

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
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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>MPM BioVentures 2014, L.P.</u> (Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET (Street) CAMBRIDGE MA 02142 (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) 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	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	2,298,430	(1)	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	763,809	(1)	I	See Footnote ⁽³⁾
Warrant (Right to Buy)	(4)	12/05/2024	Common Stock	4,015	0.09	I	See Footnote ⁽⁵⁾
Warrant (Right to Buy)	(4)	04/09/2025	Common Stock	4,015	0.09	I	See Footnote ⁽⁵⁾
Warrant (Right to Buy)	(4)	08/13/2025	Common Stock	18,743	0.09	I	See Footnote ⁽⁶⁾

1. Name and Address of Reporting Person* <u>MPM BioVentures 2014, L.P.</u> (Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>MPM BioVentures 2014 (B), L.P.</u> (Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET (Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MPM BioVentures 2014 LLC](#)

(Last) (First) (Middle)

C/O MPM CAPITAL
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MPM BioVentures 2014 GP LLC](#)

(Last) (First) (Middle)

C/O MPM CAPITAL
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Foley Todd](#)

(Last) (First) (Middle)

C/O MPM CAPITAL
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MPM Asset Management Investors
BV2014 LLC](#)

(Last) (First) (Middle)

C/O MPM CAPITAL
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A Preferred Stock and 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. The shares are held as follows: 2,087,358 by MPM BioVentures 2014, L.P. ("BV 2014"), 139,224 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)") and 71,848 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"). MPM BioVentures 2014 GP LLC and MPM BioVentures 2014 LLC ("BV LLC") are the direct and indirect general partners of BV 2014 and BV 2014(B). BV LLC is the manager of AM BV2014. Todd Foley is a member of BV LLC. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its pecuniary interest therein.

3. The shares are held as follows: 693,667 by BV 2014, 46,266 by BV 2014(B) and 23,876 by AM BV2014. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its pecuniary interest therein.

4. Immediately exercisable.

5. The warrants are held as follows: 3,647 by BV 2014, 243 by BV 2014(B) and 125 by AM BV2014. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its pecuniary interest therein.

6. The warrants are held as follows: 17,023 by BV 2014, 1,135 by BV 2014(B) and 585 by AM BV2014. Each Reporting Person disclaims beneficial ownership of the securities

except to the extent of his or its pecuniary interest therein.

Remarks:

/s/ Ansbert Gadicke,
managing director of
MPM BioVentures 2014
LLC, the managing
member of MPM 04/29/2021
BioVentures 2014 GP
LLC, the general partner
of MPM BioVentures
2014, L.P.

/s/ Ansbert Gadicke,
managing director of
MPM BioVentures 2014
LLC, the managing
member of MPM 04/29/2021
BioVentures 2014 GP
LLC, the general partner
of MPM BioVentures 2014
(B), L.P.

/s/ Ansbert Gadicke,
managing director of
MPM BioVentures 2014 04/29/2021
LLC

/s/ Ansbert Gadicke,
managing director of
MPM BioVentures 2014 04/29/2021
LLC, the managing
member of MPM
BioVentures 2014 GP LLC

/s/ Todd Foley. 04/29/2021

/s/ Ansbert Gadicke,
managing director of
MPM BioVentures 2014 04/29/2021
LLC, the manager of
MPM Asset Management
Investors BV2014 LLC

** 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.