

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Stanford Scott</u> <hr/> (Last) (First) (Middle) 505 HOWARD STREET, SUITE 201 <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2023	
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			
Common Stock	02/10/2023		P		992,436	A	\$2.64	992,436	I	By ACME Opportunity Fund, LP ⁽¹⁾
Common Stock								5,348,634	I	By SherpaVentures Fund II, LP ⁽²⁾

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					

1. Name and Address of Reporting Person* <u>Stanford Scott</u> <hr/> (Last) (First) (Middle) 505 HOWARD STREET, SUITE 201 <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SherpaVentures Fund II GP, LLC</u> <hr/> (Last) (First) (Middle) 505 HOWARD STREET, SUITE 201 <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person*

ACME Opportunity Fund GP, LLC

(Last) (First) (Middle)
505 HOWARD STREET, SUITE 201

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
ACME Opportunity Fund, LP

(Last) (First) (Middle)
505 HOWARD STREET, SUITE 201

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
SherpaVentures Fund II, LP

(Last) (First) (Middle)
505 HOWARD STREET, SUITE 201

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

Explanation of Responses:

- Shares are held by ACME Opportunity Fund, LP ("ACME Opportunity Fund"). ACME Opportunity Fund GP, LLC ("ACME Opportunity GP") is the general partner of ACME Opportunity Fund and may be deemed to beneficially own the shares held by ACME Opportunity Fund. Scott Stanford is the managing member of ACME Opportunity GP and may be deemed to beneficially own the shares held by ACME Opportunity Fund. Each of ACME Opportunity GP and Mr. Stanford disclaims beneficial ownership in these shares except to the extent of its or his respective pecuniary interest therein.
- Shares are held by SherpaVentures Fund II, LP ("ACME Fund II"). SherpaVentures Fund II GP, LLC ("ACME GP II") is the general partner of ACME Fund II and may be deemed to beneficially own the shares held by ACME Fund II. Scott Stanford is the managing member of ACME GP II and may be deemed to beneficially own the shares held by ACME Fund II. Each of ACME GP II and Mr. Stanford disclaims beneficial ownership in these shares except to the extent of its or his respective pecuniary interest therein.

Remarks:

/s/ Scott Stanford 02/14/2023
SherpaVentures Fund II GP,
LLC, By /s/ Scott Stanford, 02/14/2023
Manager
ACME Opportunity Fund GP,
LLC, By /s/ Scott Stanford, 02/14/2023
Manager
ACME Opportunity Fund, LP,
By: ACME Opportunity Fund
GP, LLC, its general partner, 02/14/2023
By /s/ Scott Stanford,
Manager
SherpaVentures Fund II, LP,
By: SherpaVentures Fund II
GP, LLC, its general partner, 02/14/2023
By /s/ Scott Stanford,
Manager

** 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.