FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
|-------------|------|-------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| 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. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* Lo Steve Ming | | | | | | | | | | | | | | | | eck all applic Directo Officer | ationship of Reportin k all applicable) Director Officer (give title | | 10% Ow Other (s | vner | |
|---|-----------------|------------------|--|-----------|---|---|--|----------------|--------------------------|--|--|----------------------|---|--|---|--|---|-----------------------------------|---|------|--|
| (Last) (First) (Middle) C/O THEREALREAL 55 FRANCISCO STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/26/2020 | | | | | | | | | | below) | vP, Corporate Controller | | | | | |
| (Street) SAN FRANC (City) | | | 94133 (Zip) | | 4. 1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Line | dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| | | Tab | le I - Non | -Deriv | ativ | e Se | curit | ies Ac | quired | l, Dis | pos | sed of | f, or Be | ene | ficiall | y Owned | | | | | |
| """ [| | | 2. Transaction Date (Month/Day/Year) | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Cod | Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5) | | | | Securitie Beneficia | 5. Amount of Securities Beneficially Owned Following | | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | Cod | v | An | nount | (A) (D) | or | Price | Transact (Instr. 3 | ction(s) | | | (Instr. 4) | | |
| Common | nmon Stock 05/2 | | | 05/2 | 6/2020 | | | | М | | | 10,000 | | | \$2.56 | 5 53, | 3,000 | | D | | |
| Common | Stock | | | 05/2 | 6/202 | 20 | | | S ⁽¹⁾ | | | 10,000 |) [| | \$13.5 | 5 43, | ,000 | 00 D | | | |
| Common | Stock | | | 05/2 | 6/202 | 20 | | | М | | | 6,250 | A | | \$7.64 | 49, | 49,250 D | | | | |
| Common | Stock | | | 05/2 | 6/202 | 20 | | | S ⁽¹⁾ | | | 6,250 | Γ | | \$13 | 43, | ,000 | D | | | |
| | | - | Γable II - I (| | | | | es Acquarrants | | | | | | | | Owned | | | | | |
| | | Transa Code (| | tion of E | | Expirati | Date Exercisable and xpiration Date flonth/Day/Year) | | | 7. Title a of Secur Underlyi Derivativ (Instr. 3 a | ities ng re Se and 4 | curity) nount | 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) | | | | |

Explanation of Responses:

\$7.64

Incentive Stock Option

(right to buy) Incentive Stock Option

(right to buy)

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2019, as amended.

Code

M

M

(A) (D)

10,000

6,250

2. This option vests 25% on September 26, 2017, and then in 36 substantially equal monthly installments thereafter, subject to the reporting person's continuous service as of each vesting date and subject to acceleration upon certain events

Date Exercisable

(2)

(3)

Expiration Date

10/27/2026

12/05/2028

Title

Stock

Stock

3. This option vests in 48 substantially equal monthly installments beginning on January 5, 2019, subject to the reporting person's continuous service as of each vesting date and subject to acceleration upon certain events.

05/28/2020 By: Matt Gustke For: Steve Lo

** Signature of Reporting Person Date

of Shares

10,000

6,250

\$0.0

\$0.0

52,000

18,750

D

D

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).

05/26/2020

05/26/2020

** 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.