# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

Wag! Group Co.

(Name of Issuer)

## Common stock, par value \$0.0001 per share

(Title of Class of Securities)

93042P109

(CUSIP Number)

## **December 31, 2022**

(Date of Event Which Requires Filing of this Statement)

	Rule 13d-1(b)			
N.	Rule 13d-1(c)			
П	Rule 13d-1(d)			

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 93042P109

	NAMES OF REPORTING PERSONS						
1	Corbin Capital Partners, L.P.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP $(a)\square$ $(b)\square$						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
		5	SOLE VOTING POWER 0				
NUMBER OF S BENEFICIA OWNED BY F	ALLY EACH PERSON	6	SHARED VOTING POWER 1,525,591				
REPORTING P		7	SOLE DISPOSITIVE POWER 0				
		8	SHARED DISPOSITIVE POWER 1,525,591				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,525,591						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.1%						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN						

	NAMES OF REPORTING PERSONS						
1	Corbin Capital Partners GP, LLC						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)□  (b)□						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware						
	ALLY EACH - PERSON	5	SOLE VOTING POWER 0				
NUMBER OF S BENEFICIA OWNED BY F		6	SHARED VOTING POWER 1,525,591				
REPORTING P		7	SOLE DISPOSITIVE POWER 0				
		8	SHARED DISPOSITIVE POWER 1,525,591				
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,525,591						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.1%						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
12	00						

#### Item 1. (a)Name of Issuer

The name of the issuer is Wag! Group Co. (the "Company").

# Item 1. Address of Issuer's Principal Executive Offices

**(b)** 

The Company's principal executive offices are located at 55 Francisco Street, Suite 360, San Francisco, CA 94133.

## Item 2. (a)Name of Person Filing

This Amendment No. 1 to Schedule 13G is being filed on behalf of the following persons (collectively the "Reporting Persons"):

- (i) Corbin Capital Partners, L.P., a Delaware limited partnership;
- (ii) Corbin Capital Partners GP, LLC, a Delaware limited liability company;

# Item 2. Address of Principal Business Office or, if None, Residence (b)

The address of the principal business office of each of the Reporting Persons is 590 Madison Avenue, 31st Floor, New York, NY 10022.

#### Item 2. (c)Citizenship

The Reporting Persons are organized under the laws of the State of Delaware.

## Item 2. Title of Class of Securities

(d)

Common stock, par value \$0.0001 per share ("Common Stock").

## Item 2. (e) CUSIP Number

93042P109

## Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

#### Item 4. (a) Amount Beneficially Owned:

The information in Items 5 through 9 and Item 11 on the cover pages to this Schedule 13G is hereby incorporated by reference.

The percentages used herein are calculated based upon 36,782,888 shares of Common Stock reported to be outstanding as of November 9, 2022, as reported in the Company's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 10, 2022, together with an additional 475,591 shares of Common Stock that the Reporting Persons have the right to acquire, within 60 days, upon the exercise of an equivalent number of warrants.

#### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\boxtimes$ .

#### Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

#### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

The information in Items 2 and 4 is hereby incorporated by reference.

#### Item 8. Identification and Classification of Members of the Group

Not Applicable.

#### Item 9. Notice of Dissolution of Group

Not Applicable.

#### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

# **SIGNATURE**

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: February 14, 2023

# Corbin Capital Partners L.P.

By: /s/ Daniel Friedman

Name: Daniel Friedman Title: General Counsel

# Corbin Capital Partners GP, LLC

By: /s/ Daniel Friedman

Name: Daniel Friedman
Title: Authorized Signatory

#### JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing Amendment No. 1 to Schedule 13G in respect of the Common Stock of Wag! Group Co. is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

EXECUTED this 14th day of February 2023

## Corbin Capital Partners L.P.

By: /s/ Daniel Friedman

Name: Daniel Friedman Title: General Counsel

## Corbin Capital Partners GP, LLC

By: /s/ Daniel Friedman

Name: Daniel Friedman
Title: Authorized Signatory