

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Hyman Jennifer</u>			2. Issuer Name and Ticker or Trading Symbol <u>Rent the Runway, Inc. [RENT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) CEO & Chair Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2023</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		
C/O RENT THE RUNWAY, INC. 10 JAY STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
BROOKLYN	NY		11201					

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			
Class A Common Stock	08/02/2023		C ⁽¹⁾		9,386	A	\$0	3,099,892 ⁽²⁾	D	
Class A Common Stock	08/02/2023		S ⁽¹⁾		9,386 ⁽³⁾	D	\$1.6639 ⁽⁴⁾	3,090,506	D	

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					
Restricted Stock Units	(5)	08/01/2023		M			12,931	(5)	(5)	Class B Common Stock	\$0	25,863	D	
Class B Common Stock	(6)	08/01/2023		M		12,931		(6)	(6)	Class A Common Stock	\$0	1,141,408 ⁽⁷⁾	D	
Restricted Stock Units	(8)	08/01/2023		M		3,180		(8)	(8)	Class B Common Stock	\$0	28,621	D	
Class B Common Stock	(6)	08/01/2023		M		3,180		(6)	(6)	Class A Common Stock	\$0	1,151,588	D	
Class B Common Stock	(6)	08/02/2023		C ⁽¹⁾		9,386		(6)	(6)	Class A Common Stock	\$0	1,142,202	D	
Class B Common Stock	(6)							(6)	(6)	Class A Common Stock		123,108	I	Held by spouse

Explanation of Responses:

- Shares of Class B common stock were converted to Class A common stock and sold solely to cover taxes upon the vesting of restricted stock units pursuant to a standing Rule 10b5-1 instruction dated December 22, 2021.
- The Reporting Person historically reported certain unvested awards of restricted stock units that were convertible into Class A common stock in Table II. Beginning with this Form 4, the Reporting Person reports all unvested restricted stock units that are convertible into Class A common stock in Table I. The total in Column 5 has been adjusted accordingly to reflect 595,337 restricted stock units that were previously reported in Table II. In addition, the Reporting Person's Form 4 dated February 1, 2023 overstated the number of shares sold by 356 shares, which has also been reflected in Column 5 herein.
- 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.
- 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 \$1.61 to \$1.77, inclusive. The amount reflected has been rounded to four decimal points. 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.
- Each restricted stock unit represents the contingent right to receive one share of the Issuer's Class B common stock. The restricted stock units vest in three remaining substantially equal quarterly installments.
- Each restricted stock unit represents the contingent right to receive one share of the Issuer's Class B Common Stock. The restricted stock units vest in nine remaining substantially equal quarterly installments.
- The Reporting Person's Form 4s subsequent to February 1, 2023 understated the number of shares of Class B common stock held by the Reporting Person by 356 shares, which has been corrected herein.
- Each RSU represents the contingent right to receive one share of the Issuer's Class B common stock. The RSUs vest in ten remaining substantially equal quarterly installments.

Remarks:

/s/ Cara Schembri as Attorney in- fact for Jennifer Y. Hyman 08/04/2023

** 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 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.