SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

1. Name and Address of Reporting Person [*] Wainwright Julie		J Person [*]	2. Issuer Name and Ticker or Trading Symbol TheRealReal, Inc. [REAL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					Director Officer (give title	10% Owner Other (specify			
				X	below)	below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Chief Executiv	,			
C/O THEREAI	LREAL		05/12/2021		Chief Executiv	e onicei			
55 FRANCISC	O STREET								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable			
SAN	0.41.22		X	Form filed by One Re	porting Person				
FRANCISCO CA 94133		94133			Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)							

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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	05/12/2021		S ⁽¹⁾		27,133	D	\$14.79 ⁽²⁾	3,067,880	D	
Common Stock	05/12/2021		S ⁽¹⁾		31,867	D	\$15.53 ⁽³⁾	3,036,013	D	
Common Stock	05/12/2021		S ⁽¹⁾		1,000	D	\$16.51 ⁽⁴⁾	3,035,013	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	1	1	1												
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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D)	rities lired r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		te Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Amount of Securities Diderlying Derivative Security (Instr. 5) B and 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				

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 11, 2020, as amended.

2. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$14.28 to \$15.2799. Reporting Person undertakes to provide TheRealReal, Inc., any security holder of TheRealReal, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.

3. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$15.28 to \$16.2799. Reporting Person undertakes to provide TheRealReal, Inc., any security holder of The Real Real, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.

4. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$16.33 to \$17.3299. Reporting Person undertakes to provide TheRealReal, Inc., any security holder of TheRealReal, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.

Dry Matt Custles For Julia	
<u>By: Matt Gustke For: Julie</u>	05/13/2021
<u>Wainwright</u>	00/10/2021

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.