| SEC Form 4 | |
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FORM 4

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

OMB APPROVAL

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

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

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol TheRealReal, Inc. [REAL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|------------|----------|--|--|-------------------------------------|--------------------------|--|--|--|
| <u>Bjork Fredrik</u> | | | | | Director | 10% Owner | | | |
| | | | | x | Officer (give title below) | Other (specify below) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | Chief Technology | Officer | | | |
| C/O THE REAL | REAL, INC. | | 07/22/2019 | | 8 | | | | |
| 55 FRANCISCO STREET, SUITE 600 | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 07/24/2019 | 6. Individual or Joint/Group Filing (Check Applica Line) | | | | | |
| SAN | СА | 94133 | | X | Form filed by One Report | ting Person | | | |
| FRANCISCO | | 94155 | | | Form filed by More than (Person | 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) | | | 4. Securities A Disposed Of (5) | | | 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) | | (11501.4) |
| Common Stock | 07/22/2019 | | A | | 20,000 ⁽¹⁾ | Α | \$ <mark>0</mark> | 122,402 | 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. Transa Code (8) | | 5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and | ve es d ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | te of Securities | | 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 | | | | |
| Stock Option (right to buy) | \$24.79 | 07/22/2019 | | A | | 36,364 | | (1) | 07/22/2029 | Common Stock | 36,364 | \$0 | 36,364 | D | |

Explanation of Responses:

1. This Form 4 amendment is being filed to correct the vesting schedule in footnote 1 of the original Form 4 filed on July 24, 2019, to read as follows: These restricted stock units and this option each vest quarterly over four years, subject to the reporting person's continuous service as of each vesting date and subject to acceleration upon certain events.

<u>/s/ Dana DuFrane, attorney-in-</u> fact <u>08/01/2019</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.

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