

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>Friend Scott</u> (Last) (First) (Middle) <u>C/O BAIN CAPITAL VENTURE INVESTORS, LLC</u> <u>200 CLARENDON STREET</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc. [RENT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
Common Stock	10/29/2021		C		3,992,000	A	(1)	4,475,732	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		C		1,691,175	A	(1)	6,166,907	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		C		370,369	A	(1)	6,537,276	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		C		395,193	A	(1)	6,932,469	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		C		550,469	A	(1)	7,482,938	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		C		558,074	A	(1)	8,041,012	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		C		135,406	A	(1)	8,176,418	I	See footnotes ⁽³⁾⁽⁴⁾
Common Stock	10/29/2021		J ⁽²⁾		8,176,418	D	(2)	0	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	10/29/2021		J ⁽²⁾		8,176,418	A	(2)	8,176,418	I	See footnotes ⁽³⁾⁽⁴⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Seed Series Convertible Preferred Stock	(1)	10/29/2021		C		3,992,000	(1)	(1)	Common Stock	3,992,000	(1)	0	I	See footnotes ⁽³⁾⁽⁴⁾
Series A Convertible Preferred Stock	(1)	10/29/2021		C		1,691,175	(1)	(1)	Common Stock	1,691,175	(1)	0	I	See footnotes ⁽³⁾⁽⁴⁾
Series C Convertible Preferred Stock	(1)	10/29/2021		C		370,369	(1)	(1)	Common Stock	370,369	(1)	0	I	See footnotes ⁽³⁾⁽⁴⁾
Series D Convertible Preferred Stock	(1)	10/29/2021		C		395,193	(1)	(1)	Common Stock	395,193	(1)	0	I	See footnotes ⁽³⁾⁽⁴⁾
Series E Convertible Preferred Stock	(1)	10/29/2021		C		550,469	(1)	(1)	Common Stock	550,469	(1)	0	I	See footnotes ⁽³⁾⁽⁴⁾
Series F Convertible Preferred Stock	(1)	10/29/2021		C		558,074	(1)	(1)	Common Stock	558,074	(1)	0	I	See footnotes ⁽³⁾⁽⁴⁾

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	Amount or Number of Shares				
Series G Convertible Preferred Stock	(1)	10/29/2021		C			135,406	(1)	(1)	Common Stock	135,406	(1)	0	1	See footnotes ⁽³⁾⁽⁴⁾

Explanation of Responses:

1. Each share of Seed Series, Series A, Series C, Series D, Series E, Series F and Series G Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering. These shares had no expiration date.

2. Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was reclassified into one share of Class A Common Stock upon the closing of the Issuer's initial public offering.

3. Consists of securities held by Bain Capital Venture Fund 2009, L.P. ("BCV Fund 2009"), BCIP Venture Associates ("BCIP Venture") and BCIP Venture Associates-B ("BCIP Venture-B" and, together with BCV Fund 2009 and BCIP Venture, the "Bain Capital Venture Entities").

4. Bain Capital Venture Investors, LLC ("BCVI") (i) is the ultimate general partner of BCV Fund 2009 and (ii) governs the investment strategy and decision-making process with respect to investments held by each of BCIP Venture and BCIP Venture-B. Mr. Friend is a Managing Director of BCVI. By virtue of the relationships described in this footnote, Mr. Friend may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Venture Entities. Mr. Friend disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Scott Friend

11/02/2021

** 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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