Instruction 1(b).

FORM 4

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

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Washington, D.C. 20549

## 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

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

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*  Yu Nicholas |  |  | 2. Issuer Name and Ticker or Trading Symbol Wag! Group Co. [ PET ] |  |            |   |       |   |            | (Che   | ck all app   |  | 10% Owner  |   |                                    |            |  |
|---|--|--|--|--|------------|---|-------|---|------------|--|--|--|--|---|------------------------------------|------------|--|
| (Last) (First) (Middle) C/O WAG! GROUP CO.            |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 11/19/2024        |  |            |   |       |   |            |  | Officer (give title Other (specify below)  VP of Legal |  |  |   |                                    |            |  |
|   |  | ., SUITE 86056   |  |  |            |   |       |   |            |  |  |  |  |   |                                    |            |  |
| (Street) SAN FRANCIS                                  |  |  | 4114<br>Zip)   | 4. If Amendment, Date of Original Filed (Month/Day |            |   |       |   | y/Yea      | r)   | Line   | 6. Individual or Joint/Group Filing (Check Applicable ine)  Form filed by One Reporting Person  Form filed by More than One Reporting Person |  |   |                                    |            |  |
|   |  | Table  | I - Non-Deri   | vative   | Secu       | rities                                  | Acq   | uired,                                  | Dis        | posed of   | , or   | Bene   | eficial  | ly Own  | ed                                 |            |  |
| Ì   |  |  | saction<br>/Day/Year   | Execution Date,                                    |            | Transaction Disposed Of Code (Instr. 5) |       | es Acquired (A)<br>Of (D) (Instr. 3,    |            |  |  |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership         |                                    |            |  |
|   |  |  |  |  |            |   | Code  | v                                       | Amount     |  | ) or<br>)  | Drice Trans  |  | iction(s)<br>3 and 4)                                       |                                    | (Instr. 4) |  |
|   |  |  | 9/2024   | 2024   |            | s <sup>(1)</sup> 8,234                  |       | D \$0.1                                 |            | \$0.17   | 441,128  |  | D  |   |                                    |            |  |
|   |  | Tal  | ole II - Deriv<br>(e.g.,   |  |            |   |       |   |            | osed of, onvertib  |  |  |  | Owne  | d                                  |            |  |
| Derivative Conversion Date                            | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date<br>if any<br>(Month/Day/Yea | ecution Date, Transac  |  | of Expirat |   | on Da | exercisable and<br>on Date<br>Day/Year) |            | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Insti<br>3 and 4) |  | . Price of<br>erivative<br>ecurity<br>nstr. 5)   | 9. Number<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | Ownersh<br>Form:<br>Direct (D<br>or Indirect<br>(I) (Instr. | Beneficia<br>Ownersh<br>(Instr. 4) |            |  |
|   |  |  |  |  |            |   | Date  |   | Expiration |  | Amo<br>or<br>Nun<br>of                                 | ount   |  |   |                                    |            |  |

## **Explanation of Responses:**

1. The sales reported on this Form 4 represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units ("RSUs"). These sales are mandated by the Issuer's election under incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person

## Remarks:

/s/ Nicholas Yu

11/19/2024

\*\* 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.