

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14D-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 5)

RENT-A-CENTER, INC.
(Name of Subject Company (Issuer))

RENT-A-CENTER, INC. (ISSUER)
(Names of Filing Persons (Identifying Status as Offeror,
Issuer or Other Person))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

76009N 10 0
(CUSIP Number of Class of Securities)

MARK E. SPEESE
CHAIRMAN OF THE BOARD AND
CHIEF EXECUTIVE OFFICER
5700 TENNYSON PARKWAY
THIRD FLOOR
PLANO, TEXAS 75024
TELEPHONE: (972) 801-1100
(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copy to:
THOMAS W. HUGHES, ESQ.
WINSTEAD SECHREST & MINICK P.C.
1201 ELM STREET
5400 RENAISSANCE TOWER
DALLAS, TEXAS 75270
TELEPHONE: (214) 745-5201

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$145,200,000	\$11,747

*Calculated solely for the purpose of determining the amount of the filing fee, based upon the purchase of 2,200,000 shares of common stock, par value \$0.01 per share, at the maximum tender offer price of \$66.00 per share.

**Previously paid.

[] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: _____ Filing Party: _____

Form or Registration No.: _____ Date Filed: _____

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO/A

This Amendment No. 5 to Tender Offer Statement on Schedule TO relates to the offer by Rent-A-Center, Inc., a Delaware corporation, to purchase up to 2,200,000 shares, or such lesser number of shares as are properly tendered, of its common stock, \$0.01 par value per share, at a price not greater than \$66.00 nor less than \$60.00 per share, net to the seller in cash, without interest, as specified by stockholders tendering their shares. Rent-A-Center's offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 28, 2003, and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the tender offer. This Amendment No. 5 amends and supplements the statement on Schedule TO originally filed on April 28, 2003, and amended in certain respects on May 2, May 6, May 9 and May 13, 2003. This Amendment No. 5 to Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

On May 28, 2003, Rent-A-Center, Inc. announced the closing of the refinancing of its senior credit facilities. The closing of this transaction is a condition to the obligation of Rent-A-Center to accept for payment, purchase or pay for any shares tendered in the tender offer. Accordingly, Rent-A-Center has filed this Amendment No. 5 to reflect the effect of this closing on the conditions of the offer.

The responses to the items of the Schedule TO filed April 28, 2003, as amended May 2, May 6, May 9 and May 13, 2003, are hereby supplemented as follows.

- Item 1. Summary Term Sheet.
- Item 4. Terms of the Transaction.

On May 28, 2003, we announced that we had closed the refinancing of our senior credit facilities; we previously announced the closing of the sale of \$300 million in principal amount of our senior subordinated notes. The financing condition to the tender offer, which required that we complete the refinancing and increasing of the credit facilities and the sale of the senior subordinated notes, has therefore been satisfied. The tender offer remains subject to certain other conditions.

Exhibits.

- (a)(1)(i) Offer to Purchase, dated April 28, 2003.
- (a)(1)(ii) Letter of Transmittal.
- (a)(1)(iii) Letter to Stockholders, dated April 28, 2003.
- (a)(1)(iv) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(v) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(vi) Letter to Participants in Our 401(k) Plan.
- (a)(5)(i) Press Release, dated April 25, 2003, Rent-A-Center, Inc. Announces Plan to Refinance Its Senior Debt and Repurchase Shares.
- (a)(5)(ii) Press Release, dated April 25, 2003, Rent-A-Center, Inc. Announces Plans to Conduct Modified Dutch Auction Tender Offer.
- (a)(5)(iii) Press Release, dated April 28, 2003, Rent-A-Center, Inc. Announces Commencement of Its Modified Dutch Auction Tender Offer.
- (a)(5)(iv) Form of Summary Advertisement.
- (a)(5)(v) Press Release, dated May 1, 2003, Rent-A-Center, Inc. to Issue \$300 Million of Senior Subordinated Notes due 2010 at 7.5% Interest.
- (a)(5)(vi) Press Release, dated May 1, 2003, Rent-A-Center, Inc. Announces Reduction in Senior Term Debt Sought.
- (a)(5)(vii) Press Release, dated May 6, 2003, Rent-A-Center, Inc. Purchases 11% Senior Subordinated Notes Pursuant to Early Tender Provisions of

Tender Offer; Closes Offering of 7.5% Senior Subordinated Notes Due 2010.

- (a)(5)(viii) Letter to stockholders of record mailed May 6, 2003.
- (a)(5)(ix) Press Release, dated May 28, 2003, Rent-A-Center, Inc. Announces Refinancing of Its Senior Debt.
- (d)(1) Stock Purchase Agreement, dated April 25, 2003, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P. and Rent-A-Center, Inc.

