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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 11)1

Rent-A-Center, Inc. (Name of Issuer)

Common Stock, \$0.01 par value per share (Title of Class of Securities)

76009N100 (CUSIP Number)

GLENN W. WELLING ENGAGED CAPITAL, LLC 610 Newport Center Drive, Suite 250 Newport Beach, California 92660 (949) 734-7900

STEVE WOLOSKY

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

Name Address and Telephone Number.

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 25, 2018 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\S\S 240.13d-1(e)$, 240.13d-1(f) or 240.13d-1(g), check the following box \square .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTI	NG PERSON		
	Engaged Capital Flagship Master Fund, LP			
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □	
3	SEC USE ONLY	EC USE ONLY		
4	SOURCE OF FUNDS WC			
5	CHECK BOX IF DIS 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION		
	CAYMAN ISLANDS			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY	8	2,519,969 SHARED VOTING POWER		
EACH	0	SHARED VOTING FOWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2,519,969		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,519,969			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	4.7%			
14	TYPE OF REPORTIN	NG PERSON		
	PN			

1	NAME OF REPORTI	NG PERSON		
	Engaged Capita	l Co-Invest V, LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a)			
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	WC			
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □			
	2(e)			
6	CITIZENSHIP OR PI	ACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		2,703,611		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
	10	2,703,611 SHARED DISPOSITIVE POWER		
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11	ACCDECATE AMOI	- 0 - JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AMO	ONI BENEFICIALLI OWNED BI EACH REFORTING FERSON		
12	2,703,611	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ш	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	5.1%			
14	TYPE OF REPORTIN	IG PERSON		
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1	NAME OF REPORT	TING PERSON		
	Engaged Capital Co-Invest V-A, LP			
2		tal Co-Invest V-A, LP ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
2	CHECK THE APPR	(a) △ (b) □		
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS			
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF	DELAWARE	COLE MOTING DOMED		
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		3,390,148		
OWNED BY	8	SHARED VOTING POWER	_	
EACH				
REPORTING		-0-		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		3,390,148		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,390,148			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.3%			
14	TYPE OF REPORT	ING PERSON		
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1	NAME OF REPORT	TING PERSON		
	Engaged Conit	tal Flagship Fund, LP		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		2,519,969		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2,519,969		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12	2,519,969 CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
14	4.7% TYPE OF REPORTI	NG PERSON		
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1	NAME OF REPORT	TING DED SON		
1	NAIVIE OF REFORTING FERSON			
	Engaged Capi	ital Flagship Fund, Ltd.		
2	CHECK THE APPR	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNI	JS		
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	2(e)			
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NUMBER OF	7	SOLE VOTING POWER		
SHARES	,	SOLE VOTINGTOWER		
BENEFICIALLY		2,519,969		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2,519,969		
	10	SHARED DISPOSITIVE POWER		
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		- 0 -		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12	2,519,969 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
12	CHECK BOX IF II	TE AUGREGATE AMOUNT IN KOW (11) EXCLUDES CERTAIN SHAKES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	4.7%			
14	TYPE OF REPORT	ING PERSON		
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1	NAME OF REPORT	TING DED SON		
1	NAME OF KEPOKI	IINU FERSUN		
	Engaged Capit	tal LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
			(a) ⊠ (b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	SOURCE OF FUND	03		
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5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
	CITIZENICIUD OD F	N A CE OF ODG ANIZATION		
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		8,983,609		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING				
PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
TERSON WITH		SOLL DISTOSITIVE TOWER		
		8,983,609		
	10	SHARED DISPOSITIVE POWER		
11	A CORECATE AND	- 0 -		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	8,983,609			
12				
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	16.8%			
14	TYPE OF REPORTI	ING PERSON		
17	THE OF REPORT	110 1 LAOO11		
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1	NAME OF REPORT	TING PERSON		
	Engaged Conit	al Holdings, LLC		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
			(b) 🗆	
3	SEC USE ONLY	SEC USE ONLY		
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4	SOURCE OF FUNDS			
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5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
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NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		8,983,609		
OWNED BY	8	SHARED VOTING POWER		
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REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		8,983,609		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	8,983,609			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	16.00/			
14	16.8% TYPE OF REPORTI	NG PERSON		
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1	NAME OF REPORT	TIME DEDCOM	
1	NAME OF REPOR	TING PERSON	
	Glenn W. Wel	lling	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	(a) (b)		
			(6) 🗆
3	SEC USE ONLY		
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4	SOURCE OF FUNI	DS	
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5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHID OD	PLACE OF ORGANIZATION	
U U	CITIZENSHIF OK	FLACE OF ORGANIZATION	
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NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		8,983,609	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		8,983,609	
	10	SHARED DISPOSITIVE POWER	
	10	SHARED DISTOSITIVE FOWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,983,609		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	DED CENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
13	FERCENT OF CLA	ASS REFRESENTED DI AMMUNITIN KOW (11)	
	16.8%		
14	TYPE OF REPORT	TING PERSON	
	IN		

