

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>Battery Partners XI, LLC</u> <hr/> (Last) (First) (Middle) ONE MARINA PARK DRIVE, SUITE 1100 <hr/> (Street) BOSTON MA 02210 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2022	3. Issuer Name and Ticker or Trading Symbol <u>Wag! Group Co. [PET]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	69,368 ⁽¹⁾	I	By Battery Investment Partners XI, LLC ⁽²⁾
Common Stock	1,496,758 ⁽¹⁾	I	By Battery Ventures XI-A, L.P. ⁽³⁾
Common Stock	395,478 ⁽¹⁾	I	By Battery Ventures XI-B, L.P. ⁽⁴⁾
Common Stock	1,555,040 ⁽¹⁾	I	By Battery Ventures XI-A Side Fund, L.P. ⁽⁵⁾
Common Stock	337,196 ⁽¹⁾	I	By Battery Ventures XI-B Side Fund, L.P. ⁽⁶⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <u>Battery Partners XI, LLC</u> <hr/> (Last) (First) (Middle) ONE MARINA PARK DRIVE, SUITE 1100 <hr/> (Street) BOSTON MA 02210 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Battery Partners XI Side Fund, LLC</u> <hr/> (Last) (First) (Middle) ONE MARINA PARK DRIVE, SUITE 1100		
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(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Battery Investment Partners XI, LLC](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Battery Ventures XI-A Side Fund, L.P.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Battery Ventures XI-A, L.P.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Battery Ventures XI-B Side Fund, L.P.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Battery Ventures XI-B, L.P.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

Explanation of Responses:

1. In connection with the merger of Wag Labs, Inc. into CHW Merger Sub, Inc. with Wag Labs, Inc. being the surviving entity and becoming a subsidiary of Wag! Group Co. (the "Business Combination"), 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 Persons' rights to receive additional shares pursuant to this earn-out right became fixed on August 9, 2022, the effective date of the Business Combination.

2. Shares held by Battery Investment Partners XI, LLC ("BIP XI"). Battery Partners XI, LLC ("BP XI") is the managing member of BIP XI and may be deemed to beneficially own the shares held by BIP XI. Neeraj Agrawal, Michael Brown, Jesse Feldman, Russell Fleischer, Roger Lee, Chelsea Stoner, Dharmesh Thakker, and Scott Tobin (collectively the "BP XI Managing Members") are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BIP XI. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose. Mr. Lee is a director of the Issuer and files separate Section 16 reports.

3. Shares held by Battery Ventures XI-A, L.P. ("BV XI-A"). BP XI is the general partner of BV XI-A and may be deemed to beneficially own the shares held by BV XI-A. The BP XI Managing Members are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI-A. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose. Mr. Lee is a director of the Issuer and files separate Section 16 reports.

4. Shares held by Battery Ventures XI-B, L.P. ("BV XI-B"). BP XI is the general partner of BV XI-B and may be deemed to beneficially own the shares held by BV XI-B. The BP XI Managing Members are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI-B. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose. Mr. Lee is a director of the Issuer and files separate Section 16 reports.

5. Shares held by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF"). Battery Partners XI Side Fund, LLC ("BP XI SF") is the general partner of BV XI-A SF and may be deemed to beneficially own the shares held by BV XI-A SF. The BP XI Managing Members are the managing members of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BP XI-A SF. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose. Mr. Lee is a director of the Issuer and files separate Section 16 reports.

6. Shares held by Battery Ventures XI-B Side Fund, L.P. ("BV XI-B SF"). BP XI SF is the general partner of BV XI-B SF and may be deemed to beneficially own the shares held by BV XI-B SF. The BP XI Managing Members are the managing members of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BP XI-B SF. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose. Mr. Lee is a director of the Issuer and files separate Section 16 reports.

Remarks:

1 of 2: The number of joint filers exceeds the EDGAR maximum of 10 joint filers per Form. This Form 4 is being filed in conjunction with a Form 4 being filed by Neeraj Agrawal and other filing persons.

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Partners XI, LLC

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Partners XI Side
Fund, LLC

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Investment
Partners XI, LLC

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Ventures XI-A
Side Fund, L.P.

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Ventures XI-A,
L.P.

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Ventures XI-B
Side Fund, L.P.

/s/ Christopher Schiavo, as
Attorney-in-Fact for 08/19/2022
Battery Ventures XI-B,
L.P.

** 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 5 (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.