

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Rau Andrew</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>01/16/2023</u>		3. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc. [RENT]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, Supply Chain & Inventory</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>C/O RENT THE RUNWAY, INC.</u>						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)				
<u>BROOKLYN</u>	<u>NY</u>	<u>11201</u>					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>69,412⁽¹⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>10/25/2031</u>	<u>Class A Common Stock</u>	<u>24,423</u>	<u>21</u>	<u>D</u>	

Explanation of Responses:

1. Includes 57,111 restricted stock units ("RSUs"). 9,159 RSUs will vest in 12 approximately equal installments on each quarterly anniversary of October 28, 2022, 27,952 RSUs will vest in 5 approximately equal installments on each three month anniversary of December 1, 2022, and an award of 20,000 RSUs will vest as to 10,000 RSUs on March 15, 2023 and the remainder in two approximately equal installments on each three month anniversary of March 15, 2023, in each case subject to the Reporting Person's continued employment with the Issuer. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.

2. The option has vested or will vest and become exercisable as to 25% of the underlying shares on the first anniversary of October 26, 2021 and the remainder in 36 monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Cara Schembri as Attorney in-fact for Andrew Rau 01/23/2023

** 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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Rent the Runway, Inc. (the Company), the undersigned hereby constitute

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such S
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G as

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of Jan. 9, 2023.

By: Andrew Rau
Name: Andrew Rau

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Cara Schembri