

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Rau Andrew</u>  (Last) (First) (Middle) <u>C/O RENT THE RUNWAY, INC.</u>  (Street) <u>BROOKLYN NY 11201</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc. [ RENT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Supply Chain &amp; Inventory</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/16/2023	03/21/2023	s <sup>(1)</sup>		1,204 <sup>(2)</sup>	D	\$2.788 <sup>(3)</sup>	67,873	D	
Class A Common Stock	03/17/2023	03/21/2023	s <sup>(1)</sup>		1,070 <sup>(2)</sup>	D	\$2.569 <sup>(3)</sup>	66,803	D	
Class A Common Stock	03/20/2023	03/21/2023	s <sup>(1)</sup>		893 <sup>(2)</sup>	D	\$2.5574 <sup>(3)</sup>	65,910	D	
Class A Common Stock	03/21/2023		s <sup>(1)</sup>		1,199 <sup>(2)</sup>	D	\$2.6174 <sup>(3)</sup>	64,711	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Shares were sold solely to cover taxes upon the vesting of restricted stock units pursuant to a standing 10b5-1 instruction.
- Represents the Reporting Person's pro rata portion of the total shares sold on the transaction date to cover taxes upon vesting of restricted stock units for certain employees of the Issuer.
- The price reported in Column 4 is a weighted average price of all shares sold on the transaction date by the Issuer's broker to cover taxes upon the vesting of restricted stock units for certain employees of the Issuer.

**Remarks:**

/s/ Cara Schembri as Attorney in-fact for Andrew Rau 03/22/2023

\*\* 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 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.