Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) Wag! Group Co. [ PET ] McCarthy Patrick Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) X below) below) (First) (Middle) (Last) 11/20/2023 Chief Marketing Officer C/O WAG! GROUP CO. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 55 FRANCISCO STREET, SUITE 360 Line) Form filed by One Reporting Person X (Street) Form filed by More than One Reporting SAN Person 94133 CA **FRANCISCO** Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Form: Direct (D) or Indirect of Indirect Beneficial Date **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year if any 5) Beneficially Code (Instr. 8) (Month/Day/Year) Owned Following (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or (D) ν Code Price Amount (Instr. 3 and 4) 333(1) Common Stock 11/20/2023 S D \$1.64 447,094 D Common Stock 11/20/2023 S 7.554(1) D \$1.65 439,540 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Derivative 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 9. Number of 10. 11. Nature Conversion Execution Date, Ownership Transaction Expiration Date Amount of (Month/Day/Year) Derivative if any (Month/Day/Year) (Month/Day/Year) Beneficial Security or Exercise Code (Instr. Securities Security Securities Form: (Instr. 3) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership Derivative Acquired (A) or Derivative Security (Instr. 3 and 4) or Indirect (I) (Instr. 4) Owned (Instr. 4) Security Following Disposed Reported of (D) Transaction(s) (Instr. 3. 4 (Instr. 4) and 5) Amount

## **Explanation of Responses:**

Exercisable

(D) (A)

## Remarks:

/s/ Patrick McCarthy

Number

Shares

Title

Expiration

Date

11/21/2023

\*\* Signature of Reporting Person

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).

Code

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.

<sup>1.</sup> 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