- (d)(2) Third Amended and Restated Stockholders Agreement, dated as of December 31, 2002, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., Mark E. Speese, Rent-A-Center, Inc., and certain other persons.
- (d)(3) Registration Rights Agreement, dated August 5, 1998, by and between Renters Choice, Inc., Apollo Investment Fund IV, L.P., and Apollo Overseas Partners IV, L.P., related to the Series A Convertible Preferred Stock.
- (d)(4) Second Amendment to Registration Rights Agreement, dated as of August 5, 2002, by and among Rent-A-Center, Inc., Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.
- (d)(5) Third Amendment to Registration Rights Agreement, dated as of December 31, 2002, by and among Rent-A-Center, Inc., Apollo Investment Fund IV, L.P., and Apollo Overseas Partners IV, L.P.
- (d)(6) Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 28, 2003

Rent-A-Center, Inc.

By: /s/ Mark E. Speese

Name: Mark E. Speese
Title: Chief Executive Officer

EXHIBIT INDEX

EXHIBIT
NUMBER
DESCRIPTION -

----- (a)(1)
(i)* Offer to
Purchase,
dated April
28, 2003. (a)
(1)(ii)*
Letter of
Transmittal.
(a)(1)(iii)*
Letter to
Stockholders,
dated April
28, 2003. (a)
(1)(iv)*
Letter to
Brokers,
Dealers,
Commercial
Banks, Trust
Companies and
Other
Nominees. (a)
(1)(v)*
Letter to
Clients for
use by
Brokers,
Dealers,
Commercial
Banks, Trust
Companies and
Other
Nominees. (a)
(1)(vi)*
Letter to
Participants
in Our 401(k)
Plan. (a)(5)
(i)* Press
Release,
dated April
25, 2003,
Rent-A-
Center, Inc.
Announces
Plan to
Refinance Its
Senior Debt
and
Repurchase
Shares. (a)
(5)(ii)*
Press
Release,
dated April
25, 2003,
Rent-A-
Center, Inc.
Announces
Plans to
Conduct
Modified
Dutch Auction
Tender Offer.
(a)(5)(iii)*
Press
Release,
dated April
28, 2003,

Rent-A-Center, Inc. Announces Commencement of Its Modified Dutch Auction Tender Offer. (a)(5)(iv)* Form of Summary Advertisement.

(a)(5)(v)* Press Release, dated May 1, 2003, Rent-A-Center, Inc. to Issue \$300 Million of Senior Subordinated Notes due 2010 at 7.5% Interest. (a)

(5)(vi)* Press Release, dated May 1, 2003, Rent-A-Center, Inc. Announces Reduction in Senior Term Debt Sought. (a)(5)(vii)*

Press Release, dated May 6, 2003, Rent-A-Center, Inc. Purchases 11% Senior Subordinated Notes Pursuant to Early Tender Provisions of Tender Offer; Closes Offering of 7.5% Senior Subordinated Notes Due 2010. (a)(5)

(viii)* Letter to stockholders of record mailed May 6, 2003. (a)(5)(ix)** Press Release, dated May 28, 2003, Rent-A-Center, Inc. Announces Refinancing of Its Senior Debt. (d)(1)*

Stock Purchase Agreement, dated April 25, 2003, by and among Apollo Investment Fund IV, L.P., Apollo Overseas

Partners IV,
L.P. and
Rent-A-
Center, Inc.
(d)(2)(1)
Third Amended
and Restated
Stockholders
Agreement,
dated as of
December 31,
2002, by and
among Apollo
Investment
Fund IV,
L.P., Apollo
Overseas
Partners IV,
L.P., Mark E.
Speese, Rent-
A-Center,
Inc., and
certain other
persons. (d)
(3)(2)
Registration
Rights
Agreement,
dated August
5, 1998, by
and between
Renters
Choice, Inc.,
Apollo
Investment
Fund IV,
L.P., and
Apollo
Overseas
Partners IV,
L.P., related
to the Series
A Convertible
Preferred
Stock. (d)(4)
(3) Second
Amendment to
Registration
Rights
Agreement,
dated as of
August 5,
2002, by and
among Rent-A-
Center, Inc.,
Apollo
Investment
Fund IV, L.P.
and Apollo
Overseas
Partners IV,
L.P. (d)(5)
(4) Third
Amendment to
Registration
Rights
Agreement,
dated as of
December 31,
2002, by and
among Rent-A-
Center, Inc.,
Apollo
Investment
Fund IV,
L.P., and
Apollo
Overseas
Partners IV,
L.P. (d)(6)
(5) Amended

and Restated
Rent-A-
Center, Inc.
Long-Term
Incentive
Plan.

- - - - -

* Previously filed.

** Filed herewith.

- (1) Incorporated herein by reference to Exhibit 10.6 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2002.
- (2) Incorporated herein by reference to Exhibit 10.22 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
- (3) Incorporated herein by reference to Exhibit 10.10 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
- (4) Incorporated herein by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2002.
- (5) Incorporated herein by reference to Exhibit 99.1 to the registrant's Post-Effective Amendment No. 1 to Form S-8 dated as of December 31, 2002.

