

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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

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>Ehrlich Christopher B</u> <hr/> (Last) (First) (Middle) <u>TWO COMMERCE SQUARE</u> <u>2001 MARKET STREET, SUITE</u> <u>3400</u> <hr/> (Street) <u>PHILADELPHIA PA 19103</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/07/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Locust Walk Acquisition Corp. [LWAC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Class A common stock	545,000 ⁽¹⁾⁽²⁾	I	By Locust Walk Sponsor, LLC

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			
Class B common stock	(3)	(3)	Class A common stock	4,535,000 ⁽²⁾⁽⁴⁾	(3)	I	By Locust Walk Sponsor, LLC
Warrants	(5)	(6)	Class A common stock	181,667 ⁽²⁾⁽⁷⁾	11.5	I	By Locust Walk Sponsor, LLC

Explanation of Responses:

- These shares are held directly by Locust Walk Sponsor, LLC and underlie 545,000 units of the issuer that this entity irrevocably committed to purchase.
- These shares are held directly by the issuer's sponsor, Locust Walk Sponsor, LLC (the "Sponsor"), which is managed by Locust Walk Partners, LLC (the "Manager"). Accordingly, all of the shares held by the Sponsor may be deemed to be beneficially held by the Manager. The reporting person is a principal of the Manager. As a result, all of the shares deemed to be beneficially held by the Manager may be deemed to be beneficially held by the reporting person. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for any other purpose.
- The Class B shares will automatically convert into Class A shares at the time of the issuer's initial business combination on a one-for-one basis, subject to certain adjustments described in the issuer's charter documents and have no expiration date.
- The shares of Class B common stock include up to 573,750 shares that are subject to forfeiture in the event the underwriters of the issuer's initial public offering do not exercise in full their over-allotment option.
- The warrants will become exercisable at the later of 30 days after the consummation of the issuer's initial business combination or 12 months from the completion of the issuer's initial public offering.
- The warrants will expire five years after the consummation of the issuer's initial business combination or earlier upon redemption of all of the issuer's outstanding Class A common shares or the issuer's liquidation.
- These warrants are held directly by Locust Walk Sponsor, LLC and underlie 545,000 units of the issuer that this entity irrevocably committed to purchase.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Chris Ehrlich** Signature of Reporting
Person01/07/2021

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.

LIMITED POWER OF ATTORNEY FOR

SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Daniel Geffken as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Locust Walk Acquisition Corp. (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of January, 2021.

By: /s/ Chris Ehrlich

Name: Chris Ehrlich