

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0002008023
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Rent the Runway, Inc.
SEC File Number 001-40958
Address of Issuer 10 Jay Street
Suite 900
Brooklyn
NEW YORK
11201
Phone 2125246860
Name of Person for Whose Account the Securities are To Be Sold Zachary B. Phillips

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Class A Common Stock	Morgan Stanley Smith Barney LLC 1 New York Plaza 38th Floor New York NY 10004	317	3487	3516973	05/01/2024	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Date you Nature of Name of Is Date Amount of Date of Nature of

Class	Acquired	Acquisition Transaction	Person from Whom Acquired	this a Gift?	Donor Acquired	Securities Acquired	Payment	Payment *
Class A Common Stock	05/01/2024	Shares acquired upon vesting of restricted stock units awarded under Issuers incentive award plan	Issuer	<input type="checkbox"/>		39	10/28/2021	Services Rendered
Class A Common Stock	05/01/2024	Shares acquired upon vesting of restricted stock units awarded under Issuers incentive award plan	Issuer	<input type="checkbox"/>		469	03/15/2023	Services Rendered
Class A Common Stock	05/01/2024	Shares acquired upon vesting of restricted stock units awarded under Issuers incentive award plan	Issuer	<input type="checkbox"/>		61	07/11/2023	Services Rendered

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Zachary B. Phillips 10 Jay St Suite 900 Brooklyn NY 11201	Class A Common Stock	02/05/2024	275	2669.55
Zachary B. Phillips 10 Jay St Suite 900 Brooklyn NY 11201	Class A Common Stock	03/04/2024	97	729.9

144: Remarks and Signature

Remarks	Shares to be sold to cover withholding taxes upon vesting of restricted stock unit awards. The date of the Rule 10b5-1 sell to cover instruction for the restricted stock units granted on October 28, 2021, March 15, 2023, and July 11, 2023 was August 8, 2022, April 9, 2023 and September 19, 2023, respectively. Amounts in Table I and II have been adjusted to reflect the 1-for-20 reverse stock split that became effective on April 2, 2024. Exhibit 24.1 - Power of Attorney
Date of Notice	05/01/2024
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	09/19/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Cara Schembri as Attorney-in-fact for Zachary B. Phillips

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

FORM 144
POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Rent the Runway, Inc. (the "**Company**"), the undersigned hereby constitutes and appoints the individuals named on **Schedule A** attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned an electronic Notice of Proposed Sale of Securities Pursuant to Rule 144 ("**Form 144**") relating to such sales, in accordance with the requirements of Rule 144 under the Securities Act of 1933, as amended (the "**Securities Act**"); and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144 complete and execute any amendment or amendments thereto, and to timely file the Form 144, and any amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the requirements of Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 144 with respect to the undersigned's transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of April, 2024.

/s/ Zachary B. Phillips

Name: Zachary B. Phillips

Schedule A

**INDIVIDUALS APPOINTED AS ATTORNEY-IN-FACT,
WITH FULL POWER OF SUBSTITUTION AND RESUBSTITUTION**

1. Cara Schembri, Chief Legal & Administrative Officer and Secretary of the Company