

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

RENT THE RUNWAY, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Your **Vote** Counts!

RENT THE RUNWAY, INC.

2026 Annual Meeting
Vote by July 13, 2026
11:59 PM ET

RENT THE RUNWAY, INC.
10 JAY STREET
BROOKLYN, NY 11201



T00989-P54619

You invested in RENT THE RUNWAY, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on July 14, 2026 .**

Get informed before you vote

View the Annual Report and Notice of Annual Meeting and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 30, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #



Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

July 14, 2026
8:30 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/RENT2026

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class II Directors to serve until our 2029 Annual Meeting of Stockholders. Nominees: 01) Teri Bariquit 02) Daniel Rosensweig	✔ For
2. Ratification of the appointment of PricewaterhouseCoopers LLP as Rent the Runway's independent registered public accounting firm for the fiscal year ending January 31, 2027.	✔ For
3. Approval of the amendment and restatement of our Certificate of Incorporation to eliminate the 50,000,000 authorized shares of Class B common stock.	✔ For
4. Approval of the amendment and restatement of our Certificate of Incorporation to eliminate the 10,000,000 authorized shares of preferred stock.	✔ For
5. Approval of the amendment and restatement of our Certificate of Incorporation to eliminate supermajority voting provisions.	✔ For
6. Approval of the amendment and restatement of our Certificate of Incorporation to implement a quorum requirement for meetings of the Board of Directors.	✔ For
7. Approval of the amendment and restatement of our Certificate of Incorporation to permit stockholders holding at least 40% of the voting power to call special meetings of stockholders of the Company.	✔ For
8. Approval of the amendment and restatement of our Certificate of Incorporation to eliminate the prohibition against stockholders acting by written consent.	✔ For
9. Approval of the amendment and restatement of our Certificate of Incorporation to limit the liability of officers as permitted by law.	✔ For
10. Approval of the amendment and restatement of our Certificate of Incorporation to provide for certain board designation rights and make other conforming changes consistent with the Investor Rights Agreement.	✔ For
11. Approval of the amendment and restatement of our Certificate of Incorporation to provide for certain corporate opportunity provisions.	✔ For
12. Approval of the First Amendment to the Second Amended and Restated 2021 Incentive Award Plan to increase the maximum number of shares of Class A common stock authorized for issuance to 10,171,225.	✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment, continuation, or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".