

**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. 8)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
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)

June 19, 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 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 ☐.

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.

¹ 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) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,519,969 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,519,969 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,519,969 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Engaged Capital Co-Invest V, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,703,611 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,703,611 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,703,611 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Engaged Capital Co-Invest V-A, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 3,390,148 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 3,390,148 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,390,148 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.4% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Engaged Capital Flagship Fund, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,519,969 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,519,969 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,519,969 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Engaged Capital Flagship Fund, Ltd. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,519,969 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 2,519,969 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,519,969 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7% | |
| 14 | TYPE OF REPORTING PERSON CO | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Engaged Capital, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,983,609 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,983,609 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,983,609 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.9% | |
| 14 | TYPE OF REPORTING PERSON OO | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Engaged Capital Holdings, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,983,609 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,983,609 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,983,609 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.9% | |
| 14 | TYPE OF REPORTING PERSON OO | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 1 | NAME OF REPORTING PERSON Glenn W. Welling | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 8,983,609 |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 8,983,609 |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,983,609 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.9% | |
| 14 | TYPE OF REPORTING PERSON IN | |

| | | |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 1 | NAME OF REPORTING PERSON Christopher B. Hetrick | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER - 0 - |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER - 0 - |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 - | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% | |
| 14 | TYPE OF REPORTING PERSON IN | |

The following constitutes Amendment No. 8 to the Schedule 13D filed by the undersigned (“Amendment No. 8”). This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On June 19, 2017, Engaged Capital delivered a letter to the remaining incumbent directors, Michael J. Gade, Rishi Garg, J. V. Lentell and Steven L. Pepper, on the Issuer’s Board of Directors (the “Board”). In the letter, Engaged Capital chronicled how, immediately following the conclusion of the June 8th annual meeting, Mr. Pepper (who was named as Chairman of the Board following the ouster of Mark E. Speese) informed Mr. Welling that he would be leaving on a two-month vacation and would be unavailable until August and that there was no need for the new Board to convene at any time prior to his return. Engaged Capital expressed great concern that despite the decisive and unequivocal mandate for change that stockholders delivered to the Board at the annual meeting, the remaining incumbents appear committed to maintaining the status quo and ignoring the will of the Issuer’s stockholders. Engaged Capital also expressed its disapproval of the Issuer’s continued delay in onboarding the recently elected directors, Jeffrey J. Brown, Mitchell E. Fadel and Christopher B. Hetrick, and reminded the incumbents that they have an obligation to act in stockholders’ best interests – not those of Mr. Speese. Engaged Capital also cautioned the incumbents against establishing an Executive Committee of the Board to conduct business without Messrs. Brown, Fadel and Hetrick or taking any other action to ostracize them. Engaged Capital concluded by making clear that it hopes the incumbents heed the wishes of stockholders and immediately begin working with the newly elected directors; however, if the incumbents fail to do so, Engaged Capital is fully prepared to utilize all tools at its disposal to protect stockholder value. The full text of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Letter to Incumbent Directors, dated June 19, 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 19, 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



June 19, 2017

BY EMAIL, FAX AND OVERNIGHT MAIL

Rent-A-Center, Inc.
5501 Headquarters Drive
Plano, Texas 75024
Attn: Steven L. Pepper, Chairman of the Board
Michael J. Gade, Director
Rishi Garg, Director
J. V. Lentell, Director

Gentlemen:

Engaged Capital, LLC (together with its affiliates, “Engaged Capital” or “we”) is the largest stockholder of Rent-A-Center, Inc. (“RCII” or the “Company”) with a 20.5% economic exposure to the Company. We pursued the election contest at the recently completed 2017 annual meeting of stockholders (the “Annual Meeting”) to ensure that the best interests of stockholders – the true owners of the Company – are appropriately represented in the boardroom.

