

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

Rent the Runway, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

80-0376379
(I.R.S. Employer
Identification No.)

10 Jay Street
Brooklyn, New York 11201
Telephone: (212) 524-6860
(Address of principal executive offices) (Zip code)

Rent the Runway, Inc. Amended and Restated 2021 Incentive Award Plan
(Full title of the plans)

Jennifer Y. Hyman, Co-Founder, Chief Executive Officer and Chair
Rent the Runway, Inc.
10 Jay Street
Brooklyn, New York 11201
Telephone: (212) 524-6860
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With copies to:

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

Cara Schembri
Rent the Runway, Inc.
10 Jay Street
Brooklyn, New York 11201
(212) 524-6860

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 18,172,231 shares of the Registrant's Class A common stock that may become issuable pursuant to the Rent the Runway, Inc. Amended and Restated 2021 Incentive Award Plan ("2021 Plan") and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statement on [Form S-8 \(File Nos. 333-260564 and 333-264295\)](#), filed with the Securities and Exchange Commission, relating to the 2021 Plan, are incorporated herein by reference.

| Exhibit Number | Description |
|-----------------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant, dated October 29, 2021 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40958) filed on October 29, 2021) |
| 4.2 | Amended and Restated Bylaws of the Registrant, dated October 29, 2021 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40958) filed on October 29, 2021) |
| 5.1* | Opinion of Latham & Watkins LLP |
| 23.1* | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm |
| 23.2* | Consent of Latham & Watkins LLP (included in Exhibit 5.1) |
| 24.1* | Power of Attorney (included on signature page) |
| 99.1 | Amended and Restated 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1/A (File No. 333-260027), filed on October 18, 2021 with the Commission) |
| 107.1* | Filing Fee Table |

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 13, 2023.

RENT THE RUNWAY, INC.

Date: April 13, 2023

By: /s/ Jennifer Y. Hyman

Jennifer Y. Hyman

Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jennifer Y. Hyman and Scarlett O'Sullivan, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|----------------|
| <u>/s/ Jennifer Y. Hyman</u> Jennifer Y. Hyman | Chief Executive Officer and Director (<i>Principal Executive Officer</i>) | April 13, 2023 |
| <u>/s/ Scarlett O'Sullivan</u> Scarlett O'Sullivan | Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>) | April 13, 2023 |
| <u>/s/ Scott Friend</u> Scott Friend | Lead Independent Director | April 13, 2023 |
| <u>/s/ Jennifer Fleiss</u> Jennifer Fleiss | Director | April 13, 2023 |
| <u>/s/ Tim Bixby</u> Tim Bixby | Director | April 13, 2023 |
| <u>/s/ Melanie Harris</u> Melanie Harris | Director | April 13, 2023 |
| <u>/s/ Beth Kaplan</u> Beth Kaplan | Director | April 13, 2023 |
| <u>/s/ Dan Nova</u> Dan Nova | Director | April 13, 2023 |
| <u>/s/ Gwyneth Paltrow</u> Gwyneth Paltrow | Director | April 13, 2023 |
| <u>/s/ Carley Roney</u> Carley Roney | Director | April 13, 2023 |
| <u>/s/ Mike Roth</u> Mike Roth | Director | April 13, 2023 |

Calculation of Filing Fee Tables
Form S-8
(Form Type)
Rent the Runway, Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1—Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount to be Registered (1) | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------------|---|-----------------------------|-----------------------------|--|----------------------------------|--------------------------|----------------------------|
| Equity | Class A common stock, \$0.001 par value per share | Rule 457(c) and Rule 457(h) | 18,172,231 (2) | \$2.75 (3) | \$49,973,635.25 | \$110.20 per \$1,000,000 | \$5,507.09 |
| Total Offering Amounts | | | | | \$49,973,635.25 | | \$5,507.09 |
| Total Fee Offsets (4) | | | | | | | — |
| Net Fee Due | | | | | | | \$5,507.09 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 18,172,231 shares of Class A common stock that may become issuable under the Rent the Runway, Inc. 2021 Incentive Award Plan (the "2021 Plan") pursuant to the terms of the 2021 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of Rent the Runway, Inc.'s (the "Registrant") Class A common stock as reported on The Nasdaq Stock Market LLC on April 7, 2023.
- (4) The Registrant does not have any fee offsets.

April 13, 2023

Firm/Affiliate Offices

| | |
|--------------|------------------|
| Austin | Milan |
| Beijing | Munich |
| Boston | New York |
| Brussels | Orange County |
| Century City | Paris |
| Chicago | Riyadh |
| Dubai | San Diego |
| Düsseldorf | San Francisco |
| Frankfurt | Seoul |
| Hamburg | Shanghai |
| Hong Kong | Silicon Valley |
| Houston | Singapore |
| London | Tel Aviv |
| Los Angeles | Tokyo |
| Madrid | Washington, D.C. |

Rent the Runway, Inc.
10 Jay Street
Brooklyn, New York 11201

Re: Registration Statement on Form S-8; 18,172,231 shares of Class A Common Stock, par value \$0.001 per share, of Rent the Runway, Inc.

To the addressee set forth above:

We have acted as special counsel to Rent the Runway, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance of up to 18,172,231 shares of the Company's Class A common stock, par value \$0.001 per share (the "Shares"), which may be issued pursuant to the Company's Amended and Restated 2021 Incentive Award Plan (the "2021 Plan"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the "DCGL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2021 Plan assuming that the individual grants or awards under the 2021 Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the 2021 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith) the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Rent the Runway, Inc. of our report dated April 13, 2023 relating to the financial statements for the year ended January 31, 2023, which appears in Rent the Runway, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2023.

/s/ PricewaterhouseCoopers LLP
New York, New York
April 13, 2023