

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Longwood Fund III GP, LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>Werewolf Therapeutics, Inc. [ HOWL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2021			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		
800 BOYLSTON STREET SUITE 1555			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) BOSTON MA 02199								
(City) (State) (Zip)								

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	05/04/2021		C		1,071,127	A	(1)	1,071,127	I	See footnote <sup>(2)</sup>	
Common Stock	05/04/2021		C		355,955	A	(3)	1,427,082	I	See footnote <sup>(2)</sup>	
Common Stock	05/04/2021		P		250,000	A	\$16	1,677,082	I	See footnote <sup>(2)</sup>	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	05/04/2021		C		9,285,714	(1)	(1)	Common Stock	1,071,127	\$0.00	0	I	See footnote <sup>(2)</sup>	
Series B Preferred Stock	(3)	05/04/2021		C		3,085,811	(3)	(3)	Common Stock	355,955	\$0.00	0	I	See footnote <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>Longwood Fund III GP, LLC</u>		
(Last)	(First)	(Middle)
800 BOYLSTON STREET SUITE 1555		
(Street) BOSTON MA 02199		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>Longwood Fund III, L.P.</u>		
(Last)	(First)	(Middle)
800 BOYLSTON STREET SUITE 1555		
(Street) BOSTON MA 02199		
(City)	(State)	(Zip)

Explanation of Responses:

- On May 4, 2021, the Series A Preferred Stock automatically converted into Common Stock on a 8.6691-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- These securities are held of record by Longwood Fund III, L.P. ("Longwood III"). Longwood Fund III GP, LLC ("Longwood III GP") is the general partner of Longwood III. Voting, investment and dispositive decisions at Longwood III GP with respect to the securities held by Longwood III are made by an investment committee comprised of Christoph Westphal, Richard Aldrich and John Lawrence (collectively, the "IC Members"). Longwood III GP and each of the IC Members may be deemed to share voting, investment and dispositive power over the securities held by Longwood III and as a result may be deemed to have beneficial ownership over such securities. Longwood III GP and each of the IC Members disclaims beneficial ownership over the securities held by Longwood III, except to the extent of their respective pecuniary interests therein.
- On May 4, 2021, the Series B Preferred Stock automatically converted into Common Stock on a 8.6691-for-one basis without payment of further consideration upon closing of the initial public offering of the

Issuer's common stock. The shares had no expiration date.

**Remarks:**

By: /s/ John Lawrence, Chief  
Financial Officer of Longwood 05/04/2021  
Fund III GP, LLC

By: /s/ John Lawrence, Chief  
Financial Officer of Longwood  
Fund III GP, LLC, the general 05/04/2021  
partner of Longwood Fund III,  
L.P.

\*\* 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.

**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.**