

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

RENT-A-CENTER, INC.

(Name of Registrant as Specified in Its Charter)

ENGAGED CAPITAL FLAGSHIP MASTER FUND, LP
ENGAGED CAPITAL CO-INVEST V, LP
ENGAGED CAPITAL CO-INVEST V-A, LP
ENGAGED CAPITAL FLAGSHIP FUND, LP
ENGAGED CAPITAL FLAGSHIP FUND, LTD.
ENGAGED CAPITAL, LLC
ENGAGED CAPITAL HOLDINGS, LLC
GLENN W. WELLING
JEFFREY J. BROWN
MITCHELL E. FADEL
CHRISTOPHER B. HETRICK

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Engaged Capital, LLC, together with the other participants named herein (collectively, “Engaged Capital”), has made a definitive filing with the Securities and Exchange Commission of a proxy statement and accompanying **BLUE** proxy card to be used to solicit votes for the election of Engaged Capital’s slate of highly qualified director nominees to the Board of Directors of Rent-A-Center, Inc., a Delaware corporation (the “Company”), at the Company’s upcoming 2017 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof.

On June 8, 2017, Engaged Capital issued the following press release:



ALL ENGAGED CAPITAL NOMINEES RESOUNDINGLY ELECTED TO THE BOARD OF RENT-A-CENTER

- *Jeffrey J. Brown, Mitchell E. Fadel, and Christopher B. Hetrick elected to the Board of RCII at annual meeting of stockholders.*
- *Engaged Capital thanks fellow stockholders for unequivocal mandate for change.*
- *Board must adopt a strategy that creates the optimal risk-adjusted outcome for all stockholders after all options are thoroughly explored.*

Newport Beach, CA, June 8, 2017 /Business Wire/ - Engaged Capital, LLC (together with its affiliates, “Engaged Capital”), an investment firm specializing in enhancing the value of small and mid-cap North American equities with a 20.5% economic exposure to Rent-A-Center, Inc. (“RCII” or the “Company”) (NASDAQ:RCII), announced today that preliminary results show that all three Engaged Capital nominees, Jeffrey J. Brown, Mitchell E. Fadel, and Christopher B. Hetrick, were overwhelmingly elected to RCII’s board of directors (the “Board”) at the 2017 Annual Meeting of Stockholders (the “Meeting”) held today.

“The preliminary results of today’s vote represent a clear mandate from stockholders and an unequivocal endorsement of Engaged Capital’s campaign. The Board must adopt a strategy that creates the optimal risk-adjusted outcome for all stockholders after all options are thoroughly explored. We thank Rent-A-Center stockholders for their overwhelming support and look forward to working constructively with the Board to forge a new path that will create value for all stockholders. While it is unfortunate that we had to pursue a proxy contest to provide a voice for stockholders, we believe that the result of the Meeting delivered a clear and unambiguous message to the Board,” said Glenn W. Welling, Chief Investment Officer of Engaged Capital.

About Engaged Capital:

Engaged Capital, LLC (“Engaged Capital”) was established in 2012 by a group of professionals with significant experience in activist investing in North America and was seeded by Grosvenor Capital Management, L.P., one of the oldest and largest global alternative investment managers. Engaged Capital is a limited liability company owned by its principals and formed to create long-term shareholder value by bringing an owner’s perspective to the managements and boards of undervalued public companies. Engaged Capital’s efforts and resources are dedicated to a single investment style, “Constructive Activism” with a focus on delivering superior, long-term, risk-adjusted returns for investors. Engaged Capital is based in Newport Beach, California.

SOURCE: Engaged Capital, LLC

Investors:

Saratoga Proxy Consulting LLC
John Ferguson / Joe Mills
(212) 257-1311 or (888) 368-0379
Info@saratogaproxy.com

Media Contact:

Bayfield Strategy, Inc.
Riyaz Lalani
(416) 907-9365
rlalani@bayfieldstrategy.com