

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Werewolf Therapeutics, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

82-3523180
(I.R.S. Employer
Identification No.)

**200 Talcott Ave, 2nd Floor
Watertown, MA**
(Address of Principal Executive Offices)

02472
(Zip Code)

2021 Stock Incentive Plan
(Full Title of the Plan)

Daniel J. Hicklin, Ph.D.
President and Chief Executive Officer
Werewolf Therapeutics, Inc.
200 Talcott Ave, 2nd Floor
Watertown, MA 02472
(Name and Address of Agent for Service)

(617) 952-0555
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the 2021 Stock Incentive Plan of Werewolf Therapeutics, Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on [Form S-8](#), File No. 333-255636, filed with the Securities and Exchange Commission (the “SEC”) on April 30, 2021 by the Registrant, relating to the Registrant’s 2017 Stock Incentive Plan, 2021 Stock Incentive Plan and 2021 Employee Stock Purchase Plan, (ii) the Registration Statement on [Form S-8](#), File No. 333-263806, filed with the SEC on March 24, 2022 by the Registrant, relating to the Registrant’s 2021 Stock Incentive Plan, and (iii) the Registration Statement on [Form S-8](#), File No. 333-270764, filed with the SEC on March 23, 2023 by the Registrant, relating to the Registrant’s 2021 Stock Incentive Plan and 2021 Employee Stock Purchase Plan, in each case except for Item 8, Exhibits thereof.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

Number	Description
<u>4.1</u>	<u>Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 5, 2021).</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 27, 2023).</u>
<u>5.1*</u>	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant.</u>
<u>23.1*</u>	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>
<u>23.2*</u>	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of attorney (included on the signature pages of this registration statement).</u>
<u>99.1</u>	<u>2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-255132) filed with the Securities Exchange Commission on April 26, 2021.</u>
<u>107*</u>	<u>Calculation of Filing Fee Tables.</u>
*	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts on this 7th day of March, 2024.

WEREWOLF THERAPEUTICS, INC.

By: /s/ Daniel J. Hicklin
Daniel J. Hicklin, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Werewolf Therapeutics, Inc., hereby severally constitute and appoint Daniel J. Hicklin, Ph.D. and Timothy W. Trost, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Werewolf Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Daniel J. Hicklin</u> Daniel J. Hicklin, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 7, 2024
<u>/s/ Timothy W. Trost</u> Timothy W. Trost	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 7, 2024
<u>/s/ Luke Evin</u> Luke Evin, Ph.D.	Chairman of the Board of Directors	March 7, 2024
<u>/s/ Michael B. Atkins</u> Michael B. Atkins, M.D.	Director	March 7, 2024
<u>/s/ Meeta Chatterjee</u> Meeta Chatterjee, Ph.D.	Director	March 7, 2024
<u>/s/ Derek DiRocco</u> Derek DiRocco, Ph.D.	Director	March 7, 2024
<u>/s/ Alon Lazarus</u> Alon Lazarus, Ph.D.	Director	March 7, 2024
<u>/s/ Briggs W. Morrison</u> Briggs W. Morrison, M.D.	Director	March 7, 2024
<u>/s/ Michael Sherman</u> Michael Sherman	Director	March 7, 2024

Calculation of Filing Fee Tables

Form S-8

(Form Type)

Werewolf Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	1,955,352 shares	\$6.85 ⁽³⁾	\$13,394,161.20 ⁽³⁾	\$147.60 per \$1,000,000	\$1,976.98
Total Offering Amounts					\$13,394,161.20		\$1,976.98
Total Fee Offsets							\$0
Net Fee Due							\$1,976.98

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 1,955,352 shares issuable under the 2021 Stock Incentive Plan pursuant such plan's evergreen provision.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on February 29, 2024.

March 7, 2024

Werewolf Therapeutics, Inc.
200 Talcott Ave, 2nd Floor
Watertown, MA 02472

Re: 2021 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,955,352 shares of common stock, \$0.0001 par value per share (the "Shares"), of Werewolf Therapeutics, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2021 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the board of directors and stockholders of the Company, the Registration Statement, the Plan and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

March 7, 2024
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We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Wilmer Cutler Pickering Hale and Dorr LLP

WILMER CUTLER PICKERING HALE AND DORR LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Stock Incentive Plan of Werewolf Therapeutics, Inc. of our report dated March 7, 2024, with respect to the consolidated financial statements of Werewolf Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

March 7, 2024