
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. __)*

Rent-A-Center, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

76009N100

(CUSIP Number)

Vintage Capital Management, LLC
4705 S. Apopka Vineland Road, Suite 206
Orlando, FL 32819
(407) 909-8015

With a copy to:

Bradley L. Finkelstein
Douglas K. Schnell
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 3, 2017

(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 which 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:

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).

(1) NAMES OF REPORTING PERSONS
Vintage Capital Management, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 3,186,042 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 3,186,042 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,186,042 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9%*

(14) TYPE OF REPORTING PERSON (see instructions)
OO

* Percentage calculated based on 53,311,807 shares of common stock, par value \$0.01 per share, outstanding as of October 23, 2017, as reported in the Form 10-Q for the quarterly period ended September 30, 2017, of Rent-A-Center, Inc.

(1) NAMES OF REPORTING PERSONS
Kahn Capital Management, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 3,186,042 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 3,186,042 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,186,042 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9%*

(14) TYPE OF REPORTING PERSON (see instructions)
OO

* Percentage calculated based on 53,311,807 shares of common stock, par value \$0.01 per share, outstanding as of October 23, 2017, as reported in the Form 10-Q for the quarterly period ended September 30, 2017, of Rent-A-Center, Inc.

(1) NAMES OF REPORTING PERSONS

Brian R. Kahn

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 3,186,042 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 3,186,042 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,186,042 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%*

(14) TYPE OF REPORTING PERSON (see instructions)

IN

* Percentage calculated based on 53,311,807 shares of common stock, par value \$0.01 per share, outstanding as of October 23, 2017, as reported in the Form 10-Q for the quarterly period ended September 30, 2017, of Rent-A-Center, Inc.

Item 1. Security and Issuer.

The securities to which this statement on Schedule 13D (this “Statement”) relates are the common stock, par value \$0.01 per share (the “Common Stock”), of Rent-A-Center, Inc., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 5501 Headquarters Drive, Plano, TX 75024.

Item 2. Identity and Background.

(a) *Name*

This Statement is filed by:

- (i) Vintage Capital Management, LLC, a Delaware limited liability company (“Vintage Capital”);
- (ii) Kahn Capital Management, LLC, a Delaware limited liability company (“Kahn Capital”), who serves as a member and majority owner of Vintage Capital; and
- (iii) Brian R. Kahn, who serves as (A) the manager and a member of Vintage Capital; and (B) the manager and sole member of Kahn Capital.

Vintage Capital, Kahn Capital and Mr. Kahn are referred to collectively as the “Reporting Persons.”

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached as Exhibit 1.

(b) *Residence or Business Address*

The address of the principal business and principal office of each of the Reporting Persons is 4705 S. Apopka Vineland Road, Suite 206, Orlando, FL 32819.

(c) *Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or Other Organization in Which Such Employment Is Conducted*

The principal business of Vintage Capital is acting as an investment manager.

The principal business of Kahn Capital is acting as a member of Vintage Capital.

The principal occupation of Mr. Kahn is acting as the manager of each of Vintage Capital and Kahn Capital.

(d) *Criminal Convictions*

During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) *Civil Proceedings*

During the past five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) *Citizenship*

Mr. Kahn is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

All of the shares of Common Stock to which this Statement relates were purchased on behalf of the Reporting Persons using the investment capital of the Reporting Persons. The aggregate purchase price of the 3,186,042 shares of Common Stock acquired was approximately \$31,737,000 (including brokerage commissions and transaction costs).

Item 4. Purpose of Transaction.

The Reporting Persons purchased the shares of Common Stock for investment purposes, and such purchases have been made in the ordinary course of business of the Reporting Persons.

