
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Rent the Runway, Inc.
(Name of Issuer)

Class A Common Stock, \$0.001 par value per share
(Title of Class of Securities)

76010Y103
(CUSIP Number)

December 31, 2023
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS Highland Management Partners VIII Limited	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 4,256,415 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 4,256,415 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,256,415 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.3% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) CO	

- (1) These shares are held of record by Highland VIII, Highland VIII-B and Highland VIII-C (each as defined in Item 2(a) of the Original Schedule 13G (as defined below)). HMP VIII Ltd (as defined in Item 2(a) of the Original Schedule 13G) is the sole general partner of HMP VIII LP (as defined in Item 2(a) of the Original Schedule 13G), which is the sole general partner of each of Highland VIII, Highland VIII-B and Highland VIII-C. Each of HMP VIII Ltd and HMP VIII LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder and Corey Mulloy are the directors of HMP VIII Ltd and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported by the Issuer in its Form 10-Q for the quarter ended October 31, 2023, filed with the United States Securities and Exchange Commission on December 6, 2023 (the "Form 10-Q").

1.	NAMES OF REPORTING PERSONS Highland Management Partners VIII Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 4,256,415 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 4,256,415 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,256,415 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.3% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) PN	

- (1) These shares are held of record by Highland VIII, Highland VIII-B and Highland VIII-C. HMP VIII Ltd is the sole general partner of HMP VIII LP, which is the sole general partner of each of Highland VIII, Highland VIII-B and Highland VIII-C. Each of HMP VIII Ltd and HMP VIII LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder and Corey Mulloy are the directors of HMP VIII Ltd and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Highland Capital Partners VIII Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 3,088,560 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 3,088,560 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,088,560 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.6% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) PN	

- (1) These shares are held of record by Highland VIII. HMP VIII Ltd is the sole general partner of HMP VIII LP, which is the general partner of Highland VIII. Each of HMP VIII Ltd and HMP VIII LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder and Corey Mulloy are the directors of HMP VIII Ltd and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Highland Capital Partners VIII-B Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 47,885 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 47,885 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 47,885 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) PN	

- (1) These shares are held of record by Highland VIII-B. HMP VIII Ltd is the sole general partner of HMP VIII LP, which is the general partner of Highland VIII-B. Each of HMP VIII Ltd and HMP VIII LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder and Corey Mulloy are the directors of HMP VIII Ltd and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Highland Capital Partners VIII-C Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 1,119,970 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 1,119,970 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,119,970 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.7% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) PN	

- (1) These shares are held of record by Highland VIII-C. HMP VIII Ltd is the sole general partner of HMP VIII LP, which is the general partner of Highland VIII-C. Each of HMP VIII Ltd and HMP VIII LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder and Corey Mulloy are the directors of HMP VIII Ltd and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Highland Leaders Fund I GP, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 847,978 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 847,978 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 847,978 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.3% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) OO	

- (1) These shares are held of record by HLF I (as defined in Item 2(a) of the Original Schedule 13G). HLF I GP LLC (as defined in Item 2(a) of the Original Schedule 13G) is the sole general partner of HLF I GP LP (as defined in Item 2(a) of the Original Schedule 13G), which is the sole general partner of HLF I. Each of HLF I GP LLC and HLF I GP LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder, Corey Mulloy and Craig Driscoll are the managing members of HLF I GP LLC and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Highland Leaders Fund I GP, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 847,978 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 847,978 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 847,978 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.3% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) PN	

- (1) These shares are held of record by HLF I. HLF I GP LLC is the sole general of HLF I GP LP, which is the sole general partner of HLF I. Each of HLF I GP LLC and HLF I GP LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder, Corey Mulloy and Craig Driscoll are the managing members of HLF I GP LLC and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Highland Leaders Fund I, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 847,978 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 847,978 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 847,978 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.3% (2)	
12.	TYPE OF REPORTING PERSON (see instructions) PN	

