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. 14)1

Rent-A-Center, Inc. (Name of Issuer)

<u>Common Stock, \$0.01 par value per share</u> (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
RYAN NEBEL
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)

February 28, 2019 (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 \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.

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 REPORTI	NG PERSON				
	Engaged Capita	ıl Flagship Master Fund, LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ✓					
			(b) □			
3	SEC USE ONLY	SEC LISE ONLY				
3	SEC OSE OIVEI					
4	SOURCE OF FUNDS	\mathbf{S}				
	WC					
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION				
	CAYMAN ISL	ANIDO				
NUMBER OF	7	SOLE VOTING POWER				
SHARES	/	SOLE VOTING FOWER				
BENEFICIALLY		2,043,560				
OWNED BY	8	SHARED VOTING POWER				
EACH						
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER				
1 Engol () () III		SOLE DISTOSTITVE TO WER				
		2,043,560				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,043,560					
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	CHECK BOX II THE	2 AGGREGATE AWOOM IN ROW (II) EXCEODES CERTAIN SHARES				
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)				
	3.8%					
14	TYPE OF REPORTIN	NG PERSON				
	PN					

1	NAME OF REPORTI	NG PERSON			
	Engaged Capital Co-Invest V, LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)				
			(b) 🗆		
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUNDS	3			
	WC				
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
	CITIZENCIUD OD DI	ACE OF ORGANIZATION			
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		1,379,881			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		1,379,881			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,379,881				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
	2.6%				
14	TYPE OF REPORTIN	NG PERSON			
	DNI				

1	NAME OF REPORTING PERSON			
	Engaged Conit	ral Co Invert V A. I.D.		
2	Engaged Capital Co-Invest V-A, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑			
	(b) □			
3	SEC USE ONLY			
	SEC USE ONLI			
4	SOURCE OF FUND	20		
4				
	WC	COLOGUES OF LEGAL PROCEEDINGS IS REQUIRED NURSULANT TO ITEM 2/1) OR		
5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER	_	
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		1,730,278		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
TERSON WITH		SOLE DISTOSITIVE FOWER		
		1,730,278		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1 720 279			
12	1,730,278 CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
			_	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
13	TEXCENT OF CLAS	SO REI RESERVED DI AMOUNT IN ROW (II)		
	3.2%			
14	TYPE OF REPORTI	NG PERSON		
	PN			

1	NAME OF REPORTING PERSON			
	Engaged Conit	tal Flagshin Fund. I D		
2	Engaged Capital Flagship Fund, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠			
	(b) \Box			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER	-	
SHARES BENEFICIALLY		2,043,560		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2,043,560		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2.042.560			
12	2,043,560 CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	2 00/			
14	3.8% TYPE OF REPORTING PERSON			
	PN			

1	NAME OF REPORTING PERSON			
	Engaged Coni	tal Flogshin Fund. Ltd		
2	Engaged Capital Flagship Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑			
	(b) □			
3	SEC USE ONLY			
4	SOURCE OF FUND	200		
	SOURCE OF FUNDS			
5	OO CHECK BOY IE DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
3	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FURSUANT TO THEM 2(u) OR	Ш	
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION		
NUMBER OF	CAYMAN ISI 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING FOWER		
BENEFICIALLY		2,043,560		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2,043,560		
	10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,043,560			
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	3.8%			
14	TYPE OF REPORTI	ING PERSON		
	CO			
	1 (0			

1	NAME OF REPORTING PERSON			
	Engaged Capit			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑			
	(b) □			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER	-	
SHARES BENEFICIALLY		5,333,609		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		5,333,609		
	10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AMO	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	5,333,609 CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
			_	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
14	9.9% TYPE OF REPORTING PERSON			
		TO LEADON		
	00			

1	NAME OF REPORTING PERSON			
	Engaged Conit	ral Holdings LLC		
2	Engaged Capital Holdings, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠			
	(b) □			
3	SEC USE ONLY			
	SEC USE ONL!			
4	SOURCE OF FUND	S		
'				
	00	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	,			
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		5,333,609		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		5,333,609		
	10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AMO	- 0 - DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,333,609			
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	9.9%			
14	TYPE OF REPORTI	NG PERSON		
	OO			
	1 00			

1	NAME OF DEDOD	TIME DEDCOM		
1	NAME OF REPORTING PERSON			
	Glenn W. Welling			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠			
2	Check the appropriate box if a member of a group (a) \boxtimes (b) \square			
			(6) 🗆	
3	SEC USE ONLY			
	SEC COL CILLI			
4	SOURCE OF FUNI	DS		
	00			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENCIUD OD	PLACE OF ORGANIZATION		
0	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	,			
BENEFICIALLY		5,333,609		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		5,333,609		
	10	SHARED DISPOSITIVE POWER		
	10	SHARED DISTOSITIVE FOWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,333,609			
12	CHECK BOX IF THE	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	DED CENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
13	FERCENT OF CLA	ASS REFRESENTED DI AMMUNITIN KOW (11)		
	9.9%			
14	TYPE OF REPORT	TING PERSON		
	IN			

1	NAME OF REPORTING PERSON			
2	Christopher B.	DPRIATE BOX IF A MEMBER OF A GROUP		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □	
			(0) 🗆	
3	SEC USE ONLY			
_				
4	SOURCE OF FUNDS	S		
	0.0			
5	OO CHECK BOY IE DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
3	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO THEM 2(d) OR	Ш	
	2(0)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		14,265*		
OWNED BY	8	SHARED VOTING POWER		
EACH		SIERCED VOIEVOTOWEK		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	14,265*		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	14,265*			
12	CHECK BOX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
13	TERCENT OF CLAS	S REI RESENTED DI AMOUNT IN NOW (11)		
	Less than 1%*			
14	TYPE OF REPORTIN	NG PERSON		
	IN			

^{*} Consists of Shares underlying certain Director Deferred Stock Units awarded to Mr. Hetrick in his capacity as a director of the Issuer. Each Director Deferred Stock Unit represents the right to receive one Share upon the termination of Mr. Hetrick's service as a director of the Issuer.

The following constitutes Amendment No. 14 to the Schedule 13D filed by the undersigned ("Amendment No. 14"). This Amendment No. 14 amends the Schedule 13D as specifically set forth herein.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.</u>

Item 6 is hereby amended to add the following:

On February 28, 2019, Engaged Capital Flagship Master entered into a certain cash-settled total return swap agreement with Nomura Global Financial Products Inc. as the counterparty (the "February 28th Agreement"). The February 28th Agreement provides that Engaged Capital Flagship Master will purchase up to 1,600,000 notional Shares that provide economic results comparable to the economic results of ownership but would not provide Engaged Capital Flagship Master with the power to vote or direct the voting or dispose of or direct the disposition of such Shares (the "Subject Shares"). The Subject Shares may only be purchased in accordance with trading requirements adopted by Engaged Capital Flagship Master, and there can be no assurance as to how many Subject Shares, if any, will be purchased pursuant to the February 28th Agreement or at what price any such Subject Shares will be purchased.

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: March 1, 2019

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