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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):

July 28, 2003

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RENT-A-CENTER, INC.  
(Exact name of registrant as specified in charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

0-25370  
(Commission  
File Number)

45-0491516  
(IRS Employer  
Identification No.)

5700 TENNYSON PARKWAY  
THIRD FLOOR  
PLANO, TEXAS 75024  
(Address of Principal Executive Offices) (Zip Code)

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

NO CHANGE  
(Former Name or Former Address, if Changed Since Last Report)

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED.

Not applicable.

(b) PRO FORMA FINANCIAL INFORMATION.

Not applicable.

(c) EXHIBITS

99.1 Press release, dated July 28, 2003.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Attached hereto as Exhibit 99.1 is the Registrant's press release reflecting earnings information for the quarter ended June 30, 2003.

The press release contains information regarding EBITDA (earnings before interest, taxes, depreciation and amortization), which is a non-GAAP financial measure as defined in Item 10(e) of Regulation S-K. The press release also contains a reconciliation of EBITDA to the Registrant's reported earnings before income taxes. Management of the Registrant believes that presentation of EBITDA is useful to investors, as, among other things, this information impacts certain financial covenants under the Registrant's senior credit facilities, the indenture governing its 11% Senior Subordinated Notes due 2008 and the indenture governing its 7 1/2% Senior Subordinated Notes due 2010. While management believes this non-GAAP financial measure is useful in evaluating the Registrant, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Further, the non-GAAP financial measure may differ from similar measures presented by other companies.

All of the information in this Form 8-K and the accompanying exhibit shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended.

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: July 29, 2003

By: /s/ ROBERT D. DAVIS

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Robert D. Davis  
Senior Vice President - Finance, Treasurer  
and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT  
NO.  
DESCRIPTION  
OF EXHIBIT  
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-----  
---- 99.1  
Press  
Release,  
dated July  
28, 2003

For Immediate Release:

RENT-A-CENTER, INC. REPORTS RECORD SECOND QUARTER 2003 RESULTS

TOTAL REVENUES INCREASE 11.8%  
 SAME STORE SALES INCREASE 2.7%  
 DILUTED EARNINGS PER SHARE RISE 18.0%

BOARD DECLARES A 5-FOR-2 STOCK SPLIT  
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PLANO, TEXAS, JULY 28, 2003 -- Rent-A-Center, Inc. (the "Company") (NASDAQ/NM: RCII), the leading rent-to-own operator in the U.S., today announced record quarterly net earnings for the period ended June 30, 2003, when excluding the non-recurring recapitalization charges discussed below.

The Company, the nation's largest rent-to-own operator, had total revenues for the quarter ended June 30, 2003 of \$553.3 million, a \$58.6 million increase from \$494.7 million for the same period in the prior year. This increase of 11.8% in revenues was primarily driven by incremental revenues generated in new and acquired stores, as well as growth in same store revenues. Same store revenues (revenues earned in stores operated for the entirety of both periods) during the second quarter of 2003 increased 2.7% above the comparable quarter of 2002.

Net earnings for the quarter ended June 30, 2003, when excluding the non-recurring recapitalization charges discussed below, were \$52.3 million, or \$1.44 per diluted share. This represented an increase of 18.0% over \$1.22 per diluted share, or net earnings of \$44.9 million, when excluding the charges discussed below, reported for the same period in the prior year. The increase in net earnings and earnings per diluted share is primarily attributable to the Company's increase in revenues, operational improvements in existing stores and a continued focus on cost control.

Net earnings for the six months ended June 30, 2003, when excluding the recapitalization charges, were \$103.3 million, or \$2.86 per diluted share, representing an increase of 18.2% over \$2.42 per diluted share, or net earnings of \$88.4 million, when excluding the charges discussed below, for the same period in the prior year. Total revenues for the six months ended June 30, 2003 increased to \$1,119.7 million from \$993.3 million in 2002, representing an increase of 12.7%. Same store revenues for the six-month period ending June 30, 2003 increased 4.2%.

The Company also announced that its Board of Directors has approved a 5 for 2 stock split on its common stock to be paid in the form of a stock dividend. Each common stockholder of record on August 15, 2003 will receive 1.5 additional shares of common stock for each share of common stock held on that date. No fractional shares will be issued in connection with the stock dividend. Each stockholder who would otherwise receive a fractional share will receive an additional share of common stock. The distribution date for the stock dividend will be August 29, 2003. As of July 25, 2003, the Company had approximately 32.8 million shares of common stock outstanding. The stock split will increase the common shares outstanding to approximately 82.1 million shares.

