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. 5)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 of Person
Authorized to Receive Notices and Communications)

April 17, 2017
(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

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*).

CUSIP No. 76009N100

1 NAME OF REPORTING PERSON	
Engaged Capital Flagship Master Fund, LP	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
	(b) L
3 SEC USE ONLY	
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4 SOURCE OF FUNDS	
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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
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6 CITIZENSHIP OR PLACE OF ORGANIZATION	
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NUMBER OF 7 SOLE VOTING POWER	
SHARES	
BENEFICIALLY 2,519,969 OWNED BY 8 SHARED VOTING POWER	
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 AMOUNT 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 CLASS REPRESENTED BY AMOUNT IN ROW (11)	
4.7%	
14 TYPE OF REPORTING PERSON	
11 TE OF REPORTING PERSON	

CUSIP No. 76009N100

1	NAME OF REPORTI	NG PERSON	
	Engaged Capita	l Co-Invest V, LP	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	5	
	THIC.		
5	WC CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,	JOHN TOWER	
BENEFICIALLY		2,703,611	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		2,703,611	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
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1.4	5.1%	IC DEDCOM	
14	TYPE OF REPORTIN	NG PEKSUN	
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1	NAME OF REPORTI	ING PERSON	
	Engaged Capita	al Co-Invest V-A, LP	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
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4	SOURCE OF FUNDS		
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5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	DEL ALIA DE		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER	
SHARES	/	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 AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П
1-		THOUSE THE THEORY IN NOW (II) ENGLODED CENTRIN OTHERED	_
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	6.4%		
14	TYPE OF REPORTIN	NG PERSON	
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1	NAME OF REPORTI	ING PERSON	
	Engaged Capita	ıl Flagship Fund, LP	
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	5	
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NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		2,519,969	
OWNED BY	8	SHARED VOTING POWER	
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REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
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		2,519,969	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
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14	4.7% TYPE OF REPORTIN	NC DEDCON	
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1	NAME OF REPORTI	ING PERSON	
	Engaged Capita	al Flagship Fund, Ltd.	
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	5	
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5	OO CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
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	CAYMAN ISL		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		2,519,969	
OWNED BY	8	SHARED VOTING POWER	
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REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		2,519,969	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	CHECK BOX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
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14	4.7% TYPE OF REPORTIN	NC DEDCOM	
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1	NAME OF REPORTI	NG PERSON		
	Engaged Capita	ıl. LLC		
2	CHECK THE APPRO	PPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS	5		
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		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	8,983,609 SHARED VOTING POWER		
EACH	0	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		8,983,609		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	8,983,609			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
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	16.9%			
14	TYPE OF REPORTIN	NG PERSON		
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1	NAME OF REPORTI	ING PERSON	
	Engaged Capita	al Holdings, LLC	
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
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4	SOURCE OF FUNDS		
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5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	DELAWARE		
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	
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11	ACCDECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AMO	UNI DENEFICIALLI OWNED DI EACH REFORTING FERSON	
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12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	16.9%		
14	TYPE OF REPORTIN	NG PERSON	
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1	NAME OF REPORTI	NG PERSON	
	Glenn W. Wellin	ng	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
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5	OO IE DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO ITEM 2(II) OR	Ш
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
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	USA		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		8,983,609	
OWNED BY	8	SHARED VOTING POWER	
EACH	0	SHAKED VOTING POWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		8,983,609	_
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,983,609		
12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	16.9%		
14	TYPE OF REPORTIN	IC DEDSON	
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1	NAME OF REPOR	RTING PERSON		
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	Jeffrey J. Bro		(-) 🔽	
2	CHECK THE APP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \Box		
3	SEC USE ONLY			
4	SOURCE OF FUN	SOURCE OF FUNDS		
5	CHECK BOX IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	0	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
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	10	SHARED DISPOSITIVE POWER		
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11	AGGKEGALE AM	IOUNT DENEFICIALLY OWNED BY EACH KEPUKTING PERSUN		
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12	-	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORT	TING PERSON		
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1	NAME OF REPORT	ING PERSON		
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	William K. But			
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠		
3	SEC USE ONLY			
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4	SOURCE OF FUND	S		
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
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MIMPED OF	USA 7	COLE MOTING POWER		
NUMBER OF SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
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REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
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	10	SHARED DISPOSITIVE POWER		
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11	AGGREGALE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORTI	NG PERSON		
	IN			
	1			

1	NAME OF REPORT	ING PERSON		
	Mitchell E. Fad	lel		
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS	5		
5	CHECK BOX IF DIS 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER - 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH	0	SIMILED VOINGTOWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORTIN	NG PERSON		
	IN			

1	NAME OF REPORTI	ING PERSON	
	Christopher B.	Hetrick	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) 🗆
2	CECLICE ONLY		
3	SEC USE ONLY		
4	SOURCE OF FUNDS	5	
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
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6	CITIZENSHID OD DI	LACE OF ORGANIZATION	
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	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	- 0 -	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П
14	CHECK BUX IF THE	AGGREGATE AMOUNT IN ROW (11) EACLUDES CERTAIN SHARES	Ш
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTIN	NG PERSON	
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	l IN		

1	NAME OF REPORTING PERSON		
	Caval A. MaEata		
	Carol A. McFate		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \Box		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH	8	SHARED VOTING POWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
1210011 11111	3	SOLE BISTOSTITY ETOWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	_
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12	CHECK DOA IF THE AGGREGATE AMOUNT IN ROW (11) EACLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%		
14	TYPE OF REPORTING PERSON		
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CUSIP No. 76009N100

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 2. <u>Identity and Background</u>.

Item 2 is hereby amended to add the following:

In connection with Engaged Capital Flagship Master's withdrawal of William K. Butler as a nominee for election at the Issuer's 2017 annual meeting of stockholders (the "Annual Meeting"), Mr. Butler shall cease to be a party to that certain Joint Filing and Solicitation Agreement as described in Amendment No. 2 to the Schedule 13D and shall cease to be a Reporting Person immediately upon the filing of this Amendment No. 5 to the Schedule 13D.

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

Item 4 is hereby amended to add the following:

On April 17, 2017, Engaged Capital Flagship Master withdrew its nomination of William K. Butler for election as a director at the Annual Meeting. To the extent that it remains the case that the terms of three (3) directors currently serving on the Issuer's Board of Directors expire at the Annual Meeting, Engaged Capital Flagship Master will withdraw one (1) of its remaining four (4) nominees prior to the filing of its definitive proxy statement.

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

Item 6 is hereby amended as follows:

On March 27, 2017, that certain Consulting Agreement (as defined and described in Amendment No. 2 to the Schedule 13D) between Engaged Capital Flagship Master and Mitchell E. Fadel was terminated.

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: April 17, 2017

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

Individually and as attorney-in-fact for Jeffrey J. Brown, William K. Butler, Mitchell E. Fadel, Christopher B. Hetrick and Carol A. McFate