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. 7)1

Rent-A-Center, Inc. (Name of Issuer)

<u>Common Stock, \$0.01 par value per share</u>
(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)

<u>June 8, 2017</u>
(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*).

	T		
1	NAME OF REPORT	ING PERSON	
_		al Flagship Master Fund, LP	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
3	SEC USE ONLY		
3	SEC USE ONLI		
4	SOURCE OF FUND	S	
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e)	CLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FORSOAIVE TO THEM 2(tt) OR	Ш
	=(c)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	CAYMAN ISL	ANDS	
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,	SOLE VOTING TOWER	
BENEFICIALLY		2,519,969	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	_
TERSON WITH	9	SOLE DISPOSITIVE POWER	
		2,519,969	
	10	SHARED DISPOSITIVE POWER	
11	ACCDECATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AWO	UNI BENEFICIALLI OWNED BI EACH REPORTING PERSON	
	2,519,969		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
15	PERCENT OF CLAS	DO MERMESENTED DI AMMOUNT IN KOW (II)	
	4.7%		
14	TYPE OF REPORTI	NG PERSON	
	DNI		
	PN		

1	NAME OF DEPORT	INC DEDCOM		
1	NAME OF REPORT	ING PERSON		
	Engaged Capit	al Co-Invest V, LP		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)		
	CHECK THE AFFIX	OFRIATE BOATF A MILWIDER OF A GROUP	(a) □ (b) ⊠	
			(0) 🖴	
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	WC			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENCIIID OD D	LACE OF ORGANIZATION		
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	-			
BENEFICIALLY		2,703,611		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		0.500.044		
	10	2,703,611		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-	
	2,703,611			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	F 10/			
14	5.1% TYPE OF REPORTI	MC DEDCON		
14	I YPE OF REPORTI	ING PERSOIN		
	PN			
II .	1 11			

1	NAME OF REPORT	ING PERSON	
	Engaged Conit	al Ca Invest V A I D	
2		al Co-Invest V-A, LP OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
_			(b) ⊠
3	SEC USE ONLY		
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF SHARES	7	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	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2 200 4 40		
12	3,390,148 CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
		, ,	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
15		20 121 122 21 11 10 011 11 110 11 (11)	
1.4	6.4% TYPE OF REPORTE	MC DEDCON	
14	I YPE OF KEPORII	ING PERSOIN	
	PN		

1	NAME OF REPORT	TING PERSON	
		al Flagship Fund, LP	
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5	OO CHECK BOX IF DIS 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		2,519,969	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER - 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		2,519,969	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	2,519,969	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK DOX IF IH	E AGGREGATE AMOUNT IN ROW (II) EACLUDES CERTAIN SHARES	ш
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	4.7%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF REPORT	TING PERSON	
	Engaged Conit	tal Flagship Fund, Ltd.	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) ⊠
3	SEC USE ONLY		
3	SEC OSE OIVET		
	COLIDCE OF FUND		
4	SOURCE OF FUND	5	
	00		
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(0)		
	CITIZENCIUD OD D	N. A.C.F. O.F. O.B.C. A.N.I.Z.A.T.I.O.N.	
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION	
	CAYMAN ISI		_
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		2,519,969	
OWNED BY	8	SHARED VOTING POWER	-
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		2,519,969	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2.510.000		
12	2,519,969 CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
			_
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
15	I LICENT OF CLA	THE RESERVED DT AMOUNT IN NOW (II)	
14	4.7%	NG PERGON	
14	TYPE OF REPORTI	NG PERSUN	
	CO		

1	NAME OF REPORT	TING PERSON	
	Engaged Capit		
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUND	os —	
5	OO OO	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e)	SCEOSORE OF LEGAL PROCEEDINGS IS REQUIRED PORSOANT TO THEM 2(a) OR	Ш
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION	
	DEL AMA DE		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER	
SHARES	·		
BENEFICIALLY OWNED BY	8	8,983,609 SHARED VOTING POWER	
EACH	0	SHARED VOTING FOWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		8,983,609	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,983,609		
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	16.9%		
14	TYPE OF REPORTI	ING PERSON	
	00		
	1 00		

1	NAME OF REPORT	TING PERSON	
	Engaged Capit	ral Holdings II C	
2		tal Holdings, LLC OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
_			(b) ⊠
3	SEC USE ONLY		
3	SEC USE ONLY		
4	SOURCE OF FUND		
	00		
5	CHECK BOX IF DIS 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF SHARES	7	SOLE VOTING POWER	
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	
11	AGGREGATE AMO	- 0 - DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	8,983,609	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX II. III	LE MOGREOME AMOUNT IN NOW (11) EACEUDES CERTAIN SHARES	
12	DED CENTE OF CLAS	CC DEDDECEMBED DV AMOUNT IN DOW (44)	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	16.9%		
14	TYPE OF REPORTI	NG PERSON	
	00		

1	NAME OF REPORT	ING PERSON	
	Glenn W. Welli		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUNDS	S	
	00		
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	T	
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		8,983,609	
OWNED BY	8	SHARED VOTING POWER	
EACH			
		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		8 083 600	
	10		
_		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,983,609		
12	CHECK BOX IF TH	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	
	IN		
REPORTING PERSON WITH 11 12 13	8,983,609 CHECK BOX IF THE PERCENT OF CLAS	SOLE DISPOSITIVE POWER 8,983,609 SHARED DISPOSITIVE POWER - 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES SS REPRESENTED BY AMOUNT IN ROW (11)	

1	NAME OF REPORT	ING PERSON	
	Jeffrey J. Brow	70	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5	CHECK BOX IF DIS 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER - 0 -	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER - 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPORTI	NG PERSON	

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

1	NAME OF REPORT	TING PERSON	
	Christopher B		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUND	os — — — — — — — — — — — — — — — — — — —	
5	CHECK BOX IF DI 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION	
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER	
PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	-
TEROOT WITH			
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13		SS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORT	ING PERSON	
	IN		

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned ("Amendment No. 7"). This Amendment No. 7 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 the election of Jeffrey J. Brown, Mitchell E. Fadel and Christopher B. Hetrick to the Board of Directors of the Issuer (the "Board") at the 2017 annual meeting of stockholders held on June 8, 2017 (the "Annual Meeting"), as described in further detail in Item 4 below, Messrs. Brown and Fadel are no longer members of the Section 13(d) group and shall cease to be Reporting Persons immediately upon the filing of this Amendment No. 7. The remaining Reporting Persons will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Joint Filing Agreement, as further described in Item 6.

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

Item 4 is hereby amended to add the following:

According to the preliminary voting results from the Annual Meeting, all three of Engaged Capital's director nominees, Jeffrey J. Brown, Mitchell E. Fadel and Christopher B. Hetrick, were resoundingly elected to the Board by the Issuer's stockholders.

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

Item 6 is hereby amended to add the following:

On June 8, 2017, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons who will remain Reporting Persons subsequent to this Amendment No. 7 agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of the Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. <u>Material to be Filed as Exhibits</u>.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement, dated June 8, 2017.

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: June 8, 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

/s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Holdings, LLC

By: /s/ Glenn W. Welling

Glenn W. Welling Name: Title: Sole Member

/s/ Glenn W. Welling

Glenn W. Welling

Individually and as attorney-in-fact for Jeffrey J. Brown, Mitchell E. Fadel

and Christopher B. Hetrick

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the common stock, \$0.01 par value per share, of Rent-A-Center, Inc., a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: June 8, 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

/s/ Christopher B. Hetrick

Christopher B. Hetrick