

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>Highland Management Partners VIII Ltd</u>  (Last) (First) (Middle) <u>C/O HIGHLAND CAPITAL PARTNERS</u> <u>ONE BROADWAY, 16TH FLOOR</u>  (Street) <u>CAMBRIDGE MA 02142</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)  Director <input checked="" type="checkbox"/> 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)		

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		47,885	A	(1)	47,885	I	See Footnotes <sup>(2)(3)(4)</sup>
Common Stock	10/29/2021		J <sup>(5)</sup>		47,885	D	(5)	0	I	See Footnotes <sup>(2)(3)(4)</sup>
Class A Common Stock	10/29/2021		J <sup>(5)</sup>		47,885	A	(5)	47,885	I	See Footnotes <sup>(2)(3)(4)</sup>
Common Stock	10/29/2021		C		1,119,970	A	(1)	1,119,970	I	See Footnotes <sup>(6)(3)(4)</sup>
Common Stock	10/29/2021		J <sup>(5)</sup>		1,119,970	D	(5)	0	I	See Footnotes <sup>(6)(3)(4)</sup>
Class A Common Stock	10/29/2021		J <sup>(5)</sup>		1,119,970	A	(5)	1,119,970	I	See Footnotes <sup>(6)(3)(4)</sup>
Common Stock	10/29/2021		C		3,088,560	A	(1)	3,088,560	I	See Footnotes <sup>(7)(3)(4)</sup>
Common Stock	10/29/2021		J <sup>(5)</sup>		3,088,560	D	(5)	0	I	See Footnotes <sup>(7)(3)(4)</sup>
Class A Common Stock	10/29/2021		J <sup>(5)</sup>		3,088,560	A	(5)	3,088,560	I	See Footnotes <sup>(7)(3)(4)</sup>
Common Stock	10/29/2021		C		847,978	A	(1)	847,978	I	See Footnote <sup>(8)</sup>
Common Stock	10/29/2021		J <sup>(5)</sup>		847,978	D	(5)	0	I	See Footnote <sup>(8)</sup>
Class A Common Stock	10/29/2021		J <sup>(5)</sup>		847,978	A	(5)	847,978	I	See Footnote <sup>(8)</sup>

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 A Preferred Stock	(1)	10/29/2021		C			38,906	(1)	(1)	Common Stock	38,906	(1)	0	I	See Footnotes <sup>(2)(3)(4)</sup>
Series C Preferred Stock	(1)	10/29/2021		C			2,541	(1)	(1)	Common Stock	2,541	(1)	0	I	See Footnotes <sup>(2)(3)(4)</sup>
Series D Preferred Stock	(1)	10/29/2021		C			2,706	(1)	(1)	Common Stock	2,706	(1)	0	I	See Footnotes <sup>(2)(3)(4)</sup>
Series E Preferred Stock	(1)	10/29/2021		C			1,962	(1)	(1)	Common Stock	1,962	(1)	0	I	See Footnotes <sup>(2)(3)(4)</sup>
Series F Preferred Stock	(1)	10/29/2021		C			1,007	(1)	(1)	Common Stock	1,007	(1)	0	I	See Footnotes <sup>(2)(3)(4)</sup>
Series G Preferred Stock	(1)	10/29/2021		C			763	(1)	(1)	Common Stock	763	(1)	0	I	See Footnotes <sup>(2)(3)(4)</sup>

**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 A Preferred Stock	(1)	10/29/2021		C			909,974	(1)	(1)	Common Stock	909,974	(1)	0	I	See Footnotes <sup>(6)</sup> (3)(4)
Series C Preferred Stock	(1)	10/29/2021		C			59,422	(1)	(1)	Common Stock	59,422	(1)	0	I	See Footnotes <sup>(6)</sup> (3)(4)
Series D Preferred Stock	(1)	10/29/2021		C			63,285	(1)	(1)	Common Stock	63,285	(1)	0	I	See Footnotes <sup>(6)</sup> (3)(4)
Series E Preferred Stock	(1)	10/29/2021		C			45,897	(1)	(1)	Common Stock	45,897	(1)	0	I	See Footnotes <sup>(6)</sup> (3)(4)
Series F Preferred Stock	(1)	10/29/2021		C			23,542	(1)	(1)	Common Stock	23,542	(1)	0	I	See Footnotes <sup>(6)</sup> (3)(4)
Series G Preferred Stock	(1)	10/29/2021		C			17,850	(1)	(1)	Common Stock	17,850	(1)	0	I	See Footnotes <sup>(6)</sup> (3)(4)
Series A Preferred Stock	(1)	10/29/2021		C			2,509,453	(1)	(1)	Common Stock	2,509,453	(1)	0	I	See Footnotes <sup>(7)</sup> (3)(4)
Series C Preferred Stock	(1)	10/29/2021		C			163,867	(1)	(1)	Common Stock	163,867	(1)	0	I	See Footnotes <sup>(7)</sup> (3)(4)
Series D Preferred Stock	(1)	10/29/2021		C			174,522	(1)	(1)	Common Stock	174,522	(1)	0	I	See Footnotes <sup>(7)</sup> (3)(4)
Series E Preferred Stock	(1)	10/29/2021		C			126,571	(1)	(1)	Common Stock	126,571	(1)	0	I	See Footnotes <sup>(7)</sup> (3)(4)
Series F Preferred Stock	(1)	10/29/2021		C			64,922	(1)	(1)	Common Stock	64,922	(1)	0	I	See Footnotes <sup>(7)</sup> (3)(4)
Series G Preferred Stock	(1)	10/29/2021		C			49,225	(1)	(1)	Common Stock	49,225	(1)	0	I	See Footnotes <sup>(7)</sup> (3)(4)
Series G Preferred Stock	(1)	10/29/2021		C			847,978	(1)	(1)	Common Stock	847,978	(1)	0	I	See Footnote <sup>(8)</sup>