Despite the decisive and unequivocal mandate for change that stockholders delivered to the Board of Directors (the “Board”) at the Annual Meeting via the resounding election of Engaged Capital nominees Jeffrey J. Brown, Mitchell E. Fadel and Christopher B. Hetrick, you, the remaining incumbent directors, appear committed to maintaining the status quo and ignoring the will of RCII’s stockholders.

Immediately following the conclusion of the Annual Meeting, Steven L. Pepper, who was named as Chairman of the Board following the ouster of Mark E. Speese, informed me that he would be leaving on a two-month vacation and would be unavailable until August. He further informed me that there was no need for the new Board to convene at any time prior to his return. It is simply unacceptable for the Board to shut down for at least a two-month period in blatant disregard for the outcome of the Annual Meeting. I find it hard to believe that the three other incumbent directors who are not as fortunate as Mr. Pepper to take a vacation for 1/6 of the calendar year are also unable to perform their fiduciary duties during this time period. I would expect that Messrs. Gade, Garg and Lentell are still working in June, July and early August and can, together with the newly elected directors, begin the process of executing on the mandate that stockholders voted for at the Annual Meeting.

Engaged Capital campaigned for stockholder friendly corporate governance and a commitment to openly and fairly evaluate ALL opportunities to enhance stockholder value to find the best path forward for ALL stockholders. The incumbent directors appear to be dragging their feet to frustrate what stockholders overwhelmingly voted for at the Annual Meeting. Since the announcement of the preliminary election results, we have received numerous inbound inquiries from interested parties and their advisors wondering when the Company will finally entertain their calls and hoping that the presence of new directors will expedite the culmination of the strategic review process that stockholders clearly and overwhelmingly voted for at the Annual Meeting.

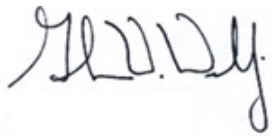
Moreover, Engaged Capital has learned that there has been a delay in the onboarding of the recently elected directors. Engaged Capital recently voluntarily dismissed its claim in Delaware against the Company (without prejudice) regarding the manipulation of the record date and certain other matters in connection with the Annual Meeting. Despite the dismissal, Engaged Capital has been informed by Mr. Hetrick that RCII has demanded as a condition to his onboarding that he deliver a written acknowledgement from Engaged Capital stating that neither Engaged Capital nor any of its affiliates will re-file the lawsuit or assert any claims that were the subject of the lawsuit. In light of the incumbent Board's actions to date, Engaged Capital must retain maximum flexibility and reserve all of its rights. In no way do we expect the onboarding of Mr. Hetrick and the other directors to be held hostage. Stockholders emphatically elected Messrs. Brown, Fadel and Hetrick at the Annual Meeting to serve as their fiduciaries – as the stockholders' chosen representatives, they must be seated without delay and treated equally to the other members of the Board.

Further, the Board must reconstitute the Audit & Risk, Compensation, Nominating & Corporate Governance and Finance Committees of the Board with the newly elected directors. The failure to do so promptly is the height of irresponsibility and leaves the Company exposed to serious liability. We demand that the reconstituted committees be established by June 30, 2017.

Further, Engaged Capital is confident that the Company's stockholders will not tolerate any attempts by you, the remaining incumbent directors, to establish an Executive Committee of the Board to conduct business without Messrs. Brown, Fadel and Hetrick or take any other action to ostracize them. Given your actions (better yet, inactions) to date, we feel compelled to remind you that you owe a fiduciary duty to stockholders...it is your obligation to act in stockholders' best interests, not those of Mr. Speese.

It is our sincere hope that you face the reality of the results from the Annual Meeting and immediately begin working with the newly elected directors. To the extent you fail to do so, we are fully prepared to utilize all tools available at our disposal to protect stockholder value, including initiating legal action against the incumbent directors personally and individually.

Sincerely,

A handwritten signature in dark ink, appearing to read "Glenn W. Welling". The signature is fluid and cursive, with a prominent "G" and "W".

Glenn W. Welling
Engaged Capital, LLC