

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Nexus Capital Management LP</u> <hr/> (Last) (First) (Middle) 1111 SANTA MONICA BLVD., SUITE 350 <hr/> (Street) LOS ANGELES CA 90025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/28/2025	3. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc. [ RENT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)
Class A Common Stock, \$0.001 par value per share	4,274,394	I	See Footnotes <sup>(1)(2)</sup>

**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			

1. Name and Address of Reporting Person\*  
Nexus Capital Management LP  


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 (Last) (First) (Middle)  
 1111 SANTA MONICA BLVD., SUITE 350  


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 (Street)  
 LOS ANGELES CA 90025  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Gateway Runway, LLC  


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 (Last) (First) (Middle)  
 1111 SANTA MONICA BLVD, STE 350  


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 (Street)  
 LOS ANGELES CA 90025  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Gateway Runway Intermediate Holdings,

Inc.

(Last) (First) (Middle)  
1111 SANTA MONICA BLVD, STE 350

(Street)  
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEXUS SPECIAL SITUATIONS III, L.P.

(Last) (First) (Middle)  
1111 SANTA MONICA BLVD, STE 350

(Street)  
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEXUS SPECIAL SITUATIONS III  
(CAYMAN), L.P.

(Last) (First) (Middle)  
1111 SANTA MONICA BLVD, STE 350

(Street)  
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Nexus Special Situations GP III, LP

(Last) (First) (Middle)  
1111 SANTA MONICA BLVD, STE 350

(Street)  
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Nexus Partners III, LLC

(Last) (First) (Middle)  
1111 SANTA MONICA BLVD, STE 350

(Street)  
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cohen Michael S

(Last) (First) (Middle)  
1111 SANTA MONICA BLVD, STE 350

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Flesh Daniel E.

(Last) (First) (Middle)

11111 SANTA MONICA BLVD, STE 350

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

**Explanation of Responses:**

1. Gateway Runway, LLC ("Gateway Runway") directly holds 4,274,394 shares of Class A Common Stock. Gateway Runway is jointly owned by Gateway Runway Intermediate Holdings, Inc. ("Gateway Runway Intermediate") and Nexus Special Situations III, L.P. ("Nexus SS III"). Nexus Special Situations III (Cayman) L.P. ("Nexus SS III Cayman") is the limited partner Nexus SS III. Nexus Capital Management LP ("Nexus Capital Management") is the investment manager of Nexus SS III and Nexus SS III Cayman. Nexus Special Situations GP III, L.P. ("Nexus SS GP III") is the general partner of Nexus SS III and Nexus SS III Cayman. Nexus Partners III, LLC ("Nexus Partners") is the general partner of Nexus SS GP III. Damian Giangiacomo, Michael Cohen and Daniel Flesh are the owners of Nexus Capital Management and Nexus Partners. Mr. Giangiacomo serves on the board of directors of the Issuer.

2. Each of Gateway Runway Intermediate, Nexus SS III, Nexus SS III Cayman, Nexus SS GP III, Nexus Partners, Nexus Capital Management, Mr. Giangiacomo, Mr. Cohen and Mr. Flesh disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein, and this report shall not be deemed an admission that any such entity or person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

/s/ Damian Giangiacomo -  
Nexus Capital  
Management LP, By: 11/07/2025  
Damian Giangiacomo,  
Authorized Signatory.

/s/ Damian Giangiacomo -  
Gateway Runway LLC, 11/07/2025  
By: Damian Giangiacomo,  
President

/s/ Damian Giangiacomo -  
Gateway Runway,  
Intermediate Holdings, 11/07/2025  
Inc., By: Damian  
Giangiacomo, President

/s/ Damian Giangiacomo -  
Nexus Special Situations  
III, L.P., By: Damian 11/07/2025  
Giangiacomo, Authorized  
Signatory.

/s/ Damian Giangiacomo -  
Nexus Special Situations  
III (Cayman), L.P., By: 11/07/2025  
Damian Giangiacomo,  
Authorized Signatory.

/s/ Damian Giangiacomo -  
Nexus Special Situations  
GP III, L.P., By: Damian 11/07/2025  
Giangiacomo, Authorized  
Signatory.

/s/ Damian Giangiacomo -  
Nexus Partners III, LLC, 11/07/2025  
By: Damian Giangiacomo,  
Authorized Signatory.

/s/ Michael Cohen 11/07/2025

/s/ Daniel Flesh 11/07/2025

\*\* 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.**