In pursuing such investment purposes, the Reporting Persons may further purchase, hold, vote, trade, dispose or otherwise deal in the Common Stock at times, and in such manner, as they deem advisable to benefit from, among other things, (1) changes in the market prices of the shares of Common Stock; (2) changes in the Issuer's operations, business strategy or prospects; or (3) from the sale or merger of the Issuer. To evaluate such alternatives, the Reporting Persons will closely monitor the Issuer's operations, prospects, business development, management, competitive and strategic matters, capital structure, and prevailing market conditions, as well as other economic, securities markets and investment considerations. Consistent with their investment research methods and evaluation criteria, the Reporting Persons may discuss such matters with the management or board of directors of the Issuer, other stockholders, industry analysts, existing or potential strategic partners or competitors, investment and financing professionals, sources of credit, and other investors. Such evaluations and discussions may materially affect, and result in, among other things, the Reporting Persons (1) modifying their ownership of the Common Stock; (2) exchanging information with the Issuer pursuant to appropriate confidentiality or similar agreements; (3) proposing changes in the Issuer's operations, governance or capitalization; (4) pursuing a transaction that would result in the Reporting Persons' acquisition of all or a controlling interest in the Issuer; or (5) pursuing one or more of the other actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

In addition to the information disclosed in this Statement, the Reporting Persons reserve the right to (1) formulate other plans and proposals; (2) take any actions with respect to their investment in the Issuer, including any or all of the actions set forth in subsections (a) through (j) of Item 4 of Schedule 13D; and (3) acquire additional shares of Common Stock or dispose of some or all of the shares of Common Stock beneficially owned by them, in each case in the open market, through privately negotiated transactions or otherwise. The Reporting Persons may at any time reconsider and change their plans or proposals relating to the foregoing.

The Reporting Persons have engaged, and intend to continue to engage, in communications with the Issuer's Board of Directors (the "Board") and management regarding means to create stockholder value.

On November 3, 2017, Vintage Capital submitted a letter to the Board containing a non-binding proposal to acquire the Issuer for \$13.00 in cash per share of Common Stock. The letter is attached as Exhibit 2 and is incorporated by reference.

Item 5. Interest in Securities of the Issuer.

(a) and (b) The responses of the Reporting Persons to rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Statement are incorporated by reference. As of 4:00 p.m., Eastern time, on November 2, 2017, the Reporting Persons beneficially owned 3,186,042 shares of Common Stock, representing approximately 5.9% of the outstanding shares of Common Stock. The percentage in this paragraph relating to beneficial ownership of Common Stock is based on 53,311,807 shares of Common Stock outstanding as of October 23, 2017, as reported in the Form 10-Q for the quarterly period ended September 30, 2017, of the Issuer.

Kahn Capital, as a member and the majority owner of Vintage Capital, may be deemed to have the power to direct the voting and disposition of the shares of Common Stock beneficially owned by Vintage Capital, and may be deemed to be the indirect beneficial owner of such shares. Kahn Capital disclaims beneficial ownership of such shares for all other purposes.

Mr. Kahn, as the manager of each of Vintage Capital and Kahn Capital, may be deemed to have the power to direct the voting and disposition of the shares of Common Stock beneficially owned by Vintage Capital, and may be deemed to be the indirect beneficial owner of such shares. Mr. Kahn disclaims beneficial ownership of such shares for all other purposes.

To the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any shares of Common Stock.

(c) Except as set forth in Schedule A, none of the Reporting Persons has effected any transactions in the Common Stock in the last 60 days.

(d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this Statement.

(e) Not applicable.

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

Except for the joint filing agreement between and among the Reporting Persons attached as Exhibit 1 and other than as described in this Statement, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between the Reporting Persons and any other persons with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Vintage Capital sold short American-style put options referencing an aggregate of 3,201,600 shares of Common Stock at the prices and with the expirations listed on Schedule A. The Reporting Persons do not have any control over the exercise of the put options and, as such, are not deemed to beneficially own the 3,201,600 share of Common Stock underlying the put options.

Item 7. Material to be Filed as Exhibits.

The following documents are filed as exhibits:

Exhibit Number	Description
1	Joint Filing Agreement (incorporated by reference to Exhibit 1 to the Schedule 13G filed by Vintage Capital Management, LLC, Kahn Capital Management, LLC and Brian R. Kahn on July 27, 2017).
2	Letter to the Board of Directors of Rent-A-Center, Inc., dated November 3, 2017.

