

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

1. Name and Address of Reporting Person* <u>EVNIN LUKE</u>  (Last) (First) (Middle) <u>C/O MPM CAPITAL</u> <u>450 KENDALL STREET</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/29/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Werewolf Therapeutics, Inc. [ HOWL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

**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	461,408	I	See Footnote <sup>(1)</sup>

**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			
Series A Preferred Stock	(2)	(2)	Common Stock	2,756,073	(2)	I	See Footnote <sup>(3)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock	915,892	(2)	I	See Footnote <sup>(4)</sup>
Warrant (Right to Buy)	(5)	12/05/2024	Common Stock	4,015	0.09	I	See Footnote <sup>(6)</sup>
Warrant (Right to Buy)	(5)	04/09/2025	Common Stock	4,015	0.09	I	See Footnote <sup>(6)</sup>
Warrant (Right to Buy)	(5)	08/13/2025	Common Stock	24,098	0.09	I	See Footnote <sup>(7)</sup>

**Explanation of Responses:**

1. The shares are held by MPM Asset Management LLC ("AM LLC"). Luke Evinin is a member of AM LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

2. Each share of Series A Preferred Stock and Series B Preferred Stock is convertible into common stock on a 8.6691-for-1 basis into the number of shares of common stock shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

3. The shares are held as follows: 2,087,358 by MPM BioVentures 2014, L.P. ("BV 2014"), 139,224 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 71,848 by MPM Asset Management Investors BV2014 LLC ("AM BV2014") and 457,643 by MPM Oncology Innovations Fund, L.P. ("MPM OIF"). MPM BioVentures 2014 GP LLC and MPM BioVentures 2014 LLC ("BV LLC") are the direct and indirect general partners of BV 2014 and BV 2014(B). BV LLC is the manager of AM BV2014. Luke Evinin is a member of BV LLC. MPM Oncology Innovations Fund GP LLC ("MPM OIF GP") is the general partner of MPM OIF. Luke Evinin is a manager of MPM OIF GP. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

4. The shares are held as follows: 693,667 by BV 2014, 46,266 by BV 2014(B), 23,876 by AM BV2014 and 152,083 by MPM OIF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

5. Immediately exercisable.

6. The warrants are held as follows: 3,647 by BV 2014, 243 by BV 2014(B) and 125 by AM BV2014. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

7. The warrants are held as follows: 17,023 by BV 2014, 1,135 by BV 2014(B), 585 by AM BV2014 and 5,355 by MPM OIF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Luke Evinin

04/29/2021

\*\* 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.**

LIMITED PPOWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Daniel J. Hicklin, Timothy Trost and Reid Leonard, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Werewolf Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendment thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including, without limitation, the filing of a Form ID, Update Passphrase, or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of April, 2021.

/s/ Luke Evnin  
Signature

Luke Evnin, Ph.D.  
Print Name