

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 7, 2023**

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

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40958**  
(Commission  
File Number)

**80-0376379**  
(IRS Employer  
Identification Number)

**Rent the Runway, Inc.**  
**10 Jay Street**  
**Brooklyn, New York 11201**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (212) 524-6860**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.001 par value per share	RENT	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.07      Submission of Matters to a Vote of Security Holders.**

Rent the Runway, Inc. (the “Company”) held a Special Meeting of Stockholders on June 7, 2023 (the “Special Meeting”). A total of 41,441,274 shares of Class A common stock and 3,078,421 Class B common stock (collectively, the “Common Stock”) were present in person or represented by proxy at the meeting, representing approximately 82% of the combined voting power of the Company’s outstanding Common Stock as of the April 14, 2023 record date. The following are the voting results for the proposals considered and voted upon at the meeting, each of which were described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 24, 2023.

Item 1 - Approval of a one-time stock option exchange for eligible participants.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
92,369,074	10,620,418	20,202	—

Item 2 - Approval of an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the stock option exchange.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
93,065,759	9,893,080	50,855	—

Based on the foregoing votes, Items 1 and 2 were approved.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 9, 2023

### **RENT THE RUNWAY, INC.**

By: /s/ Cara Schembri

Cara Schembri

General Counsel and Corporate Secretary