

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).

<b>1. Name and Address of Reporting Person*</b> <u>Steinberg Larry</u> (Last) (First) (Middle) C/O RENT THE RUNWAY, INC. 10 JAY STREET (Street) BROOKLYN NY 11201 (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Rent the Runway, Inc. [ RENT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Technology Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 10/29/2021	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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		23,744	A	(1)	122,162	D	
Common Stock	10/29/2021		J <sup>(2)</sup>		122,162	D	(2)	0	D	
Class A Common Stock	10/29/2021		J <sup>(2)</sup>		122,162	A	(2)	122,162	D	

**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 G Preferred Stock	(2)	10/29/2021		C			23,744	(1)	(1)	Common Stock	23,744	(1)	0	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J <sup>(2)</sup>			237,400	(3)	03/24/2031	Common Stock	237,400	\$0.00	0	D	
Stock Option (Right to Buy)	\$6.76	10/29/2021		J <sup>(2)</sup>		237,400		(3)	03/24/2031	Class A Common Stock	237,400	\$0.00	237,400	D	

**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.
- 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.
- 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 Larry Steinberg 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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