FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*  McCarthy Patrick  (Last) (First) (Middle)  55 FRANCISCO STREET, SUITE 360						Issuer Name and Ticker or Trading Symbol Wag! Group Co. [ PET ]  3. Date of Earliest Transaction (Month/Day/Year) 08/09/2022								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify below)  Chief Marketing Officer					
(Street) SAN FRANCI			94133 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
		Tab	ole I - Nor	n-Deriv	ative	Se	curities	s Ac	auired.	Dis	posed o	f. or Be	nefic	ially	/ Owned				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				action 2 Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year		3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3,		ed (A)	or	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) o	r Pr	ice	Reported Transacti (Instr. 3 a	ction(s)			(Instr. 4)		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of 2. 3. Transaction 3A. Deemed 4. Derivative Conversion Date Execution Date, T			ransaction Code (Instr.		5. Number 6. of E		6. Date Ex	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		ount 8. Price of Derivative Security		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ownershi Form: Ily Direct (D) or Indirect (I) (Instr. 4		Beneficial Ownership t (Instr. 4)		
				C	ode '	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amo or Num of Shar	ber					
Options to purchase shares of Wag! Group Co. common stock	\$3.05	08/09/2022			A		14,580		(1)	(	01/06/2029	Common Stock	14,5	580	(4)	14,580	)	D(5)	
Options to purchase shares of Wag! Group Co. common stock	\$0.09	08/09/2022			A		77,857		(2)	(	03/17/2030	Common Stock	77,8	357	(4)	77,857	7	D	
Options to purchase shares of Wag! Group Co. common	\$0.16	08/09/2022			A		37,074		(3)		03/01/2031	Common Stock	37,0	)74	(4)	37,074	1	D	

## **Explanation of Responses:**

- 1. The options to purchase shares of Wag! Group Co. (the "Issuer") common stock ("Options") vest in 48 equal monthly installments, with a one year cliff beginning on September 24, 2018.
- 2. 25% of the Options vested on March 18, 2020, with the remaining Options vesting in 36 equal monthly installments beginning on January 6, 2020.
- 3. 50% of the Options vested on March 2, 2021, with the remaining Options vesting in 24 equal monthly installments beginning on January 6, 2021.
- 4. Upon the closing of the Business Combination, all shares of Wag! Labs, Inc. converted into Wag! Group Co. shares on a 1 for 0.97 basis.
- 5. 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/ Patrick McCarthy \*\* Signature of Reporting Person 08/09/2022

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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