
**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):
December 21, 2017**

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 8.01 Other Events.Declassification of Board of Directors.

On December 21, 2017, Rent-A-Center, Inc. (the “Company”) issued a press release announcing its Board of Directors intention to submit a proposal to the Company’s stockholders at its 2018 Annual Meeting of Stockholders to amend the Company’s certificate incorporation to effect a declassification of its Board of Directors such that all directors will stand for election on an annual basis. A copy of the press release is attached to this Current Report on Form 8-K as [Exhibit 99.1](#).

Revised Date for Submitting Stockholder Proposals

The Company previously disclosed in its definitive proxy statement relating to the Company’s 2017 Annual Meeting of Stockholders (the “2017 Proxy Statement”) that stockholders must present proposals for possible inclusion in the proxy statement related to the 2018 annual stockholders meeting by no later than December 25, 2017. The Company has subsequently determined that the 2017 Proxy Statement was released to the public three days later than anticipated at the time of its filing and, as a result, the Company has extended the date upon which stockholder proposals for possible inclusion into the proxy statement relating to the 2018 annual stockholders meeting can be submitted to no later than December 28, 2017. Stockholders are instructed to direct any proposals, as well as related questions, to Corporate Secretary, Rent-A-Center, Inc., 5501 Headquarters Drive, Plano, Texas 75024.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on December 21, 2017 by Rent-A-Center, Inc.

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.

RENT-A-CENTER, INC.

Date: December 21, 2017

By: /s/ Dawn M. Wolverton

Dawn M. Wolverton

Vice President — Assistant General Counsel and Secretary

FOR IMMEDIATE RELEASE

**RENT-A-CENTER ANNOUNCES PROPOSAL TO
DECLASSIFY BOARD OF DIRECTORS**

PLANO, Texas – December 21, 2017 – Rent-A-Center, Inc. (NASDAQ/NGS: RCII) (“Rent-A-Center” or the “Company”), a leader in the rent-to-own industry, today announced that its Board of Directors has voted unanimously to submit a proposal to the Company’s stockholders at its 2018 Annual Meeting of Stockholders (the “2018 Annual Meeting”) to amend Rent-A-Center’s certificate of incorporation such that all directors will stand for election on an annual basis. Rent-A-Center’s directors are currently divided into three classes, with the members of each class serving staggered three-year terms so that one-third of the Board seats are up for election each year.

To facilitate the declassification of the Board in a timely matter (following approval by the stockholders to amend the Company’s certificate of incorporation), each current director has committed to tender his resignation following the 2018 Annual Meeting if he is a member of the Board at that time, and each such director will subsequently be reappointed to the Board by the remaining members of the Board. The result of these actions will be that each member of the Rent-A-Center Board will serve a one-year term following the Company’s 2018 Annual Meeting, and will stand for election annually, beginning at the Company’s 2019 Annual Meeting of Stockholders.

In connection with such announcement, Engaged Capital, the Company’s largest stockholder, issued the following statement: “Engaged Capital fully supports the declassification of Rent-A-Center’s Board and the corresponding resolution. We applaud the new Board’s proactive decision to announce further shareholder friendly actions following their decision to explore strategic alternatives. It is clear the Board realizes robust corporate governance practices, including strong and independent oversight, are and will continue to be important contributors to enhancing shareholder value at RCII.”

The amendment to the Company’s certificate of incorporation permitting the declassification of the Board of Directors will require the approval of stockholders representing at least 80% of all shares of the Company’s common stock entitled to vote on the declassification amendment.

The proposal for the Board’s declassification plan will be detailed in Rent-A-Center’s 2018 proxy statement, which will be filed in advance of the 2018 Annual Meeting. The 2018 Annual Meeting is expected to take place on June 5, 2018.

This press release is being provided for informational purposes only and does not constitute the solicitation of any vote for approval of any transaction or proposal.

About Rent-A-Center, Inc.

A rent-to-own industry leader, Plano, Texas-based, Rent-A-Center, Inc., is focused on improving the quality of life for its customers by providing them the opportunity to obtain ownership of high-quality, durable products such as consumer electronics, appliances, computers, furniture and accessories, under flexible rental purchase agreements with no long-term obligation. The Company owns and operates stores in the United States, Mexico, Canada and Puerto Rico, and Acceptance NOW kiosk locations in the United States and Puerto Rico. Rent-A-Center Franchising International, Inc., a wholly owned subsidiary of the Company, is a national franchiser of rent-to-own stores operating under the trade names of “Rent-A-Center,” “ColorTyme,” and “RimTyme.” For additional information about the Company, please visit our website at www.rentacenter.com.

Contacts**Investors:**

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