SIGNATURES

After reasonable 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: November 3, 2017

VINTAGE CAPITAL MANAGEMENT, LLC

By: /s/ Brian R. Kahn

Name: Brian R. Kahn

Title: Manager

KAHN CAPITAL MANAGEMENT, LLC

By: /s/ Brian R. Kahn

Name: Brian R. Kahn

Title: Manager

/s/ Brian R. Kahn

Brian R. Kahn

Transactions by the Reporting Persons in the Past 60 Days

The following table sets forth all transactions with respect to the Common Stock effected in the last 60 days by or on behalf of the Reporting Persons, inclusive of any transactions effected through 4:00 p.m., Eastern time, on November 2, 2017. Unless otherwise indicated, all such transactions were effected in the open market.

Vintage Capital Management, LLC

<u>Transaction Date</u>	<u>Nature of Transaction</u>	<u>Securities Purchased/(Sold)</u>	<u>Unit Cost or Proceeds (\$)</u>
10/5/2017	Short Sale of November 2017 Put Options (\$10 strike price) ¹	(1,516)	0.76
10/12/2017	Short Sale of March 2018 Put Options (\$9 strike price) ¹	(10,000)	0.78
10/16/2017	Short Sale of March 2018 Put Options (\$9 strike price) ¹	(500)	0.95
10/24/2017	Short Sale of June 2018 Put Options (\$11 strike price) ¹	(10,000)	2.00
10/30/2017	Short Sale of December 2017 Put Options (\$10 strike price) ¹	(10,000)	0.85
10/31/2017	Purchase of Common Stock	665,755	9.82
11/1/2017	Purchase of Common Stock	50,000	9.97

¹ Represents American-style put option sold short in the over-the-counter market.

EXHIBIT INDEX

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2	Letter to the Board of Directors of Rent-A-Center, Inc., dated November 3, 2017.



VINTAGE CAPITAL MANAGEMENT, LLC
4705 S. Apopka Vineland Road, Suite 206 | Orlando, FL 32819

November 3, 2017

Mr. Mark Speese
Chief Executive Officer
Rent-A-Center, Inc.
5501 Headquarters Drive
Plano, TX 75024
Via email: mark.speese@rentacenter.com

Dear Mark:

Vintage Capital Management, LLC and its affiliates (“Vintage,” “we” or “us”) currently own approximately 6% of the common stock of Rent-A-Center, Inc. (“RAC”), making us one of your largest shareholders. We have followed the RAC story, and your impact on the Rent-to-Own industry, for over 20 years and we are pleased to be a significant shareholder.

We noted with interest your October 30th announcement that RAC’s Board of Directors has initiated a strategic and financial review focused on maximizing shareholder value. Based on our 20-year history in the Rent-to-Own industry and publicly available information about RAC, we believe that we are in a unique position to deliver certain and immediate value to shareholders through an all-cash acquisition at \$13.00 per share. However, the value that we are willing to pay, and our interest in pursuing this transaction, is significantly impacted by whether or not our future competitors have access to proprietary information concerning RAC’s assets, including but not limited to store-level financial information and contract terms with Acceptance Now retail partners.

Due to the significant amount of work that we and our lenders have completed, as well our familiarity with the Rent-to-Own industry, we are confident that we can complete due diligence, obtain financing commitments, and execute a definitive transaction agreement within 30 days of gaining access to due diligence information. We have engaged legal counsel and we are prepared to immediately engage additional due diligence resources to assist us with an expedited process to complete this acquisition. In recognition of the significant costs that we will incur, and the prospect of certain and compelling value that would be immediately realized by all RAC shareholders, we ask for a 30-day exclusivity period. A proposed exclusivity agreement is included with this letter.

We look forward to engaging with you in earnest toward our shared goal of a beneficial transaction for all of RAC’s constituents.

Nothing in this letter is intended to create a legally binding obligation, and no such obligation will exist unless and until a definitive transaction agreement is executed.

Should you have any questions or require additional information, please contact me at (407) 506-7085.

Very truly yours,

Vintage Capital Management, LLC

By: /s/ Brian R. Kahn
Name: Brian R. Kahn
Title: Managing Member