"We are pleased to report another quarter of strong operating and financial results," commented Mark E. Speese, the Company's Chairman and Chief Executive Officer. "We believe the stock split we are announcing today and the fact that we intend to continue to repurchase additional shares of our common stock," Speese continued, "speaks to the confidence we have in both our core business and our growth initiatives through new stores and acquisitions."

During the second quarter of 2003, the Company recorded \$27.7 million in pre-tax charges associated with its previously announced recapitalization plans. These charges reduced diluted earnings per share in the quarter by \$0.47 to the reported diluted earnings per share of \$0.97. Furthermore, during the second quarter of 2002, the Company wrote-off financing fees of approximately \$2.9 million associated with the early retirement of approximately \$128.0 million in debt, and recorded a charge of \$2.0 million relating to the settlement of its class action gender discrimination lawsuits. These charges reduced diluted earnings per share in the second quarter of 2002 by \$0.08 to \$1.14.

During the second quarter of 2003, the Company opened 18 new locations and acquired 10 additional stores while consolidating three locations into existing stores. The Company also purchased accounts from 12 additional locations during the second quarter of 2003. Since June 30, 2003, the Company has opened five additional new stores, acquired one store location and has purchased accounts from two additional



locations. "We are very excited about the results of our new store opening program," commented Mitchell E. Fadel, the Company's President and Chief Operating Officer. "Our new stores are ahead of our expectations," Fadel added, "and will therefore continue to be a vital part of our continued growth initiatives."

Through the six-month period ending June 30, 2003, the Company generated cash flow from operations of approximately \$153.4 million, ending the quarter with \$248.3 million of cash on hand. In addition to growing its store base, the Company intends to utilize its available cash to redeem the remaining \$84.5 million in 11% subordinated notes and, as previously announced, repurchase additional shares of common stock.

Rent-A-Center will host a conference call to discuss the second quarter financial results and other business updates on Tuesday morning July 29, 2003 at 10:45 a.m. EDT. For a live webcast of the call, visit <http://investor.rentacenter.com>. Certain financial and other statistical information that will be discussed during the conference call will also be provided on the same website.

Rent-A-Center, Inc., headquartered in Plano, Texas currently operates 2,574 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 322 rent-to-own stores, 310 of which operate under the trade name of "ColorTyme," and the remaining 12 of which operate under the "Rent-A-Center" name.

The following statements are based on current expectations, including the impact of our recapitalization plans. These statements are forward-looking, and actual results may differ materially. These statements do not include the effects of the stock split, any repurchases of common stock the Company may make or the potential impact of store acquisitions that may be completed after July 28, 2003.

#### THIRD QUARTER 2003 GUIDANCE:

##### REVENUES

- o The Company expects total revenues to be in the range of \$546 million to \$551 million.
- o Store rental and fee revenues are expected to be between \$500 million and \$505 million.
- o Total store revenues are expected to be in the range of \$536 million to \$541 million.
- o Same store sales increases are expected to be in the 2% to 4% range.
- o The Company expects to open 20-30 new store locations.

##### EXPENSES

- o The Company expects depreciation of rental merchandise to be between 21.6% and 22.0% of store rental and fee revenue and cost of goods merchandise sales to be between 75% and 80% of store merchandise sales.
- o Store salaries and other expenses are expected to be in the range of 54.0% and 55.5% of total store revenue.
- o General and administrative expenses are expected to be between 3.0% and 3.2% of total revenue.
- o Net interest expense is expected to be approximately \$11.0 million and amortization is expected to be approximately \$3.2 million.
- o The effective tax rate is expected to be approximately 37.25% of pre-tax income.
- o Diluted earnings per share are estimated to be in the range of \$1.42 to \$1.44 on a pre-split basis.
- o Diluted shares outstanding are estimated to be between 33.6 million and 34.0 million on a pre-split basis.

FISCAL 2003 GUIDANCE:

REVENUES

- o The Company expects total revenues to be in the range of \$2.21 billion and \$2.24 billion.
- o Store rental and fee revenues are expected to be between \$1.99 billion and \$2.02 billion.
- o Total store revenues are expected to be in the range of \$2.15 billion and \$2.18 billion.
- o Same store sales increases are expected to be in the 2% to 4% range.
- o The Company expects to open approximately 80 new store locations.

EXPENSES

- o The Company expects depreciation of rental merchandise to be between 21.6% and 22.0% of store rental and fee revenue and cost of goods merchandise sales to be between 73% and 78% of store merchandise sales.



