(City)

(State)

(Zip)

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Machinatan	D C	20540
Washington,	D.C.	20048

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

> > 7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of

Indirect Beneficial Ownership (Instr. 4)

See footnotes<sup>(1)</sup>
(2)(3)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						or Sec	ction 30(h	n) of t	he Ínv	vestmen	t Con	npany A	ct of 1940							
1. Name a	nd Address of	Reporting Person*			2	. Issue	r Name	and T	icker	or Tradi	ng Sy	ymbol						nip of Reporting	g Person(s) to	Issuer
RA CAPITAL MANAGEMENT, L.P. Wes					<u>were</u>	Verewolf Therapeutics, Inc. [ HOWL ]									X	k all applicable)  Director X 10% Owner			% Owner	
I (Last) (First) (Middle) I							Date of Earliest Transaction (Month/Day/Year) /01/2022											icer (give title ow)		ner (specify low)
	dicelle 1 5	TREET, TOTTITE	LOOK		_  -	If Am	ondmon	t Dot	o of C	Original E	ilod /	(Month/F	Day/Voor)			6 Indi	ividual	or Joint/Croup	Filing (Chool	Applicable
(Street) 4. If Ame						mendment, Date of Original Filed (Month/Day/Year)									Line)	,				
BOSTO	N N	1A	02116		_									X	For	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(\$	State)	(Zip)																	
		Ta	able I - No	n-De	rivat	ive S	ecuriti	es A	Acqu	uired,	Dis	posed	of, or E	3ene	efic	ially	Owne	ed		
Date			ansacti nth/Day		2A. Deemed Execution Date, if any (Month/Day/Year			3. Transaction Code (Inst			urities Acquired (A) o sed Of (D) (Instr. 3, 4				Secu Bene	ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
										Code	V	Amoun	ıt (A	) or )				action(s) : 3 and 4)		
			Table II -	Deri	ivativ	e Se	curitie	s Ac	aui	red. D	ispo	sed o	of. or Be	enef	icia	IIv O	wned	<u> </u>	ı	
				(e.g	., put	s, ca	lls, wa	rran	ts, c	option	s, c	onver	tible se	curi	ties	5)		-		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	·	4. Transa Code 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exp	6. Date Exercisa Expiration Date (Month/Day/Yea		le and	of Securi Underlyir	ng e Security			vative urity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownersh (Instr. 4)
					Code	v	(A)	(D)	Date Exe	e rcisable	Exp Dat	oiration e	Title	Amount or Number of Shares		1				
Stock Option (Right to Buy)	\$3.43	06/01/2022			A	11,600			(2) 05/31.		31/2032	Common Stock	11,600		:	\$0	11,600	I	See footno	
		Reporting Person*  IANAGEME				,							,					,	,	,
(Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR																				
(Street)																				
BOSTO	N	MA	02110	6																
(City)		(State)	(Zip)																	
		Reporting Person*  Ithcare Fund																		
(Last) 200 BEF	RKELEY S	(First) ΓREET, 18TH F	(Middl	e)																
(Street)	N	MA	02110	6																
(City)		(State)	(Zip)																	
	nd Address of nsky Pete	Reporting Person <sup>*</sup>																		
		(First) MANAGEMEN ΓREET 18TH FI		e)																
(Street)	N	MA	02110	6																

1. Name and Addr Shah Rajeev	ess of Reporting Persover M.	n <sup>*</sup>							
(Last)	(First)	(Middle)							
C/O RA CAPITAL MANAGEMENT, L.P.									
200 BERKELI	EY STREET 18TH	FLOOR							
(Street)									
BOSTON	MA	02116							
(City)	(State)	(Zip)							

## **Explanation of Responses:**

- 1. RA Capital Management, L.P. (the "Adviser") is the investment manager for RA Capital Healthcare Fund, L.P. (the "Fund") and RA Capital Nexus Fund II, L.P. (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.
- 2. The shares subject to the option will vest on the earlier of the first anniversary of the grant date and the next annual meeting of stockholders following the grant date, subject to Mr. Derek DiRocco, a Partner of the Adviser who serves on the Issuer's board of directors, continued service as a director.
- 3. Under Mr. DiRocco's arrangement with the Adviser, Mr. DiRocco holds the option for the benefit of the Fund and the Nexus Fund II. Mr. DiRocco is obligated to turn over to the Adviser any net cash or stock received upon exercise of the option, which will offset advisory fees owed by the Fund and the Nexus Fund II to the Adviser. The Reporting Persons therefore disclaim beneficial ownership of the option and underlying common stock.

## Remarks:

Mr. Derek DiRocco, a Partner of the Adviser, serves on the Issuer's board of directors.

/s/ Peter Kolchinsky, Manager of RA Capital Management, L.P.
/s/ Peter Kolchinsky, Manager of RA Capital Healthcare Fund
GP, LLC the General Partner of RA Capital Healthcare Fund, L.P.
/s/ Peter Kolchinsky, individually
/s/ Rajeev Shah, individually
\*\* Signature of Reporting Person

06/03/2022

06/03/2022

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.