Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT	<b>OF CHANG</b>	ES IN BEN	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 Addre	ess of Reporting Pers	on <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc.</u> [RENT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2023	X	Officer (give title below)	Other (specify below)			
C/O RENT THE RUNWAY, INC.				CEO & Chair					
10 JAY STREE	Т		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing	g (Check Applicable			
(Street)				X	Form filed by One Repo	orting Person			
BROOKLYN	NY	11201			Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication						
			Check this box to indicate that a transaction was made pursuant t satisfy the affirmative defense conditions of Rule 10b5-1(c). See I			that is intended to			

labi	e I - Non-Derivativ	e Securities A	cquir	ea, L	Jisposea o	T, OF B	enericially	Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or	Price	Transaction(s)	(1150.4)	(1150. 4)

152,190(2)

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

**S**<sup>(1)</sup>

			(**3*) [**	,	,		,					,			
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. Transa Code ( 8)		of Deriv Secu Acqu (A) of Dispo of (D)	r osed ) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	Deriv	int of rities rlying ative rity (Instr.	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				

## Explanation of Responses:

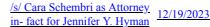
Class A Common Stock

1. Shares were sold solely to cover taxes upon the vesting of restricted stock units pursuant to a standing Rule 10b5-1 sell to cover instruction dated December 22, 2021.

2. Represents the Reporting Person's pro rata portion of the total shares sold on the transaction date to cover taxes upon vesting of restricted stock units for certain employees of the Issuer.

3. The price reported in Column 4 is a weighted average price of all shares sold on the transaction date by the Issuer's broker to cover taxes upon the vesting of restricted stock units for certain employees of the Issuer. These shares were sold in multiple transactions at prices ranging from \$0.7273 to \$0.8379, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

## Remarks:



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**\$0.7944**<sup>(3)</sup>

2,718,507

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

12/18/2023

 $^{\ast}$  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.