

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Smallwood Garrett</u>  (Last) (First) (Middle) <u>55 FRANCISCO STREET, SUITE 360</u>  (Street) <u>SAN FRANCISCO CA 94133</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wag! Group Co. [ PET ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			

**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						Title
Options to purchase shares of Wag! Group Co. common stock	\$2.23	08/09/2022		A		8,885		(1)	08/15/2027	Common Stock	8,885	(5)	8,885	D <sup>(6)</sup>	
Options to purchase shares of Wag! Group Co. common stock	\$3.05	08/09/2022		A		24,301		(2)	08/27/2028	Common Stock	24,301	(5)	24,301	D	
Options to purchase shares of Wag! Group Co. common stock	\$0.09	08/09/2022		A		1,482,983		(3)	03/17/2030	Common Stock	1,482,983	(5)	1,482,983	D	
Options to purchase shares of Wag! Group Co. common stock	\$0.16	08/09/2022		A		46,343		(4)	03/01/2031	Common Stock	46,343	(5)	46,343	D	
Options to purchase shares of Wag! Group Co. common stock	\$2.86	08/09/2022		A		75,413			03/01/2020 05/05/2029	Common Stock	75,413	(5)	75,413	D	

**Explanation of Responses:**

- The options to purchase shares of Wag! Group Co. (the "Issuer") common stock ("Options") vested in 24 equal monthly installments, with a 30% cliff beginning on June 12, 2017.
- The Options vested in 48 equal monthly installments, with a one year cliff beginning on June 1, 2018.
- 25% of the Options vested on November 29, 2019, with the subsequent Options vesting in 36 equal monthly installments thereafter.
- 50% of the Options vested on November 29, 2020, with the subsequent Options vesting in 24 equal monthly installments thereafter.
- Upon the closing of the Business Combination, all shares of Wag! Labs, Inc. converted into Wag! Group Co. shares on a 1 for 0.97 basis.
- The Business Combination Agreement provides that certain eligible company equity holders will receive earn-out shares as additional consideration for the company interests acquired in connection with the Business Combination, for no consideration, after certain triggering events as defined in the Business Combination Agreement. The reporting person's right to receive additional shares pursuant to this earn-out right became fixed on August 9, 2022, the effective date of the Business Combination.

/s/ Garrett Smallwood

08/09/2022

\*\* 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.