in the Shares During the Last 60 Days.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 3, 2014

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang  
Name: Jennifer Fanjiang  
Title: General Counsel

**Transactions in the Issuer During the Last 60 Days**

The following table sets forth all transactions in the Shares effected in the past sixty days by the Reporting Person. All such transactions were effected in the open market through brokers and the price per share is net of commissions.

<b>Trade Date</b>	<b>Shares Purchased (Sold)</b>	<b>Price Per Share (\$)</b>
5/5/2014	66.81	(100,000)
5/6/2014	65.03	(317,008)
5/20/2014	62.17	167,008
5/21/2014	58.41	250,000
5/29/2014	56.36	50,000
5/29/2014	56.40	100,000
5/29/2014	56.44	306,412
5/30/2014	56.92	12,400
5/30/2014	57.14	9,100
5/30/2014	57.23	392,318
6/2/2014	57.53	26,955
6/2/2014	57.66	173,454
6/3/2014	57.54	99,674
6/3/2014	57.68	140,000
6/4/2014	57.82	306,123
6/5/2014	58.00	300
6/11/2014	57.68	27,500
6/11/2014	57.70	35,000
6/11/2014	57.82	554,995
6/11/2014	58.02	35,300
6/12/2014	57.63	46,800
6/12/2014	57.81	842,550
6/12/2014	57.87	131,500
6/17/2014	58.42	82,525
6/19/2014	58.28	184,321
6/20/2014	57.28	136,296
6/23/2014	58.20	275,300
6/24/2014	59.25	12,502
6/24/2014	59.26	69,698
6/24/2014	59.52	29,900
6/25/2014	59.20	429,200
6/26/2014	60.39	20,959
6/27/2014	60.96	135,883
6/30/2014	59.78	50,000
6/30/2014	59.84	79,169
6/30/2014	59.85	138,900
7/2/2014	59.77	102,000
7/2/2014	59.83	50,000