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

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**FORM 8-K/A**

(Amendment No. 1)

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report:  
(Date of earliest event reported)**

February 22, 2024

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**UPBOUND GROUP, INC.**

(Exact name of registrant as specified in charter)

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

**001-38047**  
(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:

- 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)).

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 Par Value	UPBD	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### Introductory Note

This Current Report on Form 8-K/A (this “Amendment”) amends the quantitative non-GAAP diluted earnings per share reconciliation calculations that were included in Exhibit 99.1 to the Current Report on Form 8-K filed by Upbound Group, Inc. (the “Company”) with the Securities and Exchange Commission on February 22, 2024 (the “Original Form 8-K”). The corrections to the reconciliation line items described below had no impact on the previously reported total GAAP diluted earnings per share or non-GAAP diluted earnings per share amounts that were included in the same reconciliation tables in Exhibit 99.1. The purpose of this Amendment is to make conforming corrections solely to the Acima equity consideration vesting, Acima acquired assets depreciation and amortization, Accelerated software depreciation, Legal settlements, Other and Discrete income tax line items included in the quantitative reconciliation tables for Diluted Earnings Per Share to Non-GAAP Diluted Earnings Per Share for the three months and year ended December 31, 2023, contained within Exhibit 99.1 to the Original Form 8-K. The conforming corrections have been corrected in the Press Release furnished as Exhibit 99.1 to this Amendment and are incorporated herein by reference. Except as described in this Introductory Note, this Amendment does not make any other changes to the Original Form 8-K or to Exhibits 99.2 or 99.3 furnished therewith.

### Item 2.02 Results of Operations and Financial Condition.

On February 22, 2024, Upbound Group, Inc. issued a press release announcing its financial results for the quarter and full year ended December 31, 2023. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information contained in this paragraph, as well as Exhibit 99.1 referenced herein, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release, dated February 22, 2024 (amended)</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**UPBOUND GROUP, INC.**

Date: February 23, 2024

By:

/s/ Fahmi W. Karam

Fahmi W. Karam

EVP, Chief Financial Officer

# upbound

## UPBOUND GROUP, INC. REPORTS FOURTH QUARTER AND FULL YEAR 2023 RESULTS

**Total Revenue of \$1,018 Million for Fourth Quarter and \$4 Billion for Full Year**

**GAAP Diluted EPS \$(0.21) for Fourth Quarter and \$(0.09) for Full Year**

**Non-GAAP Diluted EPS<sup>1</sup> \$0.81 for Fourth Quarter and \$3.55 for Full Year**

For Immediate Release:

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**Plano, Texas, February 22, 2024** - Upbound Group, Inc. (the "Company" or "Upbound") (NASDAQ:UPBD) today announced results for the quarter and year ended December 31, 2023. The earnings release, financial tables and related materials can be found on the Company's investor relations website at <https://investor.upbound.com>.

Today at 9 a.m. ET, Mitch Fadel, Chief Executive Officer, and Fahmi Karam, Chief Financial Officer, will host a conference call to review the financial results and provide 2024 outlook. The conference call can be accessed via an audio webcast through the investor relations website at [investor.upbound.com](https://investor.upbound.com), under events and presentations. Participants can access the call by phone via this link ([Upbound Group Fourth Quarter Earnings Call](#)), where the dial-in details will be provided. A replay will also be available on the website.

### **About Upbound Group, Inc.**

Upbound Group, Inc. (NASDAQ: UPBD) is an omni-channel platform company committed to elevating financial opportunity for all through innovative, inclusive, and technology-driven financial solutions that address the evolving needs and aspirations of consumers. The Company's customer-facing operating units include industry-leading brands such as Rent-A-Center® and Acima® that facilitate consumer transactions across a wide range of store-based and digital retail channels, including over 2,400 company branded retail units across the United States, Mexico and Puerto Rico. Upbound Group, Inc. is headquartered in Plano, Texas. For additional information about the Company, please visit our website [Upbound.com](https://upbound.com).

### **Non-GAAP Financial Measures**

This release and the Company's related conference call contain certain financial information determined by methods other than in accordance with U.S. Generally Accepted Accounting Principles (GAAP), including (1) Non-GAAP diluted earnings per share (net earnings or loss, as adjusted for special items (as defined below), net of taxes, divided by the number of shares of our common stock on a fully diluted basis) and (2) other non-GAAP financial measures explained in the Company's other quarterly earnings disclosures. "Special items" refers to certain gains and charges we view as extraordinary, unusual or non-recurring in nature or which we believe do not reflect our core business activities.

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<sup>1</sup> Non-GAAP financial measure. Refer to the explanations and reconciliations elsewhere in this release.

For the periods presented herein, these special items are described in the quantitative reconciliation table included below in this release. Because of the inherent uncertainty related to these special items, management does not believe it is able to provide a meaningful forecast of the comparable GAAP measures or reconciliation to any forecasted GAAP measure without unreasonable effort. These non-GAAP measures are additional tools intended to assist our management in comparing our performance on a more consistent basis for purposes of business decision-making by removing the impact of certain items management believes do not directly reflect our core operations. These measures are intended to assist management in evaluating operating performance and liquidity, comparing performance and liquidity across periods, planning and forecasting future business operations, helping determine levels of operating and capital investments and identifying and assessing additional trends potentially impacting our Company that may not be shown solely by comparisons of GAAP measures. Consolidated Adjusted EBITDA is also used as part of our incentive compensation program for our executive officers and others. We believe these non-GAAP financial measures also provide supplemental information that is useful to investors, analysts and other external users of our consolidated financial statements in understanding our financial results and evaluating our performance and liquidity from period to period. However, non-GAAP financial measures have inherent limitations and are not substitutes for, or superior to, GAAP financial measures and they should be read together with, our consolidated financial statements prepared in accordance with GAAP. Further, because non-GAAP financial measures are not standardized, it may not be possible to compare such measures to the non-GAAP financial measures presented by other companies, even if they have the same or similar names.

**Exhibit 1 - Reconciliation of diluted earnings per share to Non-GAAP diluted earnings per share**

Three Months Ended December 31, 2023

	Diluted Earnings per Share
<b>GAAP Results</b>	\$ (0.21)
Plus: Special Items	
Acima equity consideration vesting	0.76
Acima acquired assets depreciation and amortization <sup>(1)</sup>	0.05
Accelerated software depreciation	—
Legal settlements	—
Discrete income tax items	0.19
<b>Non-GAAP Adjusted Results</b>	<u>\$ 0.81</u>

<sup>(1)</sup> Includes amortization of approximately \$14.2 million related to the total fair value of acquired intangible assets and incremental depreciation of approximately \$4.0 million.

Year Ended December 31, 2023

	Diluted Earnings per Share
<b>GAAP Results</b>	\$ (0.09)
Plus: Special Items	
Acima equity consideration vesting	2.95
Acima acquired assets depreciation and amortization <sup>(1)</sup>	0.48
Accelerated software depreciation	0.06
Legal settlements	—
Other <sup>(2)</sup>	(0.02)
Discrete income tax items	0.17
<b>Non-GAAP Adjusted Results</b>	<u>\$ 3.55</u>

<sup>(1)</sup> Includes amortization of approximately \$57.0 million related to the total fair value of acquired intangible assets and incremental depreciation of approximately \$15.9 million.

<sup>(2)</sup> Represents interest income on tax refunds for prior years received in 2023.