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. 13)1

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

Common Stock, \$0.01 par value per share (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, ESQ.
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>December 26, 2018</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(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).

| 1 | NAME OF REPORTING PERSON | | | |
|--------------------------|--|---|-------|--|
| | Engaged Capital Flagship Master Fund, LP | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ | | | |
| | | | (b) □ | |
| 3 | SEC USE ONLY | | | |
| | | | | |
| 4 | SOURCE OF FUNDS | 5 | | |
| | WC | | | |
| 5 | | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | |
| | 2(e) | | | |
| | | | | |
| 6 | CITIZENSHIP OR PI | LACE OF ORGANIZATION | | |
| | CAYMAN ISL | ANDS | | |
| NUMBER OF | 7 | SOLE VOTING POWER | | |
| SHARES | | 2.042.500 | | |
| BENEFICIALLY OWNED BY | 8 | 2,043,560 SHARED VOTING POWER | | |
| EACH | Ŭ | SIMILED VOINVOI OWEK | | |
| REPORTING PERSON WITH | 0 | - 0 - SOLE DISPOSITIVE POWER | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | |
| | | 2,043,560 | | |
| | 10 | SHARED DISPOSITIVE POWER | | |
| | | - 0 - | | |
| 11 | AGGREGATE AMO | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 2,043,560 | | | |
| 12 | CHECK BOX IF THI | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | |
| | | | | |
| 13 | PERCENT OF CLAS | S REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 3.8% | | | |
| 14 | TYPE OF REPORTIN | NG PERSON | | |
| | PN | | | |
| | 1 111 | | | |

| 1 | NAME OF REPORTING PERSON | | | |
|---------------------|---|---|---|--|
| | Engaged Capital Co-Invest V, LP | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑ | | | |
| | (b) 🗆 | | | |
| 3 | SEC USE ONLY | | | |
| | | | | |
| 4 | SOURCE OF FUNDS | | | |
| | | | | |
| | WC | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | П | |
| 5 | 2(e) | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | Ш | |
| | | | | |
| 6 | CITIZENCIUD OD DI | LACE OF ORGANIZATION | | |
| 0 | CITIZENSHIP OR PI | LACE OF ORGANIZATION | | |
| | DELAWARE | T | | |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | | |
| BENEFICIALLY | | 1,379,881 | | |
| OWNED BY | 8 | SHARED VOTING POWER | | |
| EACH REPORTING | | - 0 - | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | |
| | | 1 270 001 | | |
| | 10 | 1,379,881 SHARED DISPOSITIVE POWER | | |
| | 10 | SIMILED DISTOSITIVE TOWNER | | |
| - 11 | ACCRECATE AMO | - 0 - | | |
| 11 | AGGKEGALE AMO | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1,379,881 | | | |
| 12 | CHECK BOX IF THI | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | |
| | | | | |
| 13 | PERCENT OF CLAS | S REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 2.6% | | | |
| 14 | TYPE OF REPORTIN | NG PERSON | | |
| | DAY | | | |

| 1 | NAME OF REPORTING PERSON | | | |
|-------------------------------|---|---|---|--|
| _ | | | | |
| | Engaged Capital Co-Invest V-A, LP | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square | | | |
| 3 | SEC USE ONLY | | | |
| 4 | SOURCE OF FUNDS | | | |
| 5 | WC 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 | 7 | SOLE VOTING POWER | | |
| SHARES BENEFICIALLY | | 1,730,278 | | |
| OWNED BY EACH REPORTING | 8 | SHARED VOTING POWER - 0 - | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | |
| | | 1,730,278 | | |
| | 10 | SHARED DISPOSITIVE POWER | | |
| | | - 0 - | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| 12 | 1,730,278 | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | |
| 12 | CHECK DUA IF TH | E AGGILGATE ANIOUNT IN NOW (11) EACLUDES CERTAIN SHARES | Ш | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | |
| | 3.2% | | | |
| 14 | TYPE OF REPORTI | NG PERSON | | |
| | PN | | | |

