

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> (Last) (First) (Middle) C/O RENT THE RUNWAY, INC. 10 JAY STREET (Street) BROOKLYN NY 11201 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2021		J ⁽¹⁾		1,229,033	D	(1)	0	D	
Common Stock	10/29/2021		J ⁽¹⁾		123,108	D	(1)	0	I	Held by Spouse

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				
Class B Common Stock	(3)	10/29/2021		J ⁽¹⁾		1,099,719		(3)	(3)	Class A Common Stock	1,099,719	(3)	1,099,719	D	
Restricted Stock Units	(2)	10/29/2021		J ⁽¹⁾		129,314		(2)	(2)	Class B Common Stock	129,314	(2)	129,314	D	
Restricted Stock Units	(2)	10/29/2021		M			12,932	(2)	(2)	Class B Common Stock	12,932	(2)	116,382	D	
Class B Common Stock	(3)	10/29/2021		M		12,932		(3)	(3)	Class A Common Stock	12,932	(3)	1,112,651	D	
Class B Common Stock	(3)	10/29/2021		J ⁽¹⁾		123,108		(3)	(3)	Class A Common Stock	123,108	(3)	123,108	I	Held by spouse
Restricted Stock Units	(4)	10/29/2021		A		67,842		(4)	(4)	Class B Common Stock	67,842	(4)	67,842	D	
Restricted Stock Units	(4)	10/29/2021		M		16,961		(4)	(4)	Class B Common Stock	16,961	(4)	50,881	D	
Class B Common Stock	(3)	10/29/2021		M		16,961		(3)	(3)	Class A Common Stock	16,961	(3)	1,129,612	D	
Class B Common Stock	(3)	10/29/2021		F ⁽⁵⁾		7,189		(3)	(3)	Class A Common Stock	7,189	\$21	1,122,423	D	
Stock Option (Right to Buy)	\$2.86	10/29/2021		J ⁽¹⁾		327,128		(6)	12/14/2022	Common Stock	327,128	\$0.00	0	D	
Stock Option (Right to Buy)	\$2.86	10/29/2021		J ⁽¹⁾		327,128		(6)	12/14/2022	Class B Common Stock	327,128	\$0.00	327,128	D	
Stock Option (Right to Buy)	\$2.38	10/29/2021		J ⁽¹⁾		191,812		(6)	01/15/2024	Common Stock	191,812	\$0.00	0	D	
Stock Option (Right to Buy)	\$2.38	10/29/2021		J ⁽¹⁾		191,812		(6)	01/15/2024	Class B Common Stock	191,812	\$0.00	191,812	D	
Stock Option (Right to Buy)	\$7.02	10/29/2021		J ⁽¹⁾		53,421		(6)	05/24/2026	Common Stock	53,421	\$0.00	0	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$7.02	10/29/2021		J ⁽¹⁾		53,421		(6)	05/24/2026	Class B Common Stock	53,421	\$0.00	53,421	D	
Stock Option (Right to Buy)	\$7.66	10/29/2021		J ⁽¹⁾			395,218	(6)	03/01/2027	Common Stock	395,218	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.66	10/29/2021		J ⁽¹⁾		395,218		(6)	03/01/2027	Class B Common Stock	395,218	\$0.00	395,218	D	
Stock Option (Right to Buy)	\$9.89	10/29/2021		J ⁽¹⁾			280,606	(7)	03/07/2028	Common Stock	280,606	\$0.00	0	D	
Stock Option (Right to Buy)	\$9.89	10/29/2021		J ⁽¹⁾		280,606		(7)	03/07/2028	Class B Common Stock	280,606	\$0.00	280,606	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾			514,754	(8)	02/07/2029	Common Stock	514,754	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾		514,754		(8)	02/07/2029	Class B Common Stock	514,754	\$0.00	514,754	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾			603,606	(9)	07/02/2029	Common Stock	603,606	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾		603,606		(9)	07/02/2029	Class B Common Stock	603,606	\$0.00	603,606	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J ⁽¹⁾			1,017,600	(10)	03/24/2031	Common Stock	1,017,600	\$0.00	0	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J ⁽¹⁾		1,017,600		(10)	03/24/2031	Class B Common Stock	1,017,600	\$0.00	1,017,600	D	

Explanation of Responses:

- Immediately prior to the completion of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- Each restricted stock unit ("RSU") represents the contingent right to receive one share of the Issuer's Class B Common Stock. The RSUs vest in 16 substantially equal quarterly installments commencing on February 1, 2022.
- 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.
- Each RSU represents the contingent right to receive one share of the Issuer's Class B Common Stock. The RSUs vest as to 25% upon the Issuer's initial public offering and in 16 substantially equal quarterly installments thereafter. The RSUs have no expiration date.
- These shares were withheld by the Issuer to satisfy the reporting person's tax withholding obligations. Not a market sale. The remaining shares reported herein remain subject to a lock-up agreement with the underwriters for the Issuer's initial public offering.
- The option is fully vested and exercisable.
- The option vests and becomes exercisable as to the underlying shares in 48 substantially equal monthly installments, with the first of such installments vesting on March 1, 2018.
- The option vests and becomes exercisable as to the underlying shares in 48 substantially equal monthly installments, with the first of such installments vesting on March 1, 2019.
- The option vests and becomes exercisable as to 25% of the underlying shares on July 3, 2020 and in 36 substantially equal monthly installments thereafter.
- The option vests and becomes exercisable as to 25% of the underlying shares on March 1, 2022 and in 36 substantially equal monthly installments thereafter.

Remarks:

/s/ Cara Schembri as Attorney-in-fact for Jennifer Y. Hyman 11/02/2021

** 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.

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