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

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**SCHEDULE TO**

(Amendment No. 1)  
(Rule 13e-4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

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**RENT THE RUNWAY, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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Options to Purchase Class A Common Stock, Par Value \$0.001 Per Share  
Options to Purchase Class B Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

76010Y103 (Class A Common Stock)  
N/A (Class B Common Stock)  
(CUSIP Number of Class of Securities)

Jennifer Y. Hyman  
Co-Founder, Chief Executive Officer and Chair  
Rent the Runway, Inc.  
10 Jay Street  
Brooklyn, New York 11201  
(212) 524-6860

(Name, Address and Telephone Number of Person Authorized To Receive Notices and Communications on Behalf of the Filing Person)

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*Copy to:*

Marc D. Jaffe, Esq.  
Jenna B. Cooper, Esq.  
Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, New York 10020  
(212) 906-1200

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

**Check the appropriate boxes below to designate any transactions to which the statement relates:**

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

**Check the following box if the filing is a final amendment reporting the results of the tender offer:**

**If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:**

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

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### Explanatory Note

This Amendment No. 1 to Tender Offer Statement on Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) relating to the Offer to Exchange Certain Eligible Outstanding Options for a Number of Replacement Restricted Stock Units, dated June 9, 2023 (the “Offer to Exchange”) by Rent the Runway, Inc., a Delaware corporation (the “Company”), originally filed by the Company with the Securities and Exchange Commission on June 9, 2023.

This Amendment No. 1 is made to amend and supplement Item 12 (Exhibits) of the Schedule TO to update Exhibit (a)(1)(vii) to include the final exchange ratio emailed to eligible service providers (as defined in the Offer to Exchange) on July 7, 2023.

The information in the Schedule TO, including all schedules and annexes to the Schedule TO, which were previously filed with the Schedule TO, is incorporated herein by reference to answer the items required in this Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided in this Amendment No. 1. Except as specifically set forth herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

#### Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by updating Exhibit (a)(1)(vii):

Exhibit Number	Exhibit Description
<a href="#">(a)(1)(vii)</a> <a href="#">107</a>	Form of Email Regarding Final Exchange Ratio <i>Filing Fee Table</i>

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2023

RENT THE RUNWAY, INC.

By: /s/ Jennifer Y. Hyman

Name: Jennifer Y. Hyman

Title: Chief Executive Officer

## FINAL EXCHANGE RATIO

We are sending this e-mail to you to notify you of the final exchange ratio to be used in the Offer to Exchange Certain Eligible Outstanding Options for a Number of Replacement Restricted Stock Units, dated June 9, 2023 (the “Offer to Exchange”).

**Final Exchange Ratio:** Based on a per share stock price of \$1.88, which was the closing price of our Class A common stock on July 7, 2023 and a 20-Day VWAP of \$2.16 ending as of July 7, 2023, the final exchange ratio is 2.5 to 1.0. The same exchange ratio will be applied to all eligible options. In the event that application of the exchange ratio results in a replacement RSU for a fractional share, the number of replacement RSUs will be rounded down to the nearest whole share.

**Illustrative Example:** To determine the number of replacement RSUs you will receive for each Eligible Option (as defined in the Offer to Exchange), divide the number of shares subject to the Eligible Option by the exchange ratio, and round down to the nearest whole share. For example, if you tender for exchange an Eligible Option to purchase 1,000 shares, the exchange ratio is 2.5 to 1.0 ( $= 1,000 \div 2.5$ ) and accordingly you would receive 400 replacement RSUs.

You have until July 10, 2023 at 11:59 PM Eastern Time to make or change your elections on the Option Exchange website. The Option Exchange deadline will be strictly enforced, so we encourage you to give yourself adequate time to make your election if you wish to participate. You can access the Option Exchange website at [www.myoptionexchange.com](http://www.myoptionexchange.com) and follow the directions to make a timely decision. If you have already established your account, login with your password and check your email for the authentication code. If you have not already established your account, please click on “Register as New User”, set your password, and check your email for the authentication code. Simply follow the instructions on the website to access personalized information about your eligible options and how to make, change or withdraw your election before the end of the offering period.

Your participation in the Option Exchange is completely voluntary. You are not obligated to participate in the Option Exchange. Any options you do not elect to surrender for exchange will not be canceled and will remain subject to their present terms.

If you have any questions about the program, please contact [legal@renttherunway.com](mailto:legal@renttherunway.com).

**The Option Exchange is being made pursuant to the terms and conditions set forth in Rent the Runway’s Tender Offer Statement on Schedule TO and the exhibits attached thereto, including the Offer to Exchange Certain Eligible Outstanding Options for a Number of Replacement Restricted Stock Units, filed with the Securities and Exchange Commission, which are available free of charge at <http://www.sec.gov> or on the Option Exchange website located at: [www.myoptionexchange.com](http://www.myoptionexchange.com). You should read these written materials carefully because they contain important information about the Option Exchange, including related risks.**

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**Calculation of Filing Fee Tables**

**FORM SC TO-I/A**  
(Form Type)

**RENT THE RUNWAY, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1 – Transaction Valuation**

	<b>Transaction Valuation</b>	<b>Fee Rate</b>	<b>Amount of Filing Fee</b>
Fees to Be Paid	—	0.01102%(2)	—
Fees Previously Paid	\$ 16,644,412.80(1)		\$ 1,834.21(2)
<b>Total Transaction Valuation</b>	<b>\$ 16,644,412.80(1)</b>		
<b>Total Fees Due for Filing</b>			<b>\$ 1,834.21(2)</b>
<b>Total Fees Previously Paid</b>			<b>\$ 1,834.21(2)</b>
<b>Total Fee Offsets</b>			—
<b>Net Fee Due</b>			—

- (1) Calculated solely for purposes of determining the filing fee. The calculation of the Transaction Valuation assumes that all outstanding options to purchase shares of the Issuer's Class A common stock and Class B common stock, as applicable, that may be eligible for exchange in the offer will be exchanged pursuant to the offer. This calculation assumes options to purchase an aggregate of 3,878,155 shares of the Issuer's Class A common stock and 3,057,017 shares of the Issuer's Class B common stock, having an aggregate value of \$16,644,412.80 based on the average high and low prices of our Class A common stock on June 8, 2023.
- (2) The filing fee of \$1,834.21 was previously paid in connection with the filing of the Tender Offer Statement on Schedule TO on June 9, 2023 by Rent the Runway, Inc. (File No. 005-92995). The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$110.20 per \$1,000,000 of the aggregate amount of the Transaction Valuation. The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.