

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Engaged Capital LLC</u> <hr/> (Last) (First) (Middle) 610 NEWPORT CENTER DRIVE SUITE 250 <hr/> (Street) NEWPORT CA 92660 BEACH <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 03/15/2017	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>RENT A CENTER INC DE [ RCII ]</u>	<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>
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#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	2,519,969	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Common Stock <sup>(1)</sup>	2,703,611	I	By: Engaged Capital Co-Invest V, LP <sup>(3)</sup>
Common Stock <sup>(1)</sup>	1,694,915	I	By: Engaged Capital Co-Invest V-A, LP <sup>(4)</sup>
Common Stock <sup>(1)</sup>	369,881	I	By: Managed Account of Engaged Capital, LLC <sup>(5)</sup>

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Cash-Settled Total Return Swap	(6)	01/23/2018	Common Stock	370,702	8.1919 <sup>(7)</sup>	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Cash-Settled Total Return Swap	(6)	01/23/2018	Common Stock	382,591	8.3213 <sup>(7)</sup>	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Cash-Settled Total Return Swap	(6)	01/23/2018	Common Stock	136,079	8.3299 <sup>(7)</sup>	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Cash-Settled Total Return Swap	(6)	01/23/2018	Common Stock	264,079	8.2145 <sup>(7)</sup>	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Cash-Settled Total Return Swap	(6)	01/23/2018	Common Stock	441,037	7.9092 <sup>(7)</sup>	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>
Cash-Settled Total Return Swap	(6)	01/23/2018	Common Stock	330,000	8.8969 <sup>(7)</sup>	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)</sup>

<b>1. Name and Address of Reporting Person*</b> <u>Engaged Capital LLC</u> <hr/> (Last) (First) (Middle) 610 NEWPORT CENTER DRIVE
--

SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Holdings, LLC](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Welling Glenn W.](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Flagship Master Fund, LP](#)

(Last) (First) (Middle)

CRICKET SQUARE, HUTCHINS DRIVE  
P.O. BOX 2681

(Street)

GRAND E9 KY1-1111  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest V, LP](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Co-Invest V-A, LP](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Engaged Capital Flagship Fund, L.P.</a>		
(Last)	(First)	(Middle)
610 NEWPORT CENTER DRIVE		
SUITE 250		
(Street)		
NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Engaged Capital Flagship Fund, Ltd.</a>		
(Last)	(First)	(Middle)
610 NEWPORT CENTER DRIVE		
SUITE 250		
(Street)		
NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 3 is filed jointly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest V, LP ("Engaged Capital Co-Invest V"), Engaged Capital Co-Invest V-A, LP ("Engaged Capital Co-Invest V-A"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
2. Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.
3. Securities owned directly by Engaged Capital Co-Invest V. As the general partner and investment adviser of Engaged Capital Co-Invest V, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V.
4. Securities owned directly by Engaged Capital Co-Invest V-A. As the general partner and investment adviser of Engaged Capital Co-Invest V-A, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V-A. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V-A. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V-A.
5. Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the securities held in the Engaged Capital Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.
6. Represent certain cash-settled total return swap agreements (the "Swap Agreements") with an unaffiliated third party financial institution, which provide economic exposure to an aggregate of 1,924,488 notional shares. The Swap Agreements provide Engaged Capital Flagship Master with economic results that are comparable to the economic results of ownership but do not provide the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Swap Agreements (the "Subject Shares"). Each Reporting Person expressly disclaims beneficial ownership of the Subject Shares except to the extent of his or its pecuniary interest therein.
7. Represents the reference price associated with the applicable Swap Agreement.

[Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

[Engaged Capital Holdings, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

[/s/ Glenn W. Welling](#) 03/15/2017

[Engaged Capital Flagship Master Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

[Engaged Capital Co-Invest V, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

[Engaged Capital Co-Invest V-A, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

[Engaged Capital Flagship Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

[Engaged Capital Flagship Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory](#) 03/15/2017

Engaged Capital Flagship  
Fund, Ltd.; By: /s/ Glenn W. 03/15/2017  
Welling, Director

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**