

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): September 24, 2025**

**Rent the Runway, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-40958**  
(Commission File Number)

**80-0376379**  
(IRS Employer Identification No.)

**Rent the Runway, Inc.**  
**10 Jay Street**  
**Brooklyn, New York 11201**  
(Address of principal executive offices, including zip code)

**(212) 524-6860**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, \$0.001 par value per share	RENT	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On September 24, 2025, Rent the Runway, Inc. (the “Company”) announced a record date of October 6, 2025 (the “Record Date”) in connection with the previously announced \$12,500,000 rights offering. Under the terms of the rights offering, the Company intends to distribute at no charge to holders of its Class A common stock and Class B common stock as of the close of business on the Record Date, transferable subscription rights to purchase up to an aggregate of 3,063,725 shares of the Company’s Class A common stock, par value \$0.001 per share, at a subscription price of \$4.08 per share. More details of the rights offering will be included in a prospectus supplement to be filed with the U.S. Securities and Exchange Commission when the offering is launched.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale of securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RENT THE RUNWAY, INC.**

By: /s/ Cara Schembri  
Name: Cara Schembri  
Title: Chief Legal & Administrative Officer; Secretary

Dated: September 24, 2025

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