FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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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* Allread Dylan						2. Issuer Name and Ticker or Trading Symbol Wag! Group Co. [PET]										Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last)	(Last) (First) (Middle) C/O WAG! GROUP CO.					3. Date of Earliest Transaction (Month/Day/Year) 03/15/2024									X Officer (give title Other (specify below) below) Chief Operating Officer						
55 FRANCISCO STREET, SUITE 360					4. It	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) SAN	SAN CA 94133															X Form filed by One Reporting Person Form filed by More than One Reporting Person					
FRANCISCO					Ru	ule	10b	5-1(c) Tran	sa	cti	on Ind	licatio	n							
(City)	(Si	tate)	(Zip)		X	X Check this box to indicate that a transaction was ma satisfy the affirmative defense conditions of Rule 10							made pur 10b5-1(c)	arsuant to a contract, instruction or written plan that is intended to c). See Instruction 10.							
		Tab	le I - No	n-Deriv	vative	e Se	curit	ies A	cquired	I, D	isp	osed c	of, or B	enefi	ciall	ly Owned	i				
1. Title of Security (Instr. 3) 2. Tran Date (Month				Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Ins					ired (A) nstr. 3,	4 and Securit Benefic Owned		es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	, \	,	Amount	(A) (D)	or Pr	ice	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)		
Common Stock					03/15/2024				M ⁽¹⁾			5,716	5 A	. 9	50.0 9	9 445	5,271		D		
Common Stock				03/15/2024		4			S ⁽¹⁾			5,716	5 Γ	\$1	2.03	(2) 439	9,555		D		
Common Stock 03/18					8/2024	/2024						1,564	1 A	. 9	0.09	9 441	41,119		D		
Common Stock 03/				03/1	8/2024				S ⁽¹⁾			1,564	4 I	D \$2.01		(3) 439	439,555		D		
		Т	able II -									sed of				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	ed Date,	4. Transaction Code (Insti		5. Number of		6. Date Exerc Expiration Da (Month/Day/Y		cisa	ble and	7. Title and Amount of Securities Underlying Derivative Se (Instr. 3 and 4			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e s illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	ıble		xpiration ate	Title	Amo or Num of Sha	ber						
Options to purchase shares of Wag! Group Co. common stock	\$0.09	03/15/2024			M ⁽¹⁾			5,716	(4)		03	3/18/2030	Common	5,7	16	\$0	595,15	8	D		
Options to purchase shares of Wag! Group Co. common stock	\$0.09	03/18/2024			M ⁽¹⁾			1,564	(4)		03	3/18/2030	Common Stock	1,5	64	\$0	593,59	4	D		

Explanation of Responses:

- 1. The stock option exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 14, 2023.
- 2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.99 to \$2.07. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, the full information regarding the number of shares sold at each separate price within the ranges set forth
- 3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.99 to \$2.03. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, the full information regarding the number of shares sold at each separate price within the ranges set forth above.
- 4. The options to purchase shares of Wag! Group Co. common stock fully vested on November 29, 2022.

Remarks:

/s/ Dylan Allread

03/18/2024

** 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.