

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Tam Sarah K</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Merchant Officer</u>		
3. Date of Earliest Transaction (Month/Day/Year) <u>07/11/2023</u>			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					
4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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	07/11/2023		A		124,278 ⁽¹⁾	A	(1)	482,252	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
Stock Option (Right to Buy)	\$5.1	07/11/2023		D			25,000	(2)	03/09/2025	Class A Common Stock	25,000	(1)	0	D	
Stock Option (Right to Buy)	\$7.02	07/11/2023		D			100,000	(2)	09/12/2026	Class A Common Stock	100,000	(1)	0	D	
Stock Option (Right to Buy)	\$7.01	07/11/2023		D			50,000	(2)	07/02/2029	Class A Common Stock	50,000	(1)	0	D	
Stock Option (Right to Buy)	\$6.76	07/11/2023		D			135,700	(3)	03/24/2031	Class A Common Stock	135,700	(1)	0	D	

Explanation of Responses:

- On July 11, 2023, the Issuer canceled, pursuant to the Issuers Option Exchange Program, all options that had been tendered by the Reporting Person. In exchange for the options, the Reporting Person received 124,278 restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuers Class A Common Stock. The award of restricted stock units shall vest in eight equal quarterly installments over two years beginning on November 1, 2023, provided that the Reporting Person remains continuously employed on each vesting date.
- Prior to cancellation, the option was fully vested and exercisable.
- Prior to cancellation, the option vested and became exercisable as to 25% of the underlying shares on March 1, 2022 and in 36 substantially equal monthly installments thereafter.

Remarks:

/s/ Cara Schembri as Attorney-in-fact for Sarah K. Tam 07/13/2023

** 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.