| 1 | NAME OF REPORTING PERSON | | | |
|------------------------|--|---|--|--|
| | | | | |
| 2 | Engaged Capital Flagship Fund, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑ | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square | | | |
| | | | | |
| 3 | SEC USE ONLY | | | |
| | | | | |
| 4 | SOURCE OF FUNDS | 5 | | |
| | 00 | | | |
| 5 | | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | |
| | 2(e) | | | |
| | | | | |
| 6 | CITIZENSHIP OR P | LACE OF ORGANIZATION | | |
| | DELAWARE | | | |
| NUMBER OF | 7 | SOLE VOTING POWER | | |
| SHARES BENEFICIALLY | | 2,043,560 | | |
| OWNED BY | 8 | SHARED VOTING POWER | | |
| EACH REPORTING | | - 0 - | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | |
| | | 2 2 4 2 5 6 2 | | |
| | 10 | 2,043,560 SHARED DISPOSITIVE POWER | | |
| | | | | |
| 11 | ACCRECATE AMO | - 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| 11 | | ON DENERGREE OWNED DI ENGLINE ONIMO LENSON | | |
| - 12 | 2,043,560 | E ACCDECATE AMOUNT IN DOME (44) EVOLUDES CERTAIN CHARES | | |
| 12 | CHECK BOX IF THE | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | |
| | | | | |
| 13 | PERCENT OF CLAS | S REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 3.8% | | | |
| 14 | TYPE OF REPORTI | NG PERSON | | |
| | PN | | | |

| NAME OF REPORTING PERSON | | | |
|--|--|---|--|
| Engaged Conits | ol Elagehia Fund. Ltd | | |
| CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a) | | | |
| (b) □ | | | |
| CEC LICE ONLY | | | |
| SEC USE UNLY | | | |
| | | | |
| SOURCE OF FUNDS | | | |
| 00 | | | |
| | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | |
| 2(e) | | | |
| | | | |
| CITIZENSHIP OR PI | LACE OF ORGANIZATION | | |
| CAYMAN ISL | | | |
| 7 | SOLE VOTING POWER | | |
| | 2,043,560 | | |
| 8 | SHARED VOTING POWER | | |
| | -0- | | |
| 9 | SOLE DISPOSITIVE POWER | | |
| | 2.043.560 | | |
| 10 | SHARED DISPOSITIVE POWER | | |
| | | | |
| AGGREGATE AMO | | | |
| | | | |
| 2,043,560 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | |
| CHECK BOX IF THI | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | Ш | |
| DED CENTE OF CLAS | C DEPONDED BY AN OUNT IN DOLLY (14) | | |
| PERCENT OF CLAS | S KEPKESENTED BY AMOUNT IN ROW (11) | | |
| 3.8% | | | |
| TYPE OF REPORTIN | NG PERSON | | |
| CO | | | |
| | Engaged Capita CHECK THE APPRO SEC USE ONLY SOURCE OF FUNDS OO CHECK BOX IF DIS 2(e) CITIZENSHIP OR PRO CAYMAN ISL 7 8 9 10 AGGREGATE AMO 2,043,560 CHECK BOX IF THE PERCENT OF CLASS 3.8% TYPE OF REPORTING | Engaged Capital Flagship Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS 7 SOLE VOTING POWER 2,043,560 8 SHARED VOTING POWER 2,043,560 10 SHARED DISPOSITIVE POWER 2,043,560 10 SHARED DISPOSITIVE POWER 2,043,560 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.8% TYPE OF REPORTING PERSON | |

| 1 | NAME OF REPORT | NAME OF REPORTING PERSON | | |
|--------------------------|---|--|--|--|
| | Engaged Capital LLC | | | |
| 2 | Engaged Capital, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMIDER OF A GROUP (a) △ (b) □ | | | |
| | | | | |
| 3 | SEC USE ONLY | | | |
| | | | | |
| 4 | SOURCE OF FUND | S | | |
| | 00 | | | |
| 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 | 7 | SOLE VOTING POWER | | |
| SHARES BENEFICIALLY | | 5,333,609 | | |
| OWNED BY | 8 | SHARED VOTING POWER | | |
| EACH | | | | |
| REPORTING PERSON WITH | 9 | - 0 - SOLE DISPOSITIVE POWER | | |
| 1210011 11111 | | | | |
| | 10 | 5,333,609 SHARED DISPOSITIVE POWER | | |
| | 10 | SHARED DISPOSITIVE POWER | | |
| | | - 0 - | | |
| 11 | AGGREGATE AMO | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 5,333,609 | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | |
| | | | | |
| 13 | PERCENT OF CLAS | SS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 9.9% | | | |
| 14 | TYPE OF REPORTI | NG PERSON | | |
| | | | | |
| | 00 | | | |