1	NAME OF REPORT	ING PERSON	
	Cl.: 1 D	TT 4.1.1	
2	Christopher B.	DPRIATE BOX IF A MEMBER OF A GROUP	() 57
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
			(0) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
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5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
3	2(e)	DELOSURE OF LEGAL FROCEEDINGS IS REQUIRED FORSOANT TO THEM 2(u) OR	Ш
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	1101		
NUMBER OF	USA 7	SOLE VOTING POWER	
NUMBER OF SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		14,265*	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		14,265*	
	10	SHARED DISPOSITIVE POWER	
	10	SHARED DISI OSHTVE I OWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	14,265*	E A CORECATE AMOUNT BUROW (11) EVOLUDES CERTARISMADES	
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%*		
14	Less than 1%* TYPE OF REPORTIN	NG PERSON	

^{*} Consists of Shares underlying certain Director Deferred Stock Units awarded to Mr. Hetrick in his capacity as a director of the Issuer. Each Director Deferred Stock Unit represents the right to receive one Share upon the termination of Mr. Hetrick's service as a director of the Issuer.

The following constitutes Amendment No. 11 to the Schedule 13D filed by the undersigned ("Amendment No. 11"). This Amendment No. 11 amends the Schedule 13D as specifically set forth herein.

Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended to add the following:

On May 25, 2018, Engaged Capital and certain of its affiliates (collectively, "Engaged") entered into a letter agreement (the "Letter Agreement") with the Issuer in connection with that certain Cooperation Agreement (as defined and described in Amendment No. 9 to the Schedule 13D) between Engaged and the Issuer. In accordance with the Cooperation Agreement, Engaged proposed Carol McFate to be nominated for election to the Board of Directors (the "Board") at the 2018 annual meeting of stockholders (the "2018 Annual Meeting") and the Board confirmed her qualifications to serve on the Board. In light of the Board's continuing review of strategic and financial alternatives to maximize stockholder value, Engaged elected to waive, pursuant to the Letter Agreement, its right under the Cooperation Agreement to put forth Ms. McFate as a potential director nominee for election at the 2018 Annual Meeting. In exchange for the waiver, at any time prior to the termination of the Cooperation Agreement, Engaged may put forth Ms. McFate (or another individual) as a potential director nominee for election or appointment to the Board. For the avoidance of doubt, nothing in the Letter Agreement affects Engaged's rights with respect to proposing the seventh member of the Board pursuant to the Cooperation Agreement in the event that the size of the Board is increased to seven directors during the term of the Cooperation Agreement.

The foregoing description of the Letter Agreement is qualified in its entirety by reference to the Letter Agreement, which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5(a) and (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 53,414,526 Shares outstanding as of April 30, 2018, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 3, 2018.

As of the date hereof, Engaged Capital Flagship Master beneficially owned 2,519,969 Shares, constituting approximately 4.7% of the Shares outstanding. Each of Engaged Capital Fund and Engaged Capital Offshore, as feeder funds of Engaged Capital Flagship Master, may be deemed to beneficially own the 2,519,969 Shares owned by Engaged Capital Flagship Master, constituting approximately 4.7% of the Shares outstanding.

As of the date hereof, Engaged Capital Co-Invest V beneficially owned 2,703,611 Shares, constituting approximately 5.1% of the Shares outstanding.

As of the date hereof, Engaged Capital Co-Invest V-A beneficially owned 3,390,148 Shares, constituting approximately 6.3% of the Shares outstanding.

As of the date hereof, 369,881 Shares were held in the Engaged Capital Account, constituting less than 1% of the Shares outstanding.

Engaged Capital, as the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the 8,983,609 Shares owned in the aggregate by Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital, may be deemed to beneficially own the 8,983,609 Shares owned in the aggregate by Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital Account, constituting approximately 16.8% of the Shares outstanding. Mr. Welling, as the Founder and CIO of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the 8,983,609 Shares owned in the aggregate by Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital Account, constituting approximately 16.8% of the Shares outstanding.

As of the date hereof, Mr. Hetrick may be deemed to beneficially own 14,265 Shares, consisting of Director Deferred Stock Units representing the right to receive Shares upon the termination of his service as a director, constituting less than 1% of the Shares outstanding.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(c) There have been no transactions in the securities of the Issuer by the Reporting Persons during the past 60 days.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.</u>

Item 6 is hereby amended to add the following:

On May 25, 2018, Engaged and the Issuer entered into the Letter Agreement as defined and described in Item 4 above and attached as Exhibit 99.1 hereto.

Item 7. <u>Material to be Filed as Exhibits.</u>

Item 7 is hereby amended to add the following exhibit:

99.1 Letter Agreement, dated May 25, 2018.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 25, 2018

Engaged Capital Flagship Master Fund, LP

By: Engaged Capital, LLC

General Partner

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Co-Invest V, LP

By: Engaged Capital, LLC

General Partner

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Co-Invest V-A, LP

By: Engaged Capital, LLC

General Partner

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Flagship Fund, LP

By: Engaged Capital, LLC

General Partner

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Flagship Fund, Ltd.

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Director

Engaged Capital, LLC

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Holdings, LLC

By: /s/ Glenn W. Welling

Name: Glenn W. Welling Title: Sole Member

/s/ Glenn W. Welling

Glenn W. Welling

/s/ Christopher B. Hetrick

Christopher B. Hetrick