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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\*

**Rent the Runway, Inc.**

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(Name of Issuer)

**Class A Common Stock, \$0.001 par value per share**

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(Title of Class of Securities)

**76010Y202**

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(CUSIP Number)

**12/31/2024**

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(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)

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SCHEDULE 13G

CUSIP No. 76010Y202

Names of Reporting Persons

1

Highland Management Partners VIII Limited

Check the appropriate box if a member of a Group (see instructions)

2

- (a)  
 (b)

3

Sec Use Only

Citizenship or Place of Organization

4

CAYMAN ISLANDS

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	212,820.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	212,820.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	212,820.00
10	Check box 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)
	5.7 %
12	Type of Reporting Person (See Instructions)
	CO

**Comment for Type of Reporting Person:** (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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q for the quarter ended October 31, 2024, filed with the United States Securities and Exchange Commission on December 9, 2024 (the Form 10-Q).

## SCHEDULE 13G

**CUSIP No.** 76010Y202

1	Names of Reporting Persons
	Highland Management Partners VIII Limited Partnership
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	Sole Voting Power
5	0.00
	Shared Voting Power
6	212,820.00
	Sole Dispositive Power
7	0.00

8 Shared Dispositive  
Power

212,820.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

212,820.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

5.7 %

Type of Reporting Person (See Instructions)

12

PN

**Comment for Type of Reporting Person:** (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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

## SCHEDULE 13G

**CUSIP No.** 76010Y202

Names of Reporting Persons

1

Highland Capital Partners VIII Limited Partnership

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

CAYMAN ISLANDS

Sole Voting Power

5

0.00

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by

6

154,428.00

Each  
Reporting

Sole Dispositive Power

Person

7

0.00

With:

Shared Dispositive

8

Power

154,428.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

154,428.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

4.1 %

Type of Reporting Person (See Instructions)

12

PN

**Comment for Type of Reporting Person:** (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 sole 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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

### SCHEDULE 13G

**CUSIP No.** 76010Y202

Names of Reporting Persons

1

Highland Capital Partners VIII-B Limited Partnership

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

CAYMAN ISLANDS

Sole Voting Power

5

0.00

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by

6

2,394.00

Each  
Reporting

Sole Dispositive Power

7

0.00

Person  
With:

Shared Dispositive

8

Power

2,394.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

2,394.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0.1 %

Type of Reporting Person (See Instructions)

12

PN

**Comment for Type of Reporting Person:** (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 sole 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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

## SCHEDULE 13G

CUSIP No. 76010Y202

1	Names of Reporting Persons
	Highland Capital Partners VIII-C Limited Partnership
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	CAYMAN ISLANDS
	Sole Voting Power
5	0.00
Number of	Shared Voting Power
Shares	6
Beneficially	55,998.00
Owned by	Sole Dispositive Power
Each	7
Reporting	0.00
Person	Shared Dispositive
With:	8
	Power
	55,998.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	55,998.00
10	Check box 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)
	1.5 %
12	Type of Reporting Person (See Instructions)
	PN

**Comment for Type of Reporting Person:** (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 sole 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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

## SCHEDULE 13G

CUSIP No. 76010Y202

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)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person

Shared Voting Power

6

42,398.00

Sole Dispositive Power

7

0.00

With: Shared Dispositive

8

Power

42,398.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 42,398.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11 1.1 %

Type of Reporting Person (See Instructions)

12 OO

**Comment for Type of Reporting Person:** (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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

## SCHEDULE 13G

**CUSIP No.** 76010Y202

Names of Reporting Persons

1 Highland Leaders Fund I GP, L.P.

Check the appropriate box if a member of a Group (see instructions)

2  (a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by

6

Shared Voting Power

Each Reporting Person With:	42,398.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	42,398.00
Aggregate Amount Beneficially Owned by Each Reporting Person	
9	42,398.00
Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
10	<input type="checkbox"/>
Percent of class represented by amount in row (9)	
11	1.1 %
Type of Reporting Person (See Instructions)	
12	PN

**Comment for Type of Reporting Person:** (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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

## SCHEDULE 13G

**CUSIP No.** 76010Y202

1	Names of Reporting Persons
	Highland Leaders Fund I, L.P.
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	42,398.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	42,398.00
Aggregate Amount Beneficially Owned by Each Reporting Person	
9	42,398.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

11

1.1 %

Type of Reporting Person (See Instructions)

12

PN

**Comment for Type of Reporting Person:** (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, 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 3,726,752 shares of Class A Common Stock outstanding as of December 4, 2024, as reported by the Issuer in its Form 10-Q.

## SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Rent the Runway, Inc.

Address of issuer's principal executive offices:

(b)

The information set forth in Item 1 of the Original 13G is incorporated herein by reference.

Item 2.

Name of person filing:

(a)

The information set forth in Item 2 of the Original 13G is incorporated herein by reference. Notwithstanding the foregoing, Daniel Nova, a reporting person on the Original 13G, is no longer a member of the Issuer's board of directors, and accordingly, is no longer a reporting person on this Amendment No. 2.

Address or principal business office or, if none, residence:

(b)

The information set forth in Item 2 of the Original 13G is incorporated herein by reference.

Citizenship:

(c)

The information set forth in Item 2 of the Original 13G is incorporated herein by reference.

Title of class of securities:

(d)

Class A Common Stock, \$0.001 par value per share

CUSIP No.:

(e)

76010Y202

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a)

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

Percent of class:

(b)

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.\*

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

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.

Highland Management Partners VIII Limited

Signature: /s/ Jessica Healey

By: Highland Management Partners VIII Limited  
Partnership, its general partner; By: Highland  
Name/Title: Management Partners VIII Limited, its general  
partner;

Date: 02/14/2025

Signature: /s/ Jessica Healey  
Name/Title: Authorized Officer  
Date: 02/14/2025

Highland Management Partners VIII Limited Partnership

Signature: /s/ Jessica Healey  
By: Highland Management Partners VIII Limited Partnership, its general partner; By: Highland Management Partners VIII Limited, its general partner  
Name/Title:  
Date: 02/14/2025

Signature: /s/ Jessica Healey  
Name/Title: Authorized Officer  
Date: 02/14/2025

Highland Capital Partners VIII Limited Partnership

Signature: /s/ Jessica Healey  
By: Highland Management Partners VIII Limited Partnership, its general partner; By: Highland Management Partners VIII Limited, its general partner  
Name/Title:  
Date: 02/14/2025

Signature: /s/ Jessica Healey  
Name/Title: /s/ Jessica Healey  
Date: 02/14/2025

Highland Capital Partners VIII-B Limited Partnership

Signature: /s/ Jessica Healey  
By: Highland Management Partners VIII Limited, its general partner  
Name/Title:  
Date: 02/14/2025

Signature: /s/ Jessica Healey  
Name/Title: Authorized Officer  
Date: 02/14/2025

Highland Capital Partners VIII-C Limited Partnership

Signature: /s/ Jessica Healey  
Name/Title: Authorized Officer  
Date: 02/14/2025

Highland Leaders Fund I GP, LLC

Signature: /s/ Jessica Healey  
By: Highland Leaders Fund I GP, L.P., its general partner; By: Highland Leaders Fund I GP, LLC, its general partner  
Name/Title:  
Date: 02/14/2025

Signature: /s/ Jessica Healey  
Name/Title: Authorized Officer  
Date: 02/14/2025

Highland Leaders Fund I GP, L.P.

Signature: /s/ Jessica Healey  
By: Highland Leaders Fund I GP, LLC, its general partner  
Name/Title:  
Date: 02/14/2025

Signature: /s/ Jessica Healey  
Name/Title: Authorized Officer

Date: 02/14/2025

Highland Leaders Fund I, L.P.

Signature: /s/ Jessica Healey

Name/Title: /s/ Jessica Healey

Date: 02/14/2025

**Comments accompanying signature:** Note: This Amendment No. 2 (this "Amendment") amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission (the "Commission") on February 10, 2022, as amended by Amendment No. 1 filed with the Commission on February 9, 2024 (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.