SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hyman Jennifer	Rent the Runway, Inc. [RENT]	X Director X 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O RENT THE RUNWAY, INC. 10 JAY STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2022	Chief Executive Officer
(Street) BROOKLYN NY 11201	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			

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				
Restricted Stock Units	(1)	03/15/2022		M			12,931	(1)	(1)	Class B Common Stock	12,931	$0	103,451	D	
Class B Common Stock	(2)	03/15/2022		M		12,931		(2)	(2)	Class A Common Stock	12,931	$0	1,137,005	D	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	123,108		123,108	I	Held by spouse
Restricted Stock Units	(3)	03/15/2022		A		536,637		(3)	(3)	Class A Common Stock	536,637	$0	536,637	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents the contingent right to receive one share of the Issuer's Class B Common Stock. The 12,931 RSUs that vested on February 1, 2022 became settleable on March 15, 2022. The remaining RSUs vest in 8 substantially equal quarterly installments commencing on May 1, 2022.

2. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. Each share of Class B common stock will automatically convert into one share of Class A common stock upon certain sales or transfers. The Class B common stock do not expire.

3. The RSUs vests in 2 equal annual installments, beginning on March 15, 2023, provided the reporting person remains continuously employed on each vesting date. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock. The RSUs have no expiration date.

Remarks:

/s/ Cara Schembri as Attorney-in-fact for Jennifer Y. Hyman	03/17/2022
** 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.