| 1 | NAME OF REPORTING PERSON | | | |
|---------------------|--|--|---|--|
| | Engaged Capital Holdings, LLC | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a) | | | |
| _ | (b) □ | | | |
| 3 | CEC LICE ONLY | | | |
| 3 | SEC USE ONLY | | | |
| | | | | |
| 4 | SOURCE OF FUND | S | | |
| | 00 | | | |
| 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 | | 5,333,609 | | |
| OWNED BY | 8 | SHARED VOTING POWER | | |
| EACH REPORTING | | - 0 - | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | - | |
| | | 5,333,609 | | |
| | 10 | SHARED DISPOSITIVE POWER | | |
| | | - 0 - | | |
| 11 | AGGREGATE AMO | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | E 222 COC | | | |
| 12 | 5,333,609 CHECK BOX IF THE 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 11 (11) | | |
| 1.4 | 9.9% TYPE OF REPORTI | MC DEDCON | | |
| 14 | I YPE OF KEPORII | ING PERSOIN | | |
| | 00 | | | |

| 1 | NAME OF REPORTING PERSON | | | | |
|------------------|---|--|--|--|--|
| | Glenn W. Wel | ling | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑ | | | | |
| | (b) 🗆 | | | | |
| 3 | SEC USE ONLY | | | | |
| | | | | | |
| 4 | SOURCE OF FUND | DS . | | | |
| | 00 | | | | |
| 5 | CHECK BOX IF DI 2(e) | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | |
| | 2(6) | | | | |
| 6 | CITIZENSHIP OR I | PLACE OF ORGANIZATION | | | |
| | | | | | |
| NUMBER OF | USA 7 | SOLE VOTING POWER | | | |
| SHARES | , | SOLE VOTING TOWER | | | |
| BENEFICIALLY | | 5,333,609 | | | |
| OWNED BY EACH | 8 | SHARED VOTING POWER | | | |
| REPORTING | - 0 - | | | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | | |
| | | 5 222 600 | | | |
| | 10 | 5,333,609 SHARED DISPOSITIVE POWER | | | |
| | 10 | SHARED DISTOSTITVE FOWER | | | |
| | | - 0 - | | | |
| 11 | AGGREGATE AMO | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 5,333,609 | | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | | |
| | | | | | |
| 13 | PERCENT OF CLA | SS REPRESENTED BY AMOUNT IN ROW (11) | | | |
| | 9.9% | | | | |
| 14 | TYPE OF REPORT | ING PERSON | | | |
| | IN | | | | |
| | 1111 | | | | |

| 1 | NAME OF REPORTI | ING PERSON | | | |
|------------------------|---|--|---|--|--|
| | Christopher D. Hetriele | | | | |
| 2 | Christopher B. Hetrick CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ | | | | |
| ۷ | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square | | | | |
| | | (0) 🗆 | | | |
| 3 | SEC USE ONLY | | | | |
| - | | | | | |
| | | | | | |
| 4 | SOURCE OF FUNDS | 5 | | | |
| | | | | | |
| F | 00 | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | |
| 5 | 2(e) | CLUSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAINT TO ITEM 2(u) OR | | | |
| | 2(€) | | l | | |
| | | | | | |
| 6 | CITIZENSHIP OR PI | LACE OF ORGANIZATION | | | |
| | | | | | |
| | USA | , | | | |
| NUMBER OF | 7 | SOLE VOTING POWER | | | |
| SHARES BENEFICIALLY | | 14,265* | | | |
| OWNED BY | 8 | SHARED VOTING POWER | | | |
| EACH | U | SHARED VOTING FOWER | | | |
| REPORTING | | - 0 - | | | |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER | | | |
| | | | | | |
| | | 14,265* | | | |
| | 10 | SHARED DISPOSITIVE POWER | | | |
| | | - 0 - | | | |
| 11 | ACCRECATE AMO | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| 11 | AGGREGATE AIVIO | UNI BENEFICIALLI OWNED DI EACH REFORTING FERSON | | | |
| | 14,265* | | | | |
| 12 | | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | |
| | | | | | |
| | | | | | |
| 13 | PERCENT OF CLAS | SS REPRESENTED BY AMOUNT IN ROW (11) | | | |
| | Less than 1%* | | | | |
| 14 | TYPE OF REPORTIN | | | | |
| 14 | TIFE OF REPORTE | NG PERSON | | | |
| | IN | | | | |

^{*} Consists of Shares underlying certain Director Deferred Stock Units awarded to Mr. Hetrick in his capacity as a director of the Issuer. Each Director Deferred Stock Unit represents the right to receive one Share upon the termination of Mr. Hetrick's service as a director of the Issuer.

