

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>Fleiss Jennifer</u> <hr/> (Last) (First) (Middle) <u>C/O RENT THE RUNWAY, INC.</u> <u>10 JAY STREET</u> <hr/> (Street) <u>BROOKLYN NY 11201</u> <hr/> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Common Stock	10/29/2021		J ⁽¹⁾		626,281	D	(1)	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				
Restricted Stock Units	(2)	10/29/2021		J ⁽¹⁾		20,640		(2)	(2)	Class B Common Stock	20,640	(2)	20,640	D	
Class B Common stock	(1)	10/29/2021		J ⁽¹⁾		605,641		(3)	(3)	Class A Common Stock	605,641	(1)	605,641	D	
Restricted Stock Units	(2)	11/01/2021		M			3,440	(2)	(2)	Class B Common Stock	3,440	(2)	17,200	D	
Class B Common stock	(3)	11/01/2021		M		3,440		(3)	(3)	Class A Common Stock	3,440	\$0.00	609,081	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 units ("RSUs") represents a contingent right to receive one share of the Issuer's Class B Common Stock. The RSUs vest in 6 substantially equal quarterly installments commencing on February 1, 2022. The RSUs have no expiration date.
- 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.

Remarks:

/s/ Cara Schembri as Attorney- 11/02/2021
in-fact for Jennifer Fleiss

** 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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