

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

---

**SCHEDULE 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**Under the Securities Exchange Act of 1934  
(Amendment No. )**

---

**Rent the Runway, Inc.**

(Name of Issuer)

**Class A Common Stock, \$0.001  
par value per share  
(Title of Class of Securities)**

**76010Y103  
(CUSIP Number)**

**December 31, 2021  
(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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

|  |   |  |
|--|---|--|
| 1  | Names of reporting persons<br>Bain Capital Venture Fund 2009, L.P.  |  |
| 2  | Check the appropriate box if a member of a group<br><br>(a) <input type="checkbox"/> (b) <input type="checkbox"/> |  |
| 3  | SEC use only  |  |
| 4  | Citizenship or place of organization<br><br>Delaware  |  |
| Number of shares beneficially owned by each reporting person with: | 5   | Sole voting power<br><br>0 shares of Class A Common Stock                |
|  | 6   | Shared voting power<br><br>7,644,627 shares of Class A Common Stock      |
|  | 7   | Sole dispositive power<br><br>0 shares of Class A Common Stock           |
|  | 8   | Shared dispositive power<br><br>7,644,627 shares of Class A Common Stock |
| 9  | Aggregate amount beneficially owned by each reporting person<br><br>7,644,627 shares of Class A Common Stock      |  |
| 10   | Check if the aggregate amount in Row (9) excludes certain shares<br><br><input type="checkbox"/>                  |  |
| 11   | Percent of class represented by amount in Row (9)<br><br>12.7%  |  |
| 12   | Type of reporting person<br><br>PN  |  |

|  |   |  |
|--|---|--|
| 1  | Names of reporting persons<br>BCIP Venture Associates   |  |
| 2  | Check the appropriate box if a member of a group<br><br>(a) <input type="checkbox"/> (b) <input type="checkbox"/> |  |
| 3  | SEC use only  |  |
| 4  | Citizenship or place of organization<br><br>Delaware  |  |
| Number of shares beneficially owned by each reporting person with: | 5   | Sole voting power<br><br>0 shares of Class A Common Stock              |
|  | 6   | Shared voting power<br><br>466,750 shares of Class A Common Stock      |
|  | 7   | Sole dispositive power<br><br>0 shares of Class A Common Stock         |
|  | 8   | Shared dispositive power<br><br>466,750 shares of Class A Common Stock |
| 9  | Aggregate amount beneficially owned by each reporting person<br><br>466,750 shares of Class A Common Stock        |  |
| 10   | Check if the aggregate amount in Row (9) excludes certain shares<br><br><input type="checkbox"/>                  |  |
| 11   | Percent of class represented by amount in Row (9)<br><br>0.8%   |  |
| 12   | Type of reporting person<br><br>PN  |  |

|  |   |   |
|--|---|---|
| 1  | Names of reporting persons<br>BCIP Venture Associates-B   |   |
| 2  | Check the appropriate box if a member of a group<br><br>(a) <input type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3  | SEC use only  |   |
| 4  | Citizenship or place of organization<br><br>Delaware  |   |
| Number of shares beneficially owned by each reporting person with: | 5   | Sole voting power<br><br>0 shares of Class A Common Stock             |
|  | 6   | Shared voting power<br><br>65,041 shares of Class A Common Stock      |
|  | 7   | Sole dispositive power<br><br>0 shares of Class A Common Stock        |
|  | 8   | Shared dispositive power<br><br>65,041 shares of Class A Common Stock |
| 9  | Aggregate amount beneficially owned by each reporting person<br><br>65,041 shares of Class A Common Stock         |   |
| 10   | Check if the aggregate amount in Row (9) excludes certain shares<br><br><input type="checkbox"/>                  |   |
| 11   | Percent of class represented by amount in Row (9)<br><br>0.1%   |   |
| 12   | Type of reporting person<br><br>PN  |   |

**Item 1(a). Name of Issuer**

The name of the issuer to which this filing on Schedule 13G relates is Rent the Runway, Inc. (the “Issuer”).

**Item 1(b). Address of Issuer’s Principal Executive Offices**

The principal executive offices of the Issuer are located at 10 Jay Street, Brooklyn, New York 11201.

**Item 2(a). Name of Person Filing**

This Schedule 13G is being filed jointly by Bain Capital Venture Fund 2009, L.P., a Delaware limited partnership (“BCV Fund 2009”), BCIP Venture Associates, a Delaware limited partnership (“BCIP Venture”), and BCIP Venture Associates-B, a Delaware limited partnership (“BCIP Venture-B” and together with BCV Fund 2009 and BCIP Venture, the “Reporting Persons”).