1. Name and Address of Reporting Person\*

[Highland Management Partners VIII Ltd](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS  
ONE BROADWAY, 16TH FLOOR

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Highland Management Partners VIII Limited Partnership](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS  
ONE BROADWAY, 16TH FLOOR

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Highland Capital Partners VIII-B Limited Partnership](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS  
ONE BROADWAY, 16TH FLOOR

(Street)  
CAMBRIDGE MA 02142

(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>*</sup> <a href="#">Highland Capital Partners VIII-C Limited Partnership</a>		
(Last)	(First)	(Middle)
C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>*</sup> <a href="#">Highland Capital Partners VIII Limited Partnership</a>		
(Last)	(First)	(Middle)
C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>*</sup> <a href="#">Highland Leaders Fund I GP, L.P.</a>		
(Last)	(First)	(Middle)
C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>*</sup> <a href="#">Highland Leaders Fund I GP, LLC</a>		
(Last)	(First)	(Middle)
C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>*</sup> <a href="#">Highland Leaders Fund I, L.P.</a>		
(Last)	(First)	(Middle)
C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

**Explanation of Responses:**

- 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.
- These shares are held of record by Highland Capital Partners VIII-B Limited Partnership ("Highland Capital VIII-B").
- Highland Management Partners VIII Limited ("HMP VIII Ltd") is the general partner of Highland Management Partners VIII Limited Partnership ("HMP VIII LP"), which is the general partner of each of Highland Capital VIII-B, Highland Capital VIII-C and Highland Capital VIII (collectively, the "Highland VIII Funds"). Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder and Corey Mulloy (collectively, the "HMP VIII Directors") are the Directors of HMP VIII Ltd and may be deemed to have voting and dispositive power over the shares held by each of the Highland VIII Funds.
- (continued from footnote 3) Each of the HMP VIII Directors, HMP VIII Ltd and HMP VIII LP disclaims beneficial ownership of the securities held by each of the Highland VIII Funds, except to the extent of their pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
- 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.
- These shares are held of record by Highland Capital Partners VIII-C Limited Partnership ("Highland Capital VIII-C").
- These shares are held of record by Highland Capital Partners VIII Limited Partnership ("Highland Capital VIII").
- These shares are held of record by Highland Leaders Fund I, L.P. ("HLF I"). The general partner of HLF I is Highland Leaders Fund I GP, L.P. ("HLF I GP LP"), whose general partner is Highland Leaders Fund I GP, LLC ("HLF I GP LLC"). Robert Davis, Daniel Nova (a member of the Issuer's board of directors), Paul Maeder, Corey Mulloy and Craig Driscoll (the "HLF I Managing Members") are the Managing Members of HLF I GP LLC and may be deemed to have voting and dispositive power over the shares held by HLF I. Each of HLF I GP LP, HLF I GP LLC, and the HLF I Managing Members disclaims beneficial ownership of the securities held by HLF I, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.

**Remarks:**

Highland Management Partners VIII Limited, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Management Partners VIII Limited Partnership, By: Highland Management Partners VIII Limited, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Capital Partners VIII-B Limited Partnership, By: Highland Management Partners VIII Limited Partnership, By: Highland Management Partners VIII Limited, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Capital Partners VIII-C Limited Partnership, By: Highland Management Partners VIII Limited Partnership, By: Highland Management Partners VIII Limited, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Capital Partners VIII Limited Partnership, By: Highland Management Partners VIII Limited Partnership, By: Highland Management Partners VIII Limited, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Leaders Fund I GP, LLC, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Leaders Fund I GP, L.P., By: Highland Leaders Fund I GP, LLC, By: /s/ Jessica Healey, Authorized Officer 11/02/2021

Highland Leaders Fund I, L.P., By: Highland Leaders Fund I GP, L.P., By: Highland Leaders Fund I GP, LLC, By: /s/ Jessica Healey, Authorized Officer 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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