

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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* <u>SherpaVentures Fund II, LP</u> <hr/> (Last) (First) (Middle) 505 HOWARD STREET, SUITE 201 <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2022	3. Issuer Name and Ticker or Trading Symbol <u>Wag! Group Co. [PET]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,348,634 ⁽¹⁾	I	By SherpaVentures Fund II, LP ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
SherpaVentures Fund II, LP

 (Last) (First) (Middle)
 505 HOWARD STREET, SUITE 201

 (Street)
 SAN FRANCISCO CA 94105

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SherpaVentures Fund II GP, LLC

 (Last) (First) (Middle)
 505 HOWARD STREET, SUITE 201

 (Street)
 SAN FRANCISCO CA 94105

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Stanford Scott

(Last) (First) (Middle)

505 HOWARD STREET, SUITE 201

(Street)

SAN FRANCISCO CA 94105

(City)

(State)

(Zip)

Explanation of Responses:

1. 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"), 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. ACME Fund II'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.

2. Shares are held by SherpaVentures Fund II, LP ("ACME Fund II"). SherpaVentures Fund II GP, LLC ("ACME GP II") is the general partner of ACME Fund II and may be deemed to beneficially own the shares held by ACME Fund II. Scott Stanford is the managing member of ACME GP II and may be deemed to beneficially own the shares held by ACME Fund II. Each of ACME GP II and Mr. Stanford disclaims beneficial ownership in these shares except to the extent of its or his respective pecuniary interest therein.

Remarks:

SherpaVentures Fund II,
LP, By: SherpaVentures
Fund II GP, LLC, its 08/19/2022
General Partner, By /s/
Scott Stanford, Manager
SherpaVentures Fund II
GP, LLC, By /s/ Scott 08/19/2022
Stanford, Manager
/s/ Scott Stanford 08/19/2022

** 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 5 (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.