The following constitutes Amendment No. 13 to the Schedule 13D filed by the undersigned ("Amendment No. 13"). This Amendment No. 13 amends the Schedule 13D as specifically set forth herein.

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

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 2,043,560 Shares beneficially owned by Engaged Capital Flagship Master is approximately \$24,344,703, including brokerage commissions. The aggregate purchase price of the 1,379,881 Shares beneficially owned by Engaged Capital Co-Invest V is approximately \$11,851,009, including brokerage commissions. The aggregate purchase price of the 1,730,278 Shares beneficially owned by Engaged Capital Co-Invest V-A is approximately \$14,995,127, including brokerage commissions. The aggregate purchase price of the 179,890 Shares held in the Engaged Capital Account is approximately \$1,929,082, including brokerage commissions.

Mr. Hetrick has been awarded 14,265 Director Deferred Stock Units in his capacity as a director of the Issuer. Each Director Deferred Stock Unit represents the right to receive one Share upon the termination of Mr. Hetrick's service as a director of the Issuer.

Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5(a) and (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 53,514,721 Shares outstanding as of October 30, 2018, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

As of the close of business on December 27, 2018, Engaged Capital Flagship Master beneficially owned 2,043,560 Shares, constituting approximately 3.8% of the Shares outstanding. Each of Engaged Capital Fund and Engaged Capital Offshore, as feeder funds of Engaged Capital Flagship Master, may be deemed to beneficially own the 2,043,560 Shares owned by Engaged Capital Flagship Master, constituting approximately 3.8% of the Shares outstanding.

As of the close of business on December 27, 2018, Engaged Capital Co-Invest V beneficially owned 1,379,881 Shares, constituting approximately 2.6% of the Shares outstanding.

As of the close of business on December 27, 2018, Engaged Capital Co-Invest V-A beneficially owned 1,730,278 Shares, constituting approximately 3.2% of the Shares outstanding.

As of the close of business on December 27, 2018, 179,890 Shares were held in the Engaged Capital Account, constituting less than 1% of the Shares outstanding.

Engaged Capital, as the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the 5,333,609 Shares owned in the aggregate by Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital, may be deemed to beneficially own the 5,333,609 Shares owned in the aggregate by Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital Account, constituting approximately 9.9% of the Shares outstanding. Mr. Welling, as the Founder and CIO of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the 5,333,609 Shares owned in the aggregate by Engaged Capital Flagship Master, Engaged Capital Co-Invest V and Engaged Capital Co-Invest V-A and held in the Engaged Capital Account, constituting approximately 9.9% of the Shares outstanding.

As of the close of business on December 27, 2018, Mr. Hetrick may be deemed to beneficially own 14,265 Shares, consisting of Director Deferred Stock Units representing the right to receive Shares upon the termination of his service as a director, constituting less than 1% of the Shares outstanding.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(c) Schedule A annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons during the past 60 days.

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: December 28, 2018

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

SCHEDULE A

<u>Transactions in Securities of the Issuer During the Past 60 Days</u>

| Nature of the Transaction | Securities <u>Purchased/(Sold)</u> | Price Per <u>Share(\$)</u> | Date of <u>Purchase / Sale</u> |
|---------------------------|---------------------------------------|-------------------------------|-----------------------------------|
| | ENGAGED CAPITAL FLAG | SHIP MASTER FUND, LP | |
| Purchase of Common Stock | 32,694 | 15.1746 | 12/24/2018 |
| Purchase of Common Stock | 162,488 | 15.1476 | 12/24/2018 |
| Purchase of Common Stock | 309,675 | 16.1834 | 12/26/2018 |
| Purchase of Common Stock | 252,550 | 16.1559 | 12/27/2018 |
| | | | |
| | ENGAGED CA (Through the Engage | | |
| Purchase of Common Stock | 20,325 | 16.1834 | 12/26/2018 |
| Purchase of Common Stock | 22,268 | 16.1559 | 12/27/2018 |