

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Tam Sarah K</u> (Last) (First) (Middle) <u>C/O RENT THE RUNWAY, INC.</u> <u>10 JAY STREET</u> (Street) <u>BROOKLYN</u> <u>NY</u> <u>11201</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc. [RENT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Merchant Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2021		J ⁽¹⁾		44,735	D	(1)	0	D	
Class A Common Stock	10/29/2021		J ⁽¹⁾		44,735	A	(1)	44,735	D	

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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.1	10/29/2021		J ⁽¹⁾			25,000	(2)	03/09/2025	Common Stock	25,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$5.1	10/29/2021		J ⁽¹⁾		25,000		(2)	03/09/2025	Class A Common Stock	25,000	\$0.00	25,000	D	
Stock Option (Right to Buy)	\$7.02	10/29/2021		J ⁽¹⁾			100,000	(2)	09/12/2026	Common Stock	100,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.02	10/29/2021		J ⁽¹⁾		100,000		(2)	09/12/2026	Class A Common Stock	100,000	\$0.00	100,000	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾			50,000	(3)	07/02/2029	Common Stock	50,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾		50,000		(3)	07/02/2029	Class A Common Stock	50,000	\$0.00	50,000	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J ⁽¹⁾			135,700	(4)	03/24/2031	Common Stock	135,700	\$0.00	0	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J ⁽¹⁾		135,700		(4)	03/24/2031	Class A Common Stock	135,700	\$0.00	135,700	D	

Explanation of Responses:

1. Immediately prior to the completion of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class A Common Stock in an exempt transaction pursuant to Rule 16b-7.
2. The option is fully vested and exercisable
3. The option vests and becomes exercisable as to 25% of the underlying shares on July 3, 2020 and in 36 substantially equal monthly installments thereafter.
4. The option vests and becomes exercisable as to 25% of the underlying shares on March 1, 2022 and in 36 substantially equal monthly installments thereafter.

Remarks:

/s/ Cara Schembri as Attorney-
in-fact for Sarah K. Tam

11/02/2021

** 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.

