SEC Form 3 FORM 3

# UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 Perso <u>NOVA DANIEL J</u>	" Requirir	of Event ng Statement Day/Year) 2021	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Rent the Runway, Inc.</u> [ RENT ]					
(Last) (First) (Middle) C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOF (Street) CAMBRIDGE MA 02142	R		4. Relationship of Repo Issuer (Check all applicable) X Director Officer (give title below)	X 10% (	Dwner 6. (specify (C	led (Month/Day Individual or Jo check Applicabl X Form filed Person	bint/Group Filing e Line) by One Reporting by More than One	
(City) (State) (Zip)				-ficially O				
1. Title of Security (Instr. 4)	Beneficially Owned (Instr. 4) (D) or Indirect (I) (Instr. 5)			4. Nature of Indirect Beneficial Ownership (Instr. 5)				
(			ve Securities Benef ants, options, conv					
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5) 	
Series A Preferred Stock	(1)	(1)	Common Stock	38,906	(1)	I	See Footnotes <sup>(2)</sup>	
Series A Preferred Stock	(1)	(1)	Common Stock	909,974	(1)	I	See Footnotes <sup>(3)</sup>	
Series A Preferred Stock	(1)	(1)	Common Stock	2,509,453	(1)	I	See Footnotes <sup>(4)</sup>	
Series C Preferred Stock	(1)	(1)	Common Stock	2,541	(1)	I	See Footnotes <sup>(2)</sup>	
Series C Preferred Stock	(1)	(1)	Common Stock	59,422	(1)	I	See Footnotes <sup>(3)</sup>	
Series C Preferred Stock	(1)	(1)	Common Stock	163,867	(1)	I	See Footnotes <sup>(4)</sup>	
Series D Preferred Stock	(1)	(1)	Common Stock	2,706	(1)	Ι	See Footnotes <sup>(2)</sup> <sup>(5)</sup>	
Series D Preferred Stock	(1)	(1)	Common Stock	63,285	(1)	Ι	See Footnotes <sup>(3)</sup>	
Series D Preferred Stock	(1)	(1)	Common Stock	174,522	(1)	Ι	See Footnotes <sup>(4)</sup>	
Series E Preferred Stock	(1)	(1)	Common Stock	1,962	(1)	Ι	See Footnotes <sup>(2)</sup>	
Series E Preferred Stock	(1)	(1)	Common Stock	45,897	(1)	I	See Footnotes <sup>(3)</sup>	
Series E Preferred Stock	(1)	(1)	Common Stock	126,571	(1)	I	See Footnotes <sup>(4)</sup> <sup>(5)</sup>	
Series F Preferred Stock	(1)	(1)	Common Stock	1,007	(1)	I	See Footnotes <sup>(2)</sup>	

Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.				
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	5)				
Series F Preferred Stock	(1)	(1)	Common Stock	23,542	(1)	Ι	See Footnotes <sup>(3)</sup>				
Series F Preferred Stock	(1)	(1)	Common Stock	64,922	(1)	Ι	See Footnotes <sup>(4)</sup> <sup>(5)</sup>				
Series G Preferred Stock	(1)	(1)	Common Stock	763	(1)	Ι	See Footnotes <sup>(2)</sup> <sup>(5)</sup>				
Series G Preferred Stock	(1)	(1)	Common Stock	17,850	(1)	Ι	See Footnotes <sup>(3)</sup>				
Series G Preferred Stock	(1)	(1)	Common Stock	49,225	(1)	Ι	See Footnotes <sup>(4)</sup>				
Series G Preferred Stock	(1)	(1)	Common Stock	847,978	(1)	I	See Footnote <sup>(6)</sup>				

## **Explanation of Responses:**

1. Shares of the Issuer's preferred stock have no expiration date and are convertible at the holder's election into Issuer's Common Stock at a conversion ratio of 1-to-1. The preferred stock will automatically convert into shares of the Issuer's Common Stock, for no additional consideration, upon the closing of the Issuer's initial public offering.

2. These shares are held of record by Highland Capital Partners VIII-B Limited Partnership ("Highland Capital VIII-B").

3. These shares are held of record by Highland Capital Partners VIII-C Limited Partnership ("Highland Capital VIII-C").

4. These shares are held of record by Highland Capital Partners VIII Limited Partnership ("Highland Capital VIII").

5. Highland Management Partners VIII Limited ("HMP VIII Ltd") is the general partner of Highland Management Partners VIII Limited Partnership ("HMP VIII Ltd") is the general partner of each of Highland Capital VIII-B, Highland Capital VIII-C and Highland Capital VIII (collectively, the "Highland VIII Funds"). The Reporting Person is a Director of HMP VIII Ltd and may be deemed to have voting and dispositive power over the shares held by each of the Highland VIII Funds. The Reporting Person disclaims beneficial ownership of the securities held by each of the Highland VIII Funds, except to the extent of the Reporting Person's pecuniary interest therein, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.

6. These shares are held of record by Highland Leaders Fund I, L.P. ("HLF I"). The general partner of HLF I is Highland Leaders Fund I GP, L.P. ("HLF I GP LLC"), whose general partner is Highland Leaders Fund I GP, LLC ("HLF I GP LLC"). The Reporting Person is a Managing Member of HLF I GP LLC and may be deemed to have voting and dispositive power over the shares held by HLF I. The Reporting Person disclaims beneficial ownership of the securities held by HLF I, except to the extent of the Reporting Person's pecuniary interest therein, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.

#### **Remarks:**

Exhibit 24.1 - Power of Attorney.

<u>/s/ Cara Schembri as</u> <u>Attorney-in-fact for Daniel</u> <u>10/26/2021</u> <u>J. Nova</u> \*\* Signature of Reporting Date

Person Da

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 5 (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.

## POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Rent the Runway, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

- execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
- 2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
- 3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 3, 2021.

/s/ Dan Nova Dan Nova

# Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Cara Schembri

2. Alla Berenshteyn