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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):
February 27, 2018**

Rent-A-Center, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38047
(Commission
File Number)

45-0491516
(IRS Employer
Identification No.)

5501 Headquarters Drive
Plano, Texas 75024
(Address of principal executive offices, including zip code)

(972) 801-1100
(Registrant's telephone number including area code)

Not Applicable
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-14(c) under the Exchange Act (17 CFR 240.13e-14(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

As previously disclosed, Rent-A-Center, Inc. (the “Company”) entered into a Cooperation Agreement, dated as of February 5, 2018, with 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 and Glenn W. Welling (the “Cooperation Agreement”). On February 27, 2018, pursuant to the terms of the Cooperation Agreement, the Company entered into an Amendment No. 1 to Rights Agreement (the “Amendment”) with American Stock Transfer & Trust Company, LLC (the “Rights Agent”), which amended the Company’s existing Rights Agreement, dated as of March 28, 2017, between the Company and the Rights Agent (the “Rights Agreement”). The Amendment accelerated the expiration date of the Rights Agreement from March 28, 2020 to February 27, 2018, such that, as of the close of business on February 27, 2018, the preferred share purchase rights (the “Rights”) established by the Rights Agreement expired, were no longer outstanding and the Rights Agreement was effectively terminated. This termination of the Rights Agreement was in advance of the Company’s commitment to hold a stockholder vote regarding the Rights Agreement at its annual meeting of stockholders to be held in 2018.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is provided herewith as Exhibit 4.1, and the Cooperation Agreement and Rights Agreement included as exhibits in Item 9.01 of this Current Report on Form 8-K, each of which is incorporated into this Item 1.01 by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 1.02 by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

Following the expiration of the Rights and effective termination of the Rights Agreement on February 27, 2018, the Company filed a Certificate of Elimination on February 28, 2018 with the Secretary of State of the State of Delaware (the “Certificate of Elimination”), which certificate removed from the Company’s certificate of incorporation, as amended, the designation of certain shares of its preferred stock as Series D Preferred Stock, which shares of Series D Preferred Stock were authorized solely in connection with the adoption of the Rights Agreement. As a result of the filing of the Certificate of Elimination, all shares of preferred stock designated as Series D Preferred Stock were eliminated and returned to the status of authorized but unissued shares of preferred stock, without designation as to series.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Elimination, a copy of which is provided herewith as Exhibit 3.1 and incorporated into this Item 3.03 by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth under Item 3.03 of this Current Report on Form 8-K is incorporated into this Item 5.03 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1*	Certificate of Elimination, dated February 28, 2018
4.1*	Amendment No. 1 to Rights Agreement, dated February 27, 2018, between Rent-A-Center, Inc. and American Stock Transfer & Trust Company, LLC
4.2	Rights Agreement, dated as of March 28, 2017, between Rent-A-Center, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated herein by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K, dated as of March 25, 2017)
10.1	Cooperation Agreement, dated February 5, 2018, by and among Rent-A-Center, Inc., 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 and Glenn W. Welling (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K, dated as of February 5, 2018)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 28, 2018

RENT-A-CENTER, INC.

By: /s/ Dawn M. Wolverton
Dawn M. Wolverton
Vice President — Assistant General Counsel
and Secretary

**CERTIFICATE OF ELIMINATION
OF
SERIES D PREFERRED STOCK
OF
RENT-A-CENTER, INC.**

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), Rent-A-Center, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. Pursuant to Section 151 of the DGCL and authority granted in the Certificate of Incorporation of the Corporation (the "Charter"), as theretofore amended, the Board of Directors (the "Board") of the Corporation, by resolution authorized a series of preferred stock of the Corporation designated as Series D Preferred Stock, par value \$0.01 per share (the "Series D Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on March 29, 2017, filed a Certificate of Designation (the "Certificate of Designation") with respect to such Series D Preferred Stock in the office of the Secretary of State of the State of Delaware. This Certificate of Elimination is being filed in connection with the Corporation's termination of that certain Rights Agreement entered into by and between the Corporation and American Stock Transfer & Trust Company, LLC, dated as of March 28, 2017 (the "Rights Agreement").

