

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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)

**November 13, 2013 (November 8, 2013)**

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**RENT-A-CENTER, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-25370**  
(Commission File Number)

**45-0491516**  
(IRS Employer Identification  
No.)

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

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

**N/A**  
(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 (see General Instruction A.2. below):

- 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-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 8, 2013, Mark E. Speese, co-founder of Rent-A-Center, Inc. (the "Company"), informed the Company that he will be retiring from his position as Chief Executive Officer, effective January 31, 2014.

The Board of Directors of the Company (the "Board") has selected Robert D. Davis, the Company's current Executive Vice President - Finance, Chief Financial Officer and Treasurer, to become Chief Executive Officer of the Company, beginning February 1, 2014. Mr. Davis's selection as Chief Executive Officer of the Company is the outcome of the succession planning initiatives over the past three years by Mr. Speese and the Board. Mr. Davis also has been elected to the Board, effective immediately, to serve as a Class I director until the Company's next annual meeting of stockholders at which Class I directors are elected. Mr. Davis has not currently been appointed to any standing committee of the Board.

Mr. Speese will continue in his role as Chairman of the Board. Mitchell E. Fadel, the Company's President and Chief Operating Officer, has relinquished his Board seat, effective immediately, thereby maintaining the Board's number of non-independent directors at its present level of two. Mr. Fadel's resignation from the Board is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, or practices. Mr. Fadel has notified the Company that he intends to remain with the Company in his current executive roles.

Mr. Davis, 42, having joined the Company in 1993, has served as the Company's Executive Vice President - Finance since February 2008, as the Company's Senior Vice President - Finance from September 1999 until February 2008, as the Company's Chief Financial Officer since March 1999, and as the Company's Treasurer since January 1997. From September 1998 until September 1999, Mr. Davis served as the Company's Vice President - Finance and Treasurer. Mr. Davis holds both a Bachelor's Degree in Accounting and an Executive MBA from Southern Methodist University in Dallas, Texas.

Michael S. Wilding, the Company's current Senior Vice President - Accounting and Global Controller, will serve as Interim Chief Financial Officer, beginning February 1, 2014. Mr. Wilding, 46, has served as the Company's Senior Vice President - Accounting and Global Controller since August 2011, as the Company's Chief Procurement Officer and Vice President - Accounting from December 2009 until August 2011 and Vice President - Accounting from September 2007 until December 2009. From September 1992 to September 2007, Mr. Wilding was with Grant Thornton LLP and served in a variety of leadership positions during his 15 years with this firm through the date of his departure in September 2007.

There are no arrangements or understandings between Messrs. Davis or Wilding and any other person pursuant to which Mr. Davis was appointed as Chief Executive Officer of the Company or director or Mr. Wilding was appointed as Interim Chief Financial Officer of the Company, respectively; there are no transactions in which Messrs. Davis or Wilding has an interest requiring disclosure under Item 404(a) of Regulation S-K; and there are no family relationships between Messrs. Davis or Wilding and any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer.

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Mr. Speese will be entitled to receive compensation for his service as Chairman of the Board in an amount consistent with the compensation paid to non-employee directors of the Company, as described in the Company's Proxy Statement for the 2013 Annual Meeting of Stockholders plus, as recognition of the unique value that he brings to the Company, \$125,000 per year. In addition, during the one-year period beginning February 1, 2014, Mr. Speese will also be entitled to continued medical benefits.

In connection with the election of Mr. Davis as Chief Executive Officer of the Company, Mr. Davis and the Company have agreed that Mr. Davis's annual base salary will be \$750,000, and Mr. Davis will be eligible to participate in the Company's annual cash bonus and equity compensation programs. Mr. Davis's target annual cash bonus will be 100% of his annual base salary. Mr. Davis's target annual equity compensation will be 200% of his annual base salary and shall be paid consistent with the equity compensation paid to executive officers of the Company, as described in the Company's Proxy Statement for the 2013 Annual Meeting of Stockholders.

**Item 8.01 Other Events.**

On November 13, 2013, the Company issued a press release announcing the management succession addressed in Item 5.02 of this Current Report on Form 8-K. A copy of this press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

99.1 Press Release issued on November 13, 2013 by Rent-A-Center, Inc.

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**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: November 13, 2013

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

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on November 13, 2013 by Rent-A-Center, Inc.

