SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] FADEL MITCHELL E		son*	2. Issuer Name and Ticker or Trading Symbol RENT A CENTER INC DE [RCII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner		
(Last) (First) (Middle) 5501 HEADQUARTERS DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
		E	02/23/2021		Chief Executive Officer			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	g (Check Applicable		
PLANO	TX	75024		X	Form filed by One Repo	orting Person		
					Form filed by More than	n One Reporting		
(City)	(State)	(Zip)			Person			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
COMMON STOCK	02/23/2021		A		388,978 ⁽¹⁾	Α	\$ <mark>0</mark>	504,689 ⁽²⁾	D	
COMMON STOCK	02/23/2021		F		153,061 ⁽³⁾	D	\$54.5	351,628 ⁽²⁾	D	
COMMON STOCK	02/23/2021		F		19,148(4)	D	\$54.5	332,480 ⁽²⁾	D	
COMMON STOCK								1,175	Ι	Company 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	1														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The Company's relative TSR over the three-year measurement period ending December 31, 2020, established in connection with performance-based restricted stock units granted to the reporting person on February 23, 2018, ranked in the 98th percentile, resulting in the vesting of 200% of such performance-based restricted stock units.

2. Includes shares of common stock and unvested restricted stock units.

3. Number of shares withheld to cover taxes with respect to performance-based restricted stock units which vested on February 23, 2021.

4. Number of shares withheld to cover taxes with respect to time-based restricted stock units which vested on February 23, 2021 (upon completion of three years of continuous employment from grant date of February 23, 2018).

Remarks:

/s/ Bryan Pechersky, attorney-02/24/2021

in-fact ** Signature of Reporting Person Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 4 (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.