- o Store salaries and other expenses are expected to be in the range of 53.5% and 55.0% of total store revenue.
- o General and administrative expenses are expected to be between 3.0% and 3.2% of total revenue.
- o Net interest expense is expected to be between \$45.0 million and \$48.0 million and amortization of intangibles is expected to be approximately \$12.0 million.
- o The effective tax rate is expected to be approximately 38.0% of pre-tax income.
- o Diluted earnings per share are estimated to be in the range of \$5.80 to \$5.90 on a pre-split basis.
- o Diluted shares outstanding are estimated to be between 34.8 million and 35.2 million on a pre-split basis.

This press release and the guidance above contain 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: uncertainties regarding the ability to open new stores; the Company's ability to acquire additional rent-to-own stores on favorable terms; the Company's ability to enhance the performance of these acquired stores, including the stores acquired in the Rent-Way acquisition; the Company's ability to control store level costs; the results of the Company's litigation; the passage of legislation adversely affecting the rent-to-own industry; interest rates; the Company's ability to collect on its rental purchase agreements; changes in the Company's effective tax rate; changes in the Company's stock price and the number of shares of common stock that the Company may or may not repurchase; uncertainties and volatility in the credit markets; factors that may restrict the Company's ability to redeem any outstanding notes on August 15, 2003, including the Company's financial situation at that time; 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 and its quarterly report on Form 10-Q for the three month period ending March 31, 2003. 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.

CONTACTS FOR RENT-A-CENTER, INC.:

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 Relations  
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 Chief Financial Officer  
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 Chairman and CEO  
 (972) 801-1199  
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27,748	--
2,909	
Interest	
expense, net	
11,862	11,862
14,852	14,852
Depreciation	
of property	
assets	10,833
10,833	9,412
9,412	
Amortization	
of	
intangibles	
3,296	3,296
922	922
-----	
-----	
---- EBITDA	
\$111,367	
\$111,367	
\$100,574	\$
98,574	(2)

SIX MONTHS  
ENDED JUNE  
30, -----  
-----  
-----  
-----  
-----  
----- 2003  
2003 2002  
2002 -----  
-----  
-----  
-----

Before Non-  
After Non-  
Before Non-  
After Non-  
Recurring  
Charges  
Recurring  
Charges  
Recurring  
Charges  
Recurring  
Charges -----  
-----  
-----  
-----

- UNAUDITED  
Total Revenue  
\$1,119,666  
\$1,119,666  
\$993,270  
\$993,270  
Operating  
Profit  
193,529  
193,529  
178,536  
176,536(2)  
Net Earnings  
103,252  
86,259(1)  
88,427  
85,506(2)  
Diluted  
Earnings per  
Common Share  
\$ 2.86 \$

2.34(1)	\$	
2.42	\$	
2.34(2)		
EBITDA	\$	
220,651	\$	
220,651		
\$199,056		
\$197,056(2)		
Reconciliation		
to EBITDA:		
Reported		
earnings		
before income		
taxes	168,915	
141,167		
148,609		
143,700	Add	
back: Non-		
recurring		
financing		
costs	--	
27,748	--	
2,909		
Interest		
expense, net		
24,614	24,614	
29,927	29,927	
Depreciation		
of property		
assets	20,953	
20,953	18,878	
18,878		
Amortization		
of		
intangibles		
6,169	6,169	
1,642	1,642	-
-----		
-----		
EBITDA	\$	
220,651	\$	
220,651		
\$199,056		
\$197,056(2)		

- (1) Including the effects of \$27.7 million in pre-tax financing costs associated with refinancing the company's capital structure. These charges reduced diluted earnings per share in the second quarter of 2003 by \$0.47 from \$1.44 per diluted share to \$0.97.
- (2) Including the effects of a pre-tax legal charge of \$2.0 million associated with the settlement of class action gender discrimination lawsuits and \$2.9 million associated with the early retirement of debt. These charges reduced diluted earnings per share in the second quarter of 2002 by \$0.08 from \$1.22 per diluted share to \$1.14.

SELECTED  
BALANCE  
SHEET DATA:  
(IN  
THOUSANDS OF  
DOLLARS)  
JUNE 30,  
2003 JUNE  
30, 2002 ---  
-----  
-----  
Cash and  
cash  
equivalents  
\$ 248,250 \$  
93,824  
Prepaid  
expenses and  
other assets  
34,726  
31,335  
Rental  
merchandise,

net On rent	
530,985	
517,500 Held	
for rent	
143,415	
131,705	
Total Assets	
1,870,277	
1,604,597	
Senior debt	
400,000	
300,000	
Subordinated	
notes	
payable	
384,455	
274,543	
Total	
Liabilities	
1,057,340	
830,342	
Stockholders'	
Equity and	
Redeemable	
Preferred	
Stock	
812,937	
774,255	

