

**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)
November 8, 2017**

RENT-A-CENTER, INC.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-38047

(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)).

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.

On November 8, 2017, the Board of Directors (the “Board”) of Rent-A-Center, Inc. (the “Company”) sent a letter to Vintage Capital Management, LLC (“Vintage”) responding to a conditional, non-binding proposal made by Vintage (the “Vintage Proposal”) to acquire all of the outstanding shares of the Company. The Company received the Vintage Proposal following its October 30, 2017 announcement regarding the Board’s decision to initiate a strategic and financial alternatives review. A copy of the letter from the Board to Vintage is attached to this Current Report on Form 8-K as Exhibit 99.1.

There can be no assurance that the Board’s exploration of strategic and financial alternatives will result in any particular action or any transaction being pursued, entered into or consummated, or the timing of any action or transaction.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Letter from Rent-A-Center Board of Directors to Vintage Capital Management, LLC, dated November 8, 2017.

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 8, 2017

By: /s/ Dawn M. Wolverson
Dawn M. Wolverson
Vice President – Assistant General Counsel and Secretary

November 8, 2017

Mr. Brian R. Kahn
Vintage Capital Management, LLC
4705 S. Apopka Vineland Road, Suite 206
Orlando, FL 32819

Dear Brian:

The Rent-A-Center Board of Directors is in receipt of your letter of November 3, 2017.

As stated in the Company's October 30, 2017 press release, the Board remains committed to exploring a broad range of strategic and financial alternatives and ensuring a fair and impartial process to all parties that have expressed an interest in the Company to date, or that may do so in the future. The Board appreciates Vintage's interest in the Company and looks forward to additional dialogue. Given the early stage of the strategic review and the level of inbound interest from other parties, we do not believe it is in the best interests of our stockholders to enter into an exclusivity agreement with Vintage at this time.

Should you have any additional questions, please do not hesitate to contact JPMorgan which is acting as the Company's financial advisor throughout this process.

Sincerely,

The Rent-A-Center Board of Directors

Cc: Dawn M. Wolverton, Esq.
Vice President - Assistant General Counsel & Secretary
Rent-A-Center, Inc.