Bain Capital Venture Investors, LLC, a Delaware limited liability company (“BCVI”), is the general partner of Bain Capital Venture Partners 2009, L.P., a Delaware limited partnership (“BCV Partners 2009”), which is the general partner of BCV Fund 2009.

Boylston Coinvestors, LLC, a Delaware limited liability company (“Boylston”), is the managing partner of each of BCIP Venture and BCIP Venture-B.

The governance, investment strategy and decision-making process with respect to the investments held by the Reporting Persons is directed by the Executive Committee of BCVI, which consists of Enrique Salem and Ajay Agarwal.

As a result, each of BCVI and Messrs. Salem and Agarwal may be deemed to share voting and dispositive power with respect to the securities held by the Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2022, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) promulgated under the Act.

**Item 2(b). Address of Principal Business Office or, if None, Residence**

The principal business address of each of the Reporting Persons, BCVI, BCV Partners 2009, Boylston and Messrs. Salem and Agarwal is 200 Clarendon Street, Boston, Massachusetts 02116.

**Item 2(c). Citizenship**

The Reporting Persons, BCVI, BCV Partners 2009 and Boylston are each organized under the laws of the State of Delaware. Messrs. Salem and Agarwal are citizens of the United States.

**Item 2(d). Title of Class of Securities**

The class of securities of the Issuer to which this Schedule 13G relates is Class A Common Stock, \$0.001 par value per share (“Class A Common Stock”).

**Item 2(e). CUSIP Number**

The CUSIP number of the Class A Common Stock is 76010Y103.

**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 association 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 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

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

**Item 4. Ownership**

**(a) Amount beneficially owned:**

As of the close of business on December 31, 2021, BCV Fund 2009 held 7,644,627 shares of Class A Common Stock, representing approximately 12.7% of the outstanding shares of Class A Common Stock, BCIP Venture held 466,750 shares of Class A Common Stock, representing approximately 0.8% of the outstanding shares of Class A Common Stock, and BCIP Venture-B held 65,041 shares of Class A Common Stock, representing approximately 0.1% of the outstanding shares of Class A Common Stock.

As a result of the foregoing and the relationships described in Item 2(a) of this Schedule 13G, the Reporting Persons may be deemed to collectively beneficially own an aggregate of 8,176,418 shares of Class A Common Stock, representing approximately 13.6% of the outstanding shares of Class A Common Stock.

The percentage of the outstanding shares of Class A Common Stock held by the Reporting Persons is based on 60,096,327 shares of Class A Common Stock issued and outstanding, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 10, 2021.

**(b) Percent of class:**

See Item 4(a) hereof.

**(c) Number of shares as to which the person has:**

(i) Sole power to vote or to direct the vote:

0

---

(ii) Shared power to vote or direct the vote:

|                |           |
|----------------|-----------|
| BCV Fund 2009  | 7,644,627 |
| BCIP Venture   | 466,750   |
| BCIP Venture-B | 65,041    |

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

|                |           |
|----------------|-----------|
| BCV Fund 2009  | 7,644,627 |
| BCIP Venture   | 466,750   |
| BCIP Venture-B | 65,041    |

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

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**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.

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information in this statement is true, complete and correct.

Dated: February 14, 2022

**Bain Capital Venture Fund 2009, L.P.**

By: Bain Capital Venture Partners 2009, L.P.,  
its general partner

By: Bain Capital Venture Investors, LLC,  
its general partner

By: /s/ Scott Friend  
Name: Scott Friend  
Title: Managing Director

**BCIP Venture Associates**

By: Boylston Coinvestors, LLC,  
its managing partner

By: /s/ Scott Friend  
Name: Scott Friend  
Title: Authorized Signatory

**BCIP Venture Associates-B**

By: Boylston Coinvestors, LLC,  
its managing partner

By: /s/ Scott Friend  
Name: Scott Friend  
Title: Authorized Signatory



**AGREEMENT REGARDING THE JOINT FILING OF  
SCHEDULE 13G**

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2022

**Bain Capital Venture Fund 2009, L.P.**

By: Bain Capital Venture Partners 2009, L.P.,  
its general partner

By: Bain Capital Venture Investors, LLC,  
its general partner

By: /s/ Scott Friend  
Name: Scott Friend  
Title: Managing Director

**BCIP Venture Associates**

By: Boylston Coinvestors, LLC,  
its managing partner

By: /s/ Scott Friend  
Name: Scott Friend  
Title: Authorized Signatory

**BCIP Venture Associates-B**

By: Boylston Coinvestors, LLC,  
its managing partner

By: /s/ Scott Friend  
Name: Scott Friend  
Title: Authorized Signatory