

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

Rent the Runway, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

80-0376379
(I.R.S. Employer
Identification No.)

10 Jay Street
Brooklyn, New York 11201
Telephone: (212) 524-6860
(Address of principal executive offices) (Zip code)

Rent the Runway, Inc. Amended and Restated 2021 Incentive Award Plan
(Full title of the plans)

Jennifer Y. Hyman, Co-Founder, Chief Executive Officer and Chair
Rent the Runway, Inc.
10 Jay Street
Brooklyn, New York 11201
(Name and address of agent for service)

Telephone: (212) 524-6860
(Telephone number, including area code, of agent for service)

With copies to:

Jennifer S. Conway
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Cara Schembri
Rent the Runway, Inc.
10 Jay Street
Brooklyn, New York 11201
(212) 524-6860

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 482,916 shares of the Registrant's Class A common stock that may become issuable pursuant to the Rent the Runway, Inc. Amended and Restated 2021 Incentive Award Plan ("2021 Plan") and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statement on Form S-8 (File Nos. [333-260564](#), [333-264295](#), [333-271241](#), and [333-278623](#)), filed with the Securities and Exchange Commission, relating to the 2021 Plan, are incorporated herein by reference.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant, dated October 29, 2021 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40958) filed on October 29, 2021)
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant, dated April 2, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40958) filed on April 2, 2024)
4.3	Amended and Restated Bylaws of the Registrant, dated October 29, 2021 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40958) filed on October 29, 2021)
5.1*	Opinion of Davis Polk & Wardwell LLP
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	Amended and Restated 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1/A (File No. 333-260027), filed on October 18, 2021)
107.1*	Filing Fee Table

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 15, 2025.

RENT THE RUNWAY, INC.

Date: April 15, 2025

By: /s/ Jennifer Y. Hyman

Jennifer Y. Hyman

Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jennifer Y. Hyman and Siddharth Thacker, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jennifer Y. Hyman</u> Jennifer Y. Hyman	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	April 15, 2025
<u>/s/ Siddharth Thacker</u> Siddharth Thacker	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	April 15, 2025
<u>/s/ Scott Friend</u> Scott Friend	Director	April 15, 2025
<u>/s/ Jennifer Fleiss</u> Jennifer Fleiss	Director	April 15, 2025
<u>/s/ Tim Bixby</u> Tim Bixby	Director	April 15, 2025
<u>/s/ Beth Kaplan</u> Beth Kaplan	Director	April 15, 2025
<u>/s/ Gwyneth Paltrow</u> Gwyneth Paltrow	Director	April 15, 2025
<u>/s/ Mike Roth</u> Mike Roth	Director	April 15, 2025

**Calculation of Filing Fee Tables
Form S-8**

(Form Type)

Rent the Runway, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	482,916 (2)	\$4.81 (3)	\$2,322,825.96	\$153.10 per \$1,000,000	\$355.62
Total Offering Amounts					\$2,322,825.96		\$355.62
Total Fee Offsets (4)							—
Net Fee Due							\$355.62

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 482,916 shares of Class A common stock that may become issuable under the Rent the Runway, Inc. 2021 Incentive Award Plan (the "2021 Plan") pursuant to the terms of the 2021 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of Rent the Runway, Inc.'s (the "Registrant") Class A common stock as reported on The Nasdaq Stock Market LLC on April 8, 2025.
- (4) The Registrant does not have any fee offsets.

April 15, 2025

Exhibit 5.1 and 23.2

Rent the Runway, Inc.
10 Jay Street
Brooklyn, New York 11201

Ladies and Gentlemen:

We have acted as counsel for Rent the Runway, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), for the purpose of registering under the Securities Act 482,916 shares of the Company’s Class A common stock, par value \$0.001 per share (the “**Shares**”) issuable pursuant to the Rent the Runway, Inc. Amended and Restated 2021 Incentive Award Plan (the “**Plan**”). As such counsel, we have made such legal and factual examination and inquiries as we have deemed necessary or appropriate for purposes of this opinion and have made such additional assumptions as are set forth below. This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

We, as the Company’s counsel, have examined originals or copies of such documents, corporate records and other instruments and such matters of fact and law as we have deemed necessary or advisable for the purposes of rendering the opinion expressed herein.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Upon the basis of the foregoing, we are of the opinion that the Shares issuable pursuant to the Plan has been duly authorized and, when and to the extent issued in accordance with the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This opinion letter is provided to the Securities and Exchange Commission for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon by any other person or for any other purpose without express written consent.

Davis Polk

We are members of the Bar of the State of New York, and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Rent the Runway, Inc. of our report dated April 15, 2025 relating to the financial statements, which appears in Rent the Runway, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2025.

/s/ PricewaterhouseCoopers LLP
New York, New York
April 15, 2025