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For Immediate Release:

**RENT-A-CENTER ANNOUNCES MANAGEMENT SUCCESSION  
MARK E. SPEESE TO RETIRE AS CEO EFFECTIVE JANUARY 31, 2014  
ROBERT D. DAVIS NAMED CEO-DESIGNATE**

**PLANO, Texas, November 13, 2013** — Rent-A-Center, Inc. (the “Company”) (NASDAQ/NGS: RCII) announced today that Mark E. Speese, co-founder of the Company, has decided to retire from his position as Chief Executive Officer, effective January 31, 2014, after twenty-seven years of service.

The Company also announced that the Board of Directors (the “Board”) has selected Robert D. Davis, the Company’s current Chief Financial Officer, to become Chief Executive Officer on February 1, 2014. Mr. Davis also has been elected to the Company’s Board, effective immediately.

Mr. Speese will continue in his role as Chairman of the Company’s Board of Directors, and J.V. Lentell, the Lead Director of the Board, will relinquish that role on January 31, 2014, while remaining as a director. Mitchell E. Fadel, the Company’s President and Chief Operating Officer, while maintaining that position, has relinquished his Board seat, effective immediately, thereby maintaining the Board’s number of non-independent directors at its present level of two.

Mr. Speese commented, “This transition is a major strategic step in our ongoing management succession process that the Board has been implementing for the past few years. I have worked very closely with Robert for the past twenty years and have absolute confidence in his ability to lead the Company. He has been instrumental in our success and understands all aspects of our business. As the Company continues to move into an exciting new phase of its development, the timing is right for me to pass the baton, and I am confident Robert Davis is the ideal person for the job.”

Mr. Davis added, “I am excited to be given this opportunity and would like to thank the Board and Mark for their confidence in me. Mark has been an exceptional leader for the Company, and I am honored to succeed him as CEO. I am also particularly pleased that Mark will continue to serve as Chairman and that we will continue to benefit from his involvement with the Company. It will be a great help towards ensuring a successful transition.”

Mr. Davis has served as the Company’s Executive Vice President — Finance since February 2008 and has served as the Company’s Chief Financial Officer since March 1999.

The Lead Director of the Board, Mr. Lentell, stated, “The Board looks forward with confidence to the Company’s future under the leadership and vision of Robert Davis. His selection from within our ranks is a testament to the management leadership of Mark Speese in the development of executive talent, and the ongoing multi-year effort of both management and the Board to augment the Company’s management strength through both internal development and external additions.”

Mr. Lentell further stated, “Mark Speese’s dedication and contributions to the Company from its inception have been keys to our success. We are fully supportive and totally prepared for this decision on his part, and are pleased with Mark’s continuing involvement with the Board.”

The Company also announced that Michael S. Wilding, the Company’s current Senior Vice President — Accounting and Global Controller, will serve as Interim Chief Financial Officer, effective February 1, 2014.

Rent-A-Center, Inc., headquartered in Plano, Texas, is the largest rent-to-own operator in North America, focused on improving the quality of life for its customers by providing them the opportunity to obtain ownership of high-quality, durable goods such as consumer electronics, appliances, computers, furniture and accessories, under flexible rental purchase agreements with no long-term obligation. The Company owns and operates approximately 3,140 stores in the United States, Canada, Mexico and Puerto Rico, and approximately 1,255 RAC Acceptance kiosk locations in the United States and Puerto Rico. Rent-A-Center Franchising International, Inc. (previously ColorTyme, Inc.), a wholly owned subsidiary of the Company, is a national franchiser of approximately 215 rent-to-own stores operating under the trade name of “Rent-A-Center” or “ColorTyme.”

*This press release includes forward-looking statements. These statements may relate to, among other things, expectations regarding future financial performance. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “will,” “would,” “expect,” “intend,” “should,” “anticipate” or “believe,” or the negative thereof or variations thereon or similar terminology. Although the Company believes the expectations reflected in such forward-looking statements are accurate, there can be no assurance that these expectations will occur. The Company’s actual future performance could differ materially from such statements due to a number of factors and uncertainties, including, but not limited to, the risks detailed from time to time in the reports filed by the Company with the U.S. Securities and Exchange Commission, including but not limited to, its annual report on Form 10-K for the year ended December 31, 2012 and its quarterly report on Form 10-Q for the quarter ended September 30, 2013. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. Except as required by law, the Company is not obligated to publicly release any revisions to these forward-looking statements to reflect the events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.*

**Contact for Rent-A-Center, Inc.:**

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