RENT-A-CENTER, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(In Thousands of Dollars, except per share data)

THREE MONTHS ENDED JUNE 30, ----- ----- ----- 2003 2002 ----- -----
Unaudited
STORE REVENUE
Rentals and
Fees \$
504,352 \$
456,149
Merchandise
Sales 32,528
23,994
Installment
Sales 4,745 -
- Other 812
567 ----- -----
542,437
480,710
FRANCHISE
REVENUE
Franchise
Merchandise
Sales 9,261
12,486
Royalty
Income and
Fees 1,562
1,464 ----- -----
TOTAL REVENUE
553,260
494,660
OPERATING
EXPENSES
Direct Store
Expenses
Depreciation
of Rental
Merchandise
109,341
94,354 Cost
of
Merchandise
Sold 24,235
17,497 Cost
of
Installment
Sales 2,090 -
- Salaries
and Other
Expenses
291,726
264,478
Franchise
Operation
Expenses Cost
of Franchise
Merchandise
Sales 8,946
11,884 ----- -----
436,338
388,213
General and
Administrative
Expenses

16,388	17,285
Amortization of Intangibles	
3,296	922
-----	
--- Total Operating Expenses	
456,022	
406,420	-----
- OPERATING PROFIT	
97,238	
88,240	Non-Recurring Finance Charge
27,748	
2,909	Interest Income
(1,208)	(705)
Interest Expense	
13,070	15,557
-----	
Earnings before Income Taxes	
57,628	
70,479	Income Tax Expense
22,328	28,536
-----	
----- NET EARNINGS	
35,300	41,943
Preferred Dividends	
--	
3,898	-----
Net earnings allocable to common stockholders	
\$ 35,300	\$ 38,045
=====	
=====	
BASIC WEIGHTED AVERAGE SHARES	
34,999	
25,708	-----
=====	
=====	
BASIC EARNINGS PER COMMON SHARE	
\$ 1.01	\$ 1.48
=====	
=====	
DILUTED WEIGHTED AVERAGE SHARES	
36,307	
36,715	-----
=====	
=====	
DILUTED EARNINGS PER COMMON SHARE	
\$ 0.97	\$ 1.14
=====	
=====	

RENT-A-CENTER, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(In Thousands of Dollars, except per share data)

SIX MONTHS ENDED JUNE 30, ----- ----- ----- 2003 2002 ----- -----	
	Unaudited
	STORE REVENUE
	Rentals and
	Fees \$
	997,771 \$
	899,854
	Merchandise
	Sales 85,192
	63,599
	Installment
	Sales 10,790
	-- Other
	1,527 1,181 -
	-----
	1,095,280
	964,634
	FRANCHISE
	REVENUE
	Franchise
	Merchandise
	Sales 21,333
	25,739
	Royalty
	Income and
	Fees 3,053
	2,897 -----
	-----
	- TOTAL
	REVENUE
	1,119,666
	993,270
	OPERATING
	EXPENSES
	Direct Store
	Expenses
	Depreciation
	of Rental
	Merchandise
	216,001
	186,577 Cost
	of
	Merchandise
	Sold 60,783
	44,479 Cost
	of
	Installment
	Sales 5,321 -
	- Salaries
	and Other
	Expenses
	584,222
	527,097
	Franchise
	Operation
	Expenses Cost
	of Franchise
	Merchandise
	Sales 20,497
	24,537 -----
	-----
	-- 886,824
	782,690
	General and



Administrative Expenses		
33,144	32,402	
Amortization of Intangibles		
6,169	1,642	-
-----		
----- Total Operating Expenses		
926,137		
816,734	-----	
-----		
--- OPERATING PROFIT		
193,529		
176,536 Non-Recurring Finance Charge		
27,748		
2,909		
Interest Income		
(1,979)		
(1,428)		
Interest Expense		
26,593	31,355	
-----		
-----		
Earnings before Income Taxes		
141,167		
143,700		
Income Tax Expense		
54,908	58,194	
-----		
----- NET EARNINGS		
86,259	85,506	
Preferred Dividends		
--		
8,890	-----	
-----		
- Net earnings allocable to common stockholders		
\$ 86,259	\$	
76,616		
=====		
=====		
BASIC WEIGHTED AVERAGE SHARES		
34,948		
25,111		
=====		
=====		
BASIC EARNINGS PER COMMON SHARE		
\$ 2.47	\$ 3.05	
=====		
=====		
DILUTED WEIGHTED AVERAGE SHARES		
36,121		
36,518		
=====		
=====		
DILUTED EARNINGS PER COMMON SHARE		
\$ 2.39	\$ 2.34	
=====		
=====		

