

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

[0001573221](#)

Name of Issuer

TheRealReal, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

X Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

X None

Entity Type

X Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

TheRealReal, Inc.

Street Address 1

55 FRANCISCO STREET

City

SAN FRANCISCO

State/Province/Country

CALIFORNIA

Street Address 2

SUITE 600

ZIP/PostalCode

94133

Phone Number of Issuer

800-215-0566

3. Related Persons

Last Name

Wainwright

First Name

Julie

Middle Name

Street Address 1

55 Francisco Street

Street Address 2

Suite 600

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94133

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

Gustke

First Name

Matt

Middle Name

Street Address 1

55 Francisco Street

Street Address 2

Suite 600

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94133

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kingdon	Mark	
Street Address 1	Street Address 2	
8501 SW 52nd Avenue		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33143
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Ibrahim	Maha	
Street Address 1	Street Address 2	
2765 Sand Hill Road		
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94025
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Schilling	Mathias	
Street Address 1	Street Address 2	
600 Montgomery Street	43rd Floor	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94111
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Desai	Keval	
Street Address 1	Street Address 2	
2710 Sand Hill Road		
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94025
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Ringo	Cynthia	
Street Address 1	Street Address 2	
One Montgomery Street	Suite 2375	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Newton	Willis	H.
Street Address 1	Street Address 2	
55 Francisco Street	Suite 600	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94133

**Relationship:** Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kumin	Michael	
Street Address 1	Street Address 2	
One Liberty Square		
City	State/Province/Country	ZIP/PostalCode
Boston	MASSACHUSETTS	02109

**Relationship:** Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Baird	Chip	
Street Address 1	Street Address 2	
767 Fifth Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10153

**Relationship:** Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Barry	Henry	V.
Street Address 1	Street Address 2	
1001 Page Mill Road	Bldg 1	
City	State/Province/Country	ZIP/PostalCode
Palo Alto	CALIFORNIA	94304

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	<input checked="" type="checkbox"/> Other
Energy	Other Real Estate	
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		

Oil & Gas  
Other Energy

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-06-21 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient  
Citigroup Global Markets Inc.  
(Associated) Broker or Dealer X None  
None

Recipient CRD Number None  
7059  
(Associated) Broker or Dealer CRD Number X None  
None

**Street Address 1**

**Street Address 2**

390- 388 Greenwich Street

City  
New York

State/Province/Country  
NEW YORK

ZIP/Postal Code  
10013-2396

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States Foreign/non-US

NEW YORK

**13. Offering and Sales Amounts**

Total Offering Amount \$114,579,929 USD or Indefinite  
Total Amount Sold \$114,579,929 USD  
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Amount sold includes cancellation of principal and interest of outstanding convertible promissory notes.

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

20

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$3,449,999 USD Estimate  
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
TheRealReal, Inc.	Henry V. Barry	Henry V. Barry	Secretary	2018-07-31

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.