2. Pursuant to the provisions of Section 151(g) of the DGCL, the Board adopted the following resolutions, which resolutions remain in full force and effect as of the date hereof:

RESOLVED FURTHER, that the Series D Preferred Stock of the Corporation was authorized solely in connection with the Rights Agreement, and no shares of Series D Preferred Stock have been issued.

RESOLVED FURTHER, that the Corporation be, and hereby is, authorized and directed to file with the Secretary of State of the State of Delaware a certificate (the "Certificate of Elimination") containing these resolutions, with the effect under the DGCL of eliminating from the Corporation's Certificate of Incorporation all matters set forth in the Certificate of Designation for the Series D Preferred Stock.

RESOLVED FURTHER, that the officers of the Corporation are, and each of them hereby is, authorized and directed, for and on behalf of the Corporation and in its name, to execute and file the Certificate of Elimination and at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the DGCL.

3. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series D Preferred Stock in the Charter are hereby eliminated, and the shares that were designated to such series are hereby returned to the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series.

[Signature Page Follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer, as of the 28th day of February, 2018.

RENT-A-CENTER, INC.

By: /s/ Dawn M. Wolverton
Name: Dawn M. Wolverton
Title: Vice President – Assistant General
Counsel and Secretary

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This AMENDMENT NO. 1 TO RIGHTS AGREEMENT (this "Amendment"), between Rent-A-Center, Inc., a Delaware corporation (the "Corporation"), and American Stock Transfer & Trust Company, LLC (the "Rights Agent") is made effective as of February 27, 2018 (the "Effective Date").

RECITALS

WHEREAS, the Corporation and the Rights Agent are parties to that certain Rights Agreement, dated as of March 28, 2017 (the "Rights Agreement");

WHEREAS, the Board of Directors of the Corporation has determined to amend the Rights Agreement and, in furtherance thereof, the Corporation desires to enter into this Amendment pursuant to which the Rights Agreement will be amended to accelerate the Final Expiration Date, effectively terminating the Rights Agreement; and

WHEREAS, in accordance with Section 27 of the Rights Agreement, at any time prior to the Distribution Date, the Corporation may, in its sole and absolute discretion, and the Rights Agent shall if the Corporation so directs, supplement or amend any provision of the Rights Agreement, in any respect without the consent or approval of any holders of Rights or Common Stock.

AMENDMENT

NOW, THEREFORE, in consideration of the premises and of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Amendment of Rights Agreement. Clause (i) of Section 7(a) of the Rights Agreement is hereby amended and restated in its entirety to read as follows:

“(i) the close of business on February 27, 2018 (the "Final Expiration Date”),”

2. Amendment of Exhibits. The exhibits to the Rights Agreement shall be deemed to be restated to reflect this Amendment, including all conforming changes.

3. Effect of Amendment. This Amendment will be deemed an amendment to the Rights Agreement and will become effective on the Effective Date. In the event of a conflict or inconsistency between this Amendment and the Rights Agreement and the exhibits thereto, the provisions of this Amendment will govern.

4. Governing Law. This Amendment, shall be governed by and construed in accordance with the laws of the State of Delaware, in accordance with the laws of such state applicable to contracts made and to be performed entirely within such state.

5. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument. A signature to this Amendment transmitted electronically shall have the same authority, effect and enforceability as an original signature.

6. Capitalized Terms. Capitalized terms used herein and not otherwise defined shall have the meaning set forth in the Rights Agreement.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the Effective Date.

RENT-A-CENTER, INC.

By: /s/ Dawn M. Wolverton
Name: Dawn M. Wolverton
Title: Vice President – Assistant General Counsel and
Secretary

AMERICAN STOCK TRANSFER & TRUST COMPANY,
LLC

By: /s/ Michael A. Nespoli
Name: Michael A. Nespoli
Title: Executive Director