

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* <b>KAPLAN BETH J</b>  (Last) (First) (Middle) <b>C/O RENT THE RUNWAY, INC.</b> <b>10 JAY STREET</b>  (Street) <b>BROOKLYN NY 11201</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Rent the Runway, Inc. [ RENT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/11/2023</b>	
	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	07/11/2023		A		22,066 <sup>(1)</sup>	A	(1)	564,886	D	
Class A Common Stock								12,489	I	See Footnote <sup>(2)</sup>

**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
Stock Option (Right to Buy)	\$5.1	07/11/2023		D		55,167	(3)	03/09/2025	Class A Common Stock	55,167	(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 22,066 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.
- Held directly by SK Limited Partnership. The Reporting Person may be deemed to have voting and dispositive power over the shares held by SK Limited Partnership.
- Prior to cancellation, the option was fully vested and exercisable.

**Remarks:**

/s/ Cara Schembri as Attorney-in-fact for Beth J. Kaplan 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.