

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Hyman Jennifer</u> (Last) (First) (Middle) <u>C/O RENT THE RUNWAY, INC.</u> <u>10 JAY STREET</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2022</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	05/02/2022		C ⁽¹⁾		9,456	A	\$0	9,456	D	
Class A Common Stock	05/02/2022		S ⁽¹⁾		9,456 ⁽²⁾	D	\$6.2694 ⁽³⁾	0	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						Title
Restricted Stock Units	(4)	05/02/2022		M		12,931		(4)	(4)	Class B Common Stock	12,931	\$0	90,520	D	
Class B Common Stock	(5)	05/02/2022		M		12,931		(5)	(5)	Class A Common Stock	12,931	\$0	1,106,637	D	
Restricted Stock Units	(6)	05/02/2022		M		3,180		(6)	(6)	Class B Common Stock	3,180	\$0	44,521	D	
Class B Common Stock	(5)	05/02/2022		M		3,180		(5)	(5)	Class A Common Stock	3,180	\$0	1,109,817	D	
Class B Common Stock	(5)	05/02/2022		C ⁽¹⁾		9,456		(5)	(5)	Class A Common Stock	9,456	\$0	1,100,361	D	
Class B Common Stock	(5)							(5)	(5)	Class A Common Stock	123,108		123,108	I	Held by spouse

Explanation of Responses:

- Shares were sold solely to cover taxes upon the vesting of restricted stock units pursuant to a standing 10b5-1 instruction, resulting in the automatic conversion of the shares into Class AA Common Stock upon the execution of the sale.
- 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. These shares were sold in multiple transactions at prices ranging from \$6.15 to \$6.45, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each restricted stock unit ("RSU") represents the contingent right to receive one share of the Issuer's Class B Common Stock. The original award of RSUs vested or will vest in 16 substantially equal quarterly installments commencing on February 1, 2022.
- Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. Each share of Class B common stock will automatically convert into one share of Class A common stock upon certain sales or transfers. The Class B common stock do not expire.
- Each RSU represents the contingent right to receive one share of the Issuer's Class B Common Stock. The original award of RSUs vested or will vest as to 25% upon the Issuer's initial public offering and in 16 substantially equal quarterly installments thereafter. The RSUs have no expiration date.

Remarks:

/s/ Cara Schembri as Attorney-in-fact for Jennifer Y. Hyman 05/04/2022

** 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.

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