

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Lee Roger H</u> (Last) (First) (Middle) <u>C/O BATTERY VENTURES</u> <u>ONE MARINA PARK DRIVE, SUITE 1100</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02210</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wag! Group Co. [PET]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/09/2022		A		69,368	A	(1)	69,368	I	By Battery Investment Partners XI, LLC ⁽²⁾ (7)
Common Stock	08/09/2022		A		1,555,040	A	(1)	1,555,040	I	By Battery Ventures XI-A Side Fund, L.P. (3)(7)
Common Stock	08/09/2022		A		1,496,758	A	(1)	1,496,758	I	By Battery Ventures XI-A, L.P. (4)(7)
Common Stock	08/09/2022		A		337,196	A	(1)	337,196	I	By Battery Ventures XI-B Side Fund, L.P. (5)(7)
Common Stock	08/09/2022		A		395,478	A	(1)	395,478 ⁽⁸⁾	I	By Battery Ventures XI-B, L.P. (6)(7)

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		Date Exercisable	Expiration Date					
						(A)	(D)		Amount or Number of Shares				

Explanation of Responses:

1. Each share of Series C Preferred Stock of Wag Labs Inc. automatically converted into shares of Wag! Group Co. Common Stock on a 1 for 0.97 basis and each share of Series P Preferred Stock of Wag Labs, Inc. automatically converted into shares of Wag! Group Co. Common Stock on a 1:1 basis 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") upon the closing date of the Business Combination.

2. The reported securities are owned directly by Battery Investment Partners XI, LLC ("BIP XI"). Battery Partners XI, LLC ("BP XI") is the managing member of BIP XI. BP XI may be deemed to beneficially own the shares held by BIP XI. BP XI's investment adviser is Battery Management Corp. ("BMC"). 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.

3. The reported securities are owned directly 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. BP XI SF's investment adviser is BMC. 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 BV XI-A SF.

4. The reported securities are owned directly by Battery Ventures XI-A, L.P. ("BV XI-A"). BP XI is the general partner of BV XI-A. BP XI may be deemed to beneficially own the shares held by BV XI-A. BP XI's investment adviser is BMC. 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 BV XI-A.

5. The reported securities are owned directly 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. BP XI SF's investment adviser is BMC. 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 BV XI-B SF.

6. The reported securities are owned directly by Battery Ventures XI-B, L.P. ("BV XI-B"). BP XI is the general partner of BV XI-B. BP XI may be deemed to beneficially own the shares held by BV XI-B. BP XI's investment adviser is BMC. 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 BV XI-B.

7. The Reporting Person disclaims beneficial ownership of the securities included in this report, except to the extent of his 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 or for any other purposes.

8. 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 person's right to receive additional shares pursuant to this earn-out right became fixed on August 9, 2022, the effective date of the Business Combination.

/s/ Roger H. Lee

08/09/2022

** 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.

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