

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

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)
December 13, 2012**

RENT-A-CENTER, INC.

(Exact name of registrant as specified in charter)

Delaware

**(State or other jurisdiction of
incorporation or organization)**

0-25370

**(Commission
File Number)**

45-0491516

**(IRS Employer
Identification No.)**

5501 Headquarters Drive

Plano, Texas 75024

(Address of principal executive offices and zip code)

(972) 801-1100

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Item 4.01 Changes in Registrant's Certifying Accountant.

On December 13, 2012, the Audit Committee of the Board of Directors of Rent-A-Center, Inc. (the "Company") decided to engage KPMG LLP (KPMG) as the Company's independent registered public accounting firm commencing with the audit for the year ending December 31, 2013. As of the date of this report, KPMG is in the process of its standard client evaluation procedures and has not accepted the engagement. The Audit Committee made its decision after soliciting proposals from several accounting firms and conducting a thorough formal review.

Grant Thornton LLP ("Grant Thornton") has been engaged to audit the Company's consolidated financial statements for the year ending December 31, 2012, and will be dismissed as the Company's independent registered public accounting firm upon completion of these services continuing through the filing of the Company's Annual Report on Form 10-K for the year ending December 31, 2012. During the years ended December 31, 2010 and 2011, and through the current date, there were no (i) disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K) between the Company and Grant Thornton on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Grant Thornton's satisfaction, would have caused it to make reference to the matter in conjunction with its report on the Company's consolidated financial statements for the relevant year, or (ii) reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

Grant Thornton's audit reports on the Company's consolidated financial statements for the years ended December 31, 2010 and 2011 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

The Company provided Grant Thornton with a copy of the disclosures it is making in this Form 8-K and requested that Grant Thornton furnish a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements made herein. A copy of Grant Thornton's letter, dated December 19, 2012, is filed as Exhibit 16.1 to this Form 8-K.

During the years ended December 31, 2010 and 2011, and through the current date, neither the Company, nor anyone on behalf of the Company, consulted with KPMG with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and no written report or oral advice was provided by KPMG to the Company that KPMG concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing, or financial reporting issue or (ii) any matter that was the subject of either a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Item 8.01 Other Events.

On December 17, 2012, the Company issued a press release announcing that its board of directors increased its quarterly cash dividend from \$0.16 per share to \$0.21 per share, beginning with the dividend for the first quarter of 2013. The Company declared a cash dividend in the amount of \$0.21 per share payable on January 24, 2013, to common stockholders of record as of the close of business on January 3, 2013.

The press release containing these announcements is furnished as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 16.1 Letter from Grant Thornton to the Securities and Exchange Commission dated December 19, 2012

Exhibit 99.1 Press Release issued on December 17, 2012, by Rent-A-Center, Inc.

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: December 19, 2012

By: /s/ Robert D. Davis

Robert D. Davis

Executive Vice President – Finance, Chief Financial Officer
and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
16.1	Letter from Grant Thornton to the Securities and Exchange Commission dated December 19, 2012
99.1	Press Release issued on December 17, 2012, by Rent-A-Center, Inc.

December 19, 2012

U.S. Securities and Exchange Commission
Office of the Chief Accountant
100 F Street, NE
Washington, DC 20549

Re: Rent-A-Center, Inc. and Subsidiaries
File No. 0- 25370

Dear Sir or Madam:

We have read Item 4.01 of Form 8-K of Rent-A-Center, Inc. and Subsidiaries dated December 19, 2012, and agree with the statements concerning our Firm contained therein.

Very truly yours,

/s/ Grant Thornton LLP

For Immediate Release:

**RENT-A-CENTER, INC.
INCREASES QUARTERLY CASH DIVIDEND FROM \$0.16 TO \$0.21**

Declares Cash Dividend For The First Quarter Of 2013

11th Consecutive Cash Dividend

Plano, Texas, December 17, 2012 - Rent-A-Center, Inc. (the "Company") (NASDAQ/NGS: RCII), the nation's largest rent-to-own operator, today announced that its Board of Directors has approved a 31% increase in its quarterly cash dividend from \$0.16 per share to \$0.21 per share, beginning with the dividend for the first quarter of 2013. The Company declared its eleventh consecutive cash dividend: a \$0.21 per share cash dividend for the first quarter of 2013 to be paid to the Company's common stockholders. The dividend will be paid on January 24, 2013, to common stockholders of record as of the close of business on January 3, 2013.

"We are pleased that the strength of our financial position allows us to increase our dividend payout to shareholders," said Mark E. Speese, Chairman and Chief Executive Officer of the Company. "This dividend increase reflects not only our confidence in the Company's strong cash flows, but also our belief that continued investments in our strategic initiatives will generate further growth and provide long-term value for our stockholders. While we continue to focus on both international and RAC Acceptance kiosk expansion, it is our intent to continue returning value to shareholders through increased dividends every year," Mr. Speese concluded.

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Rent-A-Center, Inc., headquartered in Plano, Texas, is the largest rent-to-own operator in North America, focused on improving the quality of life for its customers by providing them the opportunity to obtain ownership of high-quality, durable goods such as consumer electronics, appliances, computers, furniture and accessories, under flexible rental purchase agreements with no long-term obligation. The Company owns and operates approximately 3,100 stores in the United States, Canada, Mexico and Puerto Rico, and approximately 880 RAC Acceptance kiosk locations in the United States and Puerto Rico. ColorTyme, Inc., a wholly owned subsidiary of the Company, is a national franchiser of approximately 220 rent-to-own stores operating under the trade name of "ColorTyme." For additional information about the Company, please visit www.rentacenter.com.

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 locations; the Company's ability to acquire additional stores or customer accounts on favorable terms; the Company's ability to control costs and increase profitability; the Company's ability to enhance the performance of acquired stores; the Company's ability to retain the revenue associated with acquired customer accounts; the Company's ability to identify and successfully market products and services that appeal to its customer demographic; the Company's ability to enter into new and collect on its rental or lease purchase agreements; the passage of legislation adversely affecting the rent-to-own industry; the Company's failure to comply with applicable statutes or regulations governing its transactions; changes in interest rates; changes in the unemployment rate; economic pressures, such as high fuel costs, affecting the disposable income available to the Company's current and potential customers; the general strength of the economy and other economic conditions affecting consumer preferences and spending; the Company's available cash flow; changes in the Company's stock price, the number of shares of common stock that it may or may not repurchase, and future dividends, if any; changes in estimates relating to self-insurance liabilities and income tax and litigation reserves; changes in the Company's effective tax rate; fluctuations in foreign currency exchange rates; information security costs; the Company's ability to maintain an effective system of internal controls;

changes in the number of share-based compensation grants, methods used to value future share-based payments and changes in estimated forfeiture rates with respect to share-based compensation; the resolution of the Company's litigation; and the other risks detailed from time to time in the Company's SEC reports, including but not limited to, its annual report on Form 10-K for the year ended December 31, 2011 and its quarterly reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012, and September 30, 2012. 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.

Contact for Rent-A-Center, Inc.:

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