SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
MB Number:	3235-0287

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

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).
--	---

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

1. Name and Address of Reporting Person [*] <u>Kumin Michael Andrew</u>		,	2. Issuer Name and Ticker or Trading Symbol TheRealReal, Inc. [REAL]		5. Relationship of Reporting Person(s) to Issu (Check all applicable) X Director 10% Own				
	(First) HILL PARTNE		3. Date of Earliest Transaction (Month/Day/Year) 11/11/2020		Officer (give title below)	Other (specify below)			
200 CLARENDON STREET, 29TH FLOOR		I, 291H FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) BOSTON MA 02116				X	Form filed by One Reporting Person				
		02116	_		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)	if any						Securities Beneficially	Form: Direct	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Comm	on Stock	11/11/2020		J ⁽¹⁾		137,824	A	\$0.00	182,404	D ⁽²⁾	

	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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date Amount of		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				

Explanation of Responses:

1. Represents shares received in a pro rata in-kind distribution of Common Stock for no value by Great Hill Equity Partners V, LP.

2. Includes 54,203 shares held of record by TOF Capital, which is controlled by the reporting person.

<u>/s/ John S. Dwyer, as attorney-</u> <u>in-fact for Michael Andrew</u> <u>11/13/2020</u>

** 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.