For Immediate Release:

RENT-A-CENTER, INC. ANNOUNCES
REFINANCING OF ITS SENIOR DEBT

PLANO, TEXAS, MAY 28, 2003 - Rent-A-Center, Inc. (the "Company") (Nasdaq/NNM: RCI), the largest rent-to-own operator in the country, announced today that it has completed the previously-announced refinancing of its senior secured debt. The new \$600 million senior credit facilities consist of a \$400 million term loan, a \$120 million revolving credit facility and the right to obtain an additional term loan of up to \$80 million under certain circumstances. The Company drew down approximately \$200 million of the term loan component today, and may draw down the remaining \$200 million at any time prior to August 5, 2003.

The terms of the new facilities permit the Company, among other things, to repurchase up to approximately an additional \$200 million of its common stock. The Company has commenced a tender offer to purchase up to 2.2 million shares of its outstanding common stock at prices between \$60 and \$66 per share pursuant to a modified "Dutch Auction." The closing of the refinancing of the senior credit facilities and the sale of the Company's senior subordinated notes had been a condition to the Company's obligations under the tender offer; this condition has now been satisfied. The Company has also entered into an agreement with Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P. to purchase additional shares of the Company's common stock from these entities at the price established in the tender offer, subject to certain conditions.

"The refinancing of our senior credit facilities and the sale of our senior subordinated notes, together with the planned purchases of our common stock, are part of our effort to pursue long-term financing opportunities for the Company," commented Mr. Robert D. Davis, the Company's Chief Financial Officer. "We believe that these transactions will improve our overall financial flexibility and lower our cost of capital."

Rent-A-Center, Inc., headquartered in Plano, Texas currently operates 2,555 company-owned stores nationwide and in Puerto Rico. The stores generally offer high-quality, durable goods such as home electronics, appliances, computers, and furniture and accessories to consumers under flexible rental purchase agreements that generally allow the customer to obtain ownership of the merchandise at the conclusion of an agreed-upon rental period. ColorTyme, Inc., a wholly owned subsidiary of the Company, is a national franchisor of 321 rent-to-own stores, 309 of which operate under the trade name of "ColorTyme," and the remaining 12 of which operate under the "Rent-A-Center" name.

This press release contains forward-looking statements that involve risks and uncertainties. Such forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "could," "estimate," "should," "anticipate," or "believe," or the negative thereof or variations thereon or similar terminology. Although the Company believes that the expectations reflected in such forward-looking statements will prove to be correct, the Company can give no assurance that such expectations will prove to have been correct. The actual future performance of the Company could differ materially from such statements. Factors that could cause or contribute to such differences include, but are not limited to, changes in the Company's stock price and the number of shares of common stock that the Company may or may not repurchase and the other risks detailed from time to time in the Company's SEC filings, including but not limited to, its annual report on Form 10-K for the year ended December 31, 2002. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. 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.

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY, AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL ANY SHARES OF THE COMPANY'S COMMON STOCK. THE SOLICITATION OF OFFERS TO BUY THE COMPANY'S COMMON STOCK IS BEING MADE ONLY

PURSUANT TO THE TENDER OFFER DOCUMENTS, INCLUDING THE OFFER TO PURCHASE AND THE RELATED LETTER OF TRANSMITTAL THAT THE COMPANY HAS DISTRIBUTED TO ITS STOCKHOLDERS AND FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. STOCKHOLDERS AND INVESTORS SHOULD READ CAREFULLY THE OFFER TO PURCHASE AND RELATED MATERIALS BECAUSE THEY CONTAIN IMPORTANT INFORMATION. STOCKHOLDERS AND INVESTORS MAY OBTAIN A FREE COPY OF THE OFFER TO PURCHASE AND OTHER DOCUMENTS FILED BY THE COMPANY WITH THE SECURITIES AND EXCHANGE COMMISSION AT THE SECURITIES AND EXCHANGE COMMISSION'S WEB SITE AT WWW.SEC.GOV OR FROM THE INFORMATION AGENT, D.F. KING & CO., INC., AT 48 WALL STREET, NEW YORK, NY 10005, (212) 269-5550 (BANKS AND BROKERAGE FIRMS) OR (800) 431-9642 (ALL OTHERS TOLL FREE). STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY BEFORE MAKING ANY DECISION WITH RESPECT TO THE TENDER OFFER.

CONTACTS FOR RENT-A-CENTER, INC.:

David E. Carpenter	Robert D. Davis
Director of Investor	Chief Financial
Relations	Officer
(972) 801-1214	(972) 801-1204
dcarpenter@racenter.com	rdavis@racenter.com