

**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): October 7, 2025**

**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 No.)

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

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

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 Securities Exchange Act of 1934:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, \$0.001 par value per share	RENT	NASDAQ

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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 8.01 Other Events.**

On October 7, 2025, Rent the Runway, Inc. (the “**Company**”) announced that, in connection with the previously announced \$12,500,000 rights offering, each holder of its Class A common stock, par value \$0.001 per share (the “**Class A Common Stock**”), and Class B common stock, par value \$0.001 per share (the “**Class B Common Stock**” and, together with the Class A Common Stock, the “**Common Stock**”), as of 5:00 p.m. on October 6, 2025, New York City time, received one right for each share of Common Stock owned by that stockholder. Each right entitles its holder to purchase 0.7437 shares of Class A Common Stock at a subscription price of \$4.08 per share. No fractional shares will be issued. For further details regarding the rights offering, please refer to the prospectus dated September 30, 2025, filed by the Company with the U.S. Securities and Exchange Commission.

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**SIGNATURES**

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

**RENT THE RUNWAY, INC.**

By: /s/ Cara Schembri

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Name: Cara Schembri

Title: Chief Legal & Administrative Officer; Secretary

Dated: October 7, 2025

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