Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549	

Check this box if no longer subject	STATEMENT OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>
to Section 16. Form 4 or Form 5		
obligations may continue. See		

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Friend Scott				2. Issuer Name and Ticker or Trading Symbol Rent the Runway, Inc. [ RENT ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner						
(Last) C/O BA	(Fir	st) (M L VENTURE IN	Middle)	ORS,	3. Date of Earliest Transaction (Month/Day/Year) 07/13/2022									Office below	er (give v)	title	Othe belo	r (specify v)	
200 CLARENDON STREET				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)	N M	A 0	2116											X Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
(City)	(St	ate) (Z	Zip)																
		Table	I - Non	-Deriva	tive	Secur	rities	Acq	uire	ed, D	isposed c	f, or E	Benefic	ially Own	ed				
Date		ransaction e nth/Day/Yea	Execution ar) if any				3. Transaction Code (Instr. 8)					5. Amount Securities Beneficially Owned Foll Reported	Form: Di		irect In B (I) O	Nature of direct eneficial wnership estr. 4)			
								Со	ode	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)		(11311. 4)	
Common	Stock		07	7/13/2022	2			A	A		14,758(1)	A	\$0.00	14,758		D		14,758 D	
Common	Stock													8,176,418 I See footnot		V 17/6 // 1 V I I I		ee ootnotes <sup>(2)(3)</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. Deen Executio if any (Month/D	on Date,	4. Transa Code 8)	action (Instr.	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ative ities red sed 3, 4	Expiration Date (Month/Day/Year) Se Un De Se d 3 a			Amor Secu Unde Deriv	<i>'</i>	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersl Form: Direct (E or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)	
					Code	v	V (A) (D)		Date (D) Exercisa		Expiration e Date	Title	Amount or Number of Shares						

## **Explanation of Responses:**

- 1. Consists of a restricted stock unit representing a contingent right to receive 14,758 shares of the Issuer's common stock upon the earliest of (i) the one-year anniversary of the grant date and (ii) the Issuer's next annual meeting of stockholders, provided that Mr. Friend continues to provide services to the Issuer through such vesting date.
- 2. Consists of shares of the Issuer's common stock held by Bain Capital Venture Fund 2009, L.P. ("BCV Fund 2009"), BCIP Venture Associates ("BCIP Venture") and BCIP Venture Associates-B ("BCIP Venture-B" and, together with BCV Fund 2009 and BCIP Venture, the "Bain Capital Venture Entities").
- 3. Bain Capital Venture Investors, LLC ("BCVI") (i) is the ultimate general partner of BCV Fund 2009 and (ii) governs the investment strategy and decision-making process with respect to investments held by each of BCIP Venture and BCIP Venture-B. Mr. Friend is a Managing Director of BCVI. By virtue of the relationships described in this footnote, Mr. Friend may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by the Bain Capital Venture Entities. Mr. Friend disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

## Remarks:

/s/ Scott Friend

07/15/2022

\*\* 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.