

| 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* Hyman Jennifer | | | 2. Issuer Name and Ticker or Trading Symbol Rent the Runway, Inc. [RENT] | | | 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) Chair, CEO & President | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/05/2024 | | | 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 | | |
| C/O RENT THE RUNWAY, INC. 10 JAY STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | BROOKLYN NY 11201 | | 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. | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 08/05/2024 | | C ⁽¹⁾ | | 94 | A | \$0 ⁽²⁾ | 158,759 | D | |
| Class A Common Stock | 08/05/2024 | | S ⁽³⁾ | | 3,833 ⁽⁴⁾ | D | \$11.84 ⁽⁵⁾ | 154,926 | D | |
| Class A Common Stock | 08/05/2024 | | S ⁽³⁾ | | 690 ⁽⁴⁾ | D | \$12.56 ⁽⁶⁾ | 154,236 | D | |
| Class A Common Stock | 08/05/2024 | | S ⁽³⁾ | | 21 ⁽⁴⁾ | D | \$13.34 ⁽⁷⁾ | 154,215 | 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 | | | | | | Amount or Number of Shares |
| Class B Common Stock | (2) | 08/05/2024 | | C ⁽¹⁾ | | 94 | | (2) | (2) | Class A Common Stock | 94 | \$0 | 57,605 | D | |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | Class A Common Stock | 6,155 | | 6,155 | I | Held by spouse |

Explanation of Responses:

- Shares of Class B common stock were converted to Class A common stock and sold solely to cover taxes upon the vesting of restricted stock units pursuant to a standing Rule 10b5-1 instruction dated December 22, 2021.
- 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 does not expire, but will convert automatically to Class A common stock as provided in the Issuer's Twelfth Amended and Restated Certificate of Incorporation.
- Shares were sold solely to cover taxes upon the vesting of restricted stock units pursuant to a standing Rule 10b5-1 instruction dated December 22, 2021.
- Represents the Reporting Person's pro rata portion of the total shares sold on the transaction date to cover taxes upon the 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 \$11.21 to \$12.20, 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.
- 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 \$12.21 to \$13.08, 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.
- 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 \$13.34 to \$13.35, 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.

Remarks:

/s/ Cara Schembri as Attorney in- fact for Jennifer Y. Hyman 08/07/2024

** 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.

