

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>RA CAPITAL MANAGEMENT, L.P.</u>  (Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/29/2021	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) 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)
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**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				
Series B Preferred Stock	(1)	(1)	Common Stock 1,915,546 <sup>(2)</sup>	(1)	I	See footnotes <sup>(4)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock 338,037 <sup>(3)</sup>	(1)	I	See footnotes <sup>(4)</sup>

1. Name and Address of Reporting Person\*  
RA CAPITAL MANAGEMENT, L.P.  
 (Last) (First) (Middle)  
 200 BERKELEY STREET, 18TH FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RA Capital Healthcare Fund LP  
 (Last) (First) (Middle)  
 200 BERKELEY STREET, 18TH FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Kolchinsky Peter

(Last) (First) (Middle)

C/O RA CAPITAL MANAGEMENT, L.P.  
200 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Shah Rajeev M.

(Last) (First) (Middle)

C/O RA CAPITAL MANAGEMENT, L.P.  
200 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. The 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.
2. These securities are held directly by RA Capital Healthcare Fund, L.P. (the "Fund").
3. These securities are held directly by RA Capital Nexus Fund II, L.P. (the "Nexus Fund II").
4. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund and the Nexus Fund II. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky and Mr. Shah disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.

/s/ Peter Kolchinsky,  
Manager of RA Capital      04/29/2021  
Management, L.P.

/s/ Peter Kolchinsky,  
Manager of RA Capital  
Healthcare GP, LLC, the      04/29/2021  
General Partner of RA  
Capital Healthcare Fund,  
L.P.

/s/ Peter Kolchinsky      04/29/2021

/s/ Rajeev Shah      04/29/2021

\*\* Signature of Reporting      Date  
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 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.**