

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>O'Sullivan Scarlett</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	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		J ⁽¹⁾		161,009	D	(1)	0	D	
Class A Common Stock	10/29/2021		J ⁽¹⁾		161,009	A	(1)	161,009	D	
Class A Common Stock	10/29/2021		A		67,842 ⁽²⁾	A	(2)	228,851	D	
Class A Common Stock	10/29/2021		P		1,500	A	\$21	1,500	I	Held by spouse
Class A Common Stock	10/29/2021		P		1,500	A	\$21	1,500	I	Held by child

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				
Stock Option (Right to Buy)	\$5.1	10/29/2021		J ⁽¹⁾			335,552	(3)	09/27/2025	Common Stock	335,552	\$0.00	0	D	
Stock Option (Right to Buy)	\$5.1	10/29/2021		J ⁽¹⁾		335,552		(3)	09/27/2025	Class A Common Stock	335,552	\$0.00	335,552	D	
Stock Option (Right to Buy)	\$7.66	10/29/2021		J ⁽¹⁾		173,479		(3)	08/21/2027	Common Stock	173,479	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.66	10/29/2021		J ⁽¹⁾		173,479		(3)	08/21/2027	Class A Common Stock	173,479	\$0.00	173,479	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾		25,000		(4)	08/16/2029	Common Stock	25,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.01	10/29/2021		J ⁽¹⁾		25,000		(4)	08/16/2029	Class A Common Stock	25,000	\$0.00	25,000	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J ⁽¹⁾		502,000		(5)	03/24/2031	Common Stock	502,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J ⁽¹⁾		502,000		(5)	03/24/2031	Class A Common Stock	502,000	\$0.00	502,000	D	

Explanation of Responses:

- 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.
- Includes 50,881 RSUs, each of which represents a contingent right to receive one share of the Issuer's Class A Common Stock. The RSUs vest as to 25% upon the Issuer's initial public offering and in 16 substantially equal quarterly installments thereafter. The RSUs have no expiration date.
- The option is fully vested and exercisable.
- The option vests and becomes exercisable as to 25% of the underlying shares on July 3, 2020 and in 36 substantially equal monthly installments thereafter.
- The option vests and becomes exercisable as to 25% of the underlying shares on March 1, 2022 and in 36 substantially equal monthly installments thereafter.

Remarks:

/s/ Cara Schembri as Attorney-
in-fact for Scarlett O'Sullivan

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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