- (1) These shares are held of record by HLF I. HLF I GP LLC is the sole general partner of HLF I GP LP, which is the sole general partner of HLF I. Each of HLF I GP LLC and HLF I GP LP may be deemed to have voting, investment and dispositive power with respect to these securities. Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder, Corey Mulloy and Craig Driscoll are the managing members of HLF I GP LLC and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

1.	NAMES OF REPORTING PERSONS Daniel Nova	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 14,758 (1)
	6.	SHARED VOTING POWER 5,119,151 (2)
	7.	SOLE DISPOSITIVE POWER 14,758 (1)
	8.	SHARED DISPOSITIVE POWER 5,119,151 (2)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,119,151 (1)(2)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.6% (3)	
12.	TYPE OF REPORTING PERSON (see instructions) IN	

(1) Represents 14,758 shares held of record by Mr. Nova, all of which are shares of Class A Common Stock.

(2) Includes all shares held of record by Highland VIII, Highland VIII-B, Highland VIII-C and HLF I. Mr. Nova, a member of the Issuer's board of directors, is a director of HMP VIII Ltd and a managing member of HLF I GP LLC and may be deemed to share voting, investment and dispositive power with respect to these securities.

(3) This percentage is calculated based on 67,223,096 shares of Class A Common Stock outstanding as of November 30, 2023, as reported in the Form 10-Q.

Introductory Note: This Amendment No. 1 (this “Amendment”) amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission on February 10, 2022 (the “Original Schedule 13G”). Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13G remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13G.

Item 4. Ownership.

(a) Amount beneficially owned:

See Row 9 of the cover page for each Reporting Person and the corresponding footnotes.*

(b) Percent of class:

See Row 11 of the cover page for each Reporting Person and the corresponding footnotes.*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Row 5 of the cover page for each Reporting Person and the corresponding footnotes.*

(ii) Shared power to vote or to direct the vote

See Row 6 of the cover page for each Reporting Person and the corresponding footnotes.*

(iii) Sole power to dispose or to direct the disposition of

See Row 7 of the cover page for each Reporting Person and the corresponding footnotes.*

(iv) Shared power to dispose or to direct the disposition of

See Row 8 of the cover page for each Reporting Person and the corresponding footnotes.*

* Except to the extent of his, her or its pecuniary interest therein, each Reporting Person disclaims beneficial ownership of such shares of Class A Common Stock, except for the shares, if any, such Reporting Person holds of record.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2024

HIGHLAND CAPITAL PARTNERS VIII LIMITED
PARTNERSHIP

By: Highland Management Partners VIII Limited
Partnership
Its: General Partner

By: Highland Management Partners VIII Limited
Its: General Partner

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND CAPITAL PARTNERS VIII-B LIMITED
PARTNERSHIP

By: Highland Management Partners VIII Limited
Partnership
Its: General Partner

By: Highland Management Partners VIII Limited
Its: General Partner

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND CAPITAL PARTNERS VIII-C LIMITED
PARTNERSHIP

By: Highland Management Partners VIII Limited
Partnership
Its: General Partner

By: Highland Management Partners VIII Limited
Its: General Partner

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND MANAGEMENT PARTNERS VIII LIMITED
PARTNERSHIP

By: Highland Management Partners VIII Limited
Its: General Partner

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND MANAGEMENT PARTNERS VIII LIMITED

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND LEADERS FUND I, L.P.

By: Highland Leaders Fund I GP, L.P.
Its: General Partner

By: Highland Leaders Fund I GP, LLC
Its: General Partner

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND LEADERS FUND I GP, L.P.

By: Highland Leaders Fund I GP, LLC
Its: General Partner

By: /s/ Jessica Healey
Authorized Officer

HIGHLAND LEADERS FUND I GP, LLC

By: /s/ Jessica Healey
Authorized Officer

/s/ Daniel Nova
Daniel Nova