

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Sherman Michael A.</u> (Last) (First) (Middle) <u>C/O WEREWOLF THERAPEUTICS, INC.</u> <u>1030 MASSACHUSETTS AVENUE, SUITE 210</u> (Street) <u>CAMBRIDGE</u> <u>MA</u> <u>02138</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/27/2021</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 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
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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)

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)		6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

Remarks:

Exhibit Index: 24.1 Power of Attorney
No securities are beneficially owned.

/s/ Reid Leonard, Attorney-in-fact 05/28/2021
** 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 POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Daniel J. Hicklin, Timothy Trost and Reid Leon:
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Werewolf Ther:
(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 execu
(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company':
(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
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
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
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of May 2021.

/s/ Michael A. Sherman
Signature

Michael A. Sherman
Print Name