

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>KAPLAN BETH J</u> (Last) (First) (Middle) <u>C/O RENT THE RUNWAY, INC.</u> <u>10 JAY STREET</u> (Street) <u>BROOKLYN NY 11201</u> (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 <input type="checkbox"/> 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		C		160,913	A	(1)	368,222	I	See Footnote ⁽³⁾
Common Stock	10/29/2021		J ⁽²⁾		517,562	D	(2)	0	D	
Class A Common Stock	10/29/2021		J ⁽²⁾		517,562	A	(2)	517,562	D	
Common Stock	10/29/2021		J ⁽²⁾		368,222	D	(2)	0	I	See Footnote ⁽³⁾
Class A Common Stock	10/29/2021		J ⁽²⁾		368,222	A	(2)	368,222	I	See Footnote ⁽³⁾

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				
Series D Preferred Stock	(1)	10/29/2021		C			145,701	(1)	(1)	Common Stock	145,701	(1)	0	I	See footnote ⁽³⁾
Series E Preferred Stock	(1)	10/29/2021		C			15,212	(1)	(1)	Common Stock	15,212	(1)	0	I	See footnote ⁽³⁾
Stock Option (Right to Buy)	\$5.1	10/29/2021		J ⁽²⁾			55,167	(4)	03/09/2025	Common Stock	55,167	\$0.00	0	D	
Stock Option (Right to Buy)	\$5.1	10/29/2021		J ⁽²⁾			55,167	(4)	03/09/2025	Class A Common Stock	55,167	\$0.00	55,167	D	

Explanation of Responses:

- The shares of the Issuer's preferred stock had no expiration date and were convertible, at the holder's election, into the Issuer's Common Stock at a conversion ratio of 1-to-1. Upon the closing of the Issuer's initial public offering, each share of preferred stock automatically converted into shares of the Issuer's common stock on a one-for-one basis for no additional consideration.
- Immediately prior to the completion of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class A Common Stock in an exempt transaction pursuant to Rule 16b-7.
- Held directly by Axcel Partners VIII, LLC. The Reporting Person is the managing member of Axcel Partners LLC, and may be deemed to have voting and dispositive power over the shares held by Axcel Partners VIII, LLC.
- The option vests is fully vested and exercisable.

Remarks:

/s/ Cara Schembri as Attorney- 11/02/2021
in-fact for Beth J. Kaplan

** 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.