

**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):
March 10, 2014 (March 5, 2014)**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 5, 2014, the Compensation Committee of the Board of Directors of Rent-A-Center, Inc. (the "Company") adopted a compensation recovery ("clawback") policy which provides that, in the event of a restatement of the Company's financial results due to material noncompliance with any financial reporting requirement under the U.S. federal securities laws, the Company may seek reimbursement of any portion of incentive compensation paid, vested, or awarded during the three-year period preceding the date on which the Company is required to prepare such a restatement, which is in excess of the amount that would have been paid or awarded if calculated based on the restated financial results. Restatements of financial results that are the direct result of changes in accounting standards will not result in recovery of performance-based or incentive compensation under the clawback policy. The foregoing description of the clawback policy is qualified in its entirety by reference to the full text of the clawback policy, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Additionally, on March 5, 2014, the Compensation Committee of the Board of Directors adopted executive equity ownership guidelines which provide that the Chief Executive Officer and the President and Chief Operating Officer of the Company are expected to own shares of the Company's common stock at certain minimum levels within five years of the later of (i) January 1, 2014, or (ii) the date on which such officer becomes subject to the applicable requirement, taking into account direct and indirect ownership of shares and share equivalents held in our benefit plans. The required levels under the Company's equity ownership guidelines are as follows:

Chief Executive Officer: 5x annual base salary

President & Chief Operating Officer: 2x annual base salary

Restricted stock unit awards which have not yet vested are counted toward the ownership requirement. Unexercised stock options are not counted.

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: March 10, 2014

By: /s/ Robert D. Davis
Robert D. Davis
Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Rent-A-Center, Inc. Executive Compensation Recoupment Policies

Rent-A-Center, Inc.
Executive Compensation Recoupment Policies

Adopted: March 5, 2014

I. Defined Terms

For the purpose of these policies, the following terms have the following meanings:

"Company" means Rent-A-Center, Inc.

"Compensation Committee" means the Compensation Committee of the Board of Directors of the Company.

"Covered Executive" means any current or former Executive Officer of the Company.

"Dodd-Frank Act" means the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

"Effective Date" means March 5, 2014.

"Equity Award" means stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares or other stock-based awards granted, vested or accrued under any Company plan or agreement and payable in Shares.

"Executive Officer" means an officer as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended; provided that when the Securities and Exchange Commission issues a final rule implementing Section 954 of the Dodd Frank Act, the term "Executive Officer" as used in the Dodd-Frank Act shall have the definition assigned the term "executive officer" in such final rule.

"Non-Equity Incentive Compensation" means any cash compensation paid to a Covered Executive, wholly or partly based on publicly reported financial information related to the Company or one or more of its subsidiaries.

"Shares" means shares of common stock of the Company.

II. Dodd-Frank Compensation Recoupment Policy

A. It is the policy of the Company that, in the event that the Company is required to prepare an accounting restatement due to its material noncompliance with financial reporting requirements under the U.S. securities laws, the Company shall, to the extent that the Compensation Committee determines in its sole discretion that it is in the best interests of the Company and its stockholders, require reimbursement of compensation (in an amount described below) from each Covered Executive who, at any time after the Effective Date and during the three-year period preceding the date on which the Company is required to prepare the accounting restatement, (i) received payment of Non-Equity Incentive Compensation, or (ii) realized compensation from Equity Awards, in either case based on the erroneous financial data, regardless of whether the Covered Executive engaged in misconduct or otherwise caused or contributed to the requirement for the restatement. This policy shall not apply with respect to accounting or financial restatements due to a change in applicable accounting rules or interpretations.

B. In determining whether it is in the best interests of the Company and its stockholders to require reimbursement of any compensation, the Compensation Committee shall take into account considerations it deems appropriate, including, but not limited to, the extent to which it is permitted by governing law, the likelihood of success, and the cost of requiring such reimbursement.

C. The amount of any such Non-Equity Incentive Compensation to be recovered shall be equal to the excess of (i) the amount paid to the Covered Executive calculated by reference to the erroneous financial data, over (ii) the amount that would have been paid to the Covered Executive calculated by reference to the corrected financial data.

D. For purposes of any such Equity Awards earned based on the erroneous data, the amount to be recovered shall be equal to the excess of (i) the number of Shares (or equivalent value) earned by the Covered Executive calculated by reference to the erroneous financial data, over (ii) the number of Shares (or equivalent value) that would have been earned by the Covered Executive calculated by reference to the corrected financial data, or such other recovery calculation as may hereafter be specified in final regulations issued by the Securities and Exchange Commission under the Dodd Frank Act or by The NASDAQ Global Select Market.

E. Notwithstanding anything in this policy to the contrary, it is intended that this policy be administered in a manner that will comply with applicable law and securities exchange listing requirements, such as Section 304 of the Sarbanes-Oxley Act of 2002 and Section 954 of the Dodd-Frank Act. The Compensation Committee is authorized to adopt amendments to this policy, as well as rules and procedures deemed necessary or appropriate to comply with such laws and the regulations thereunder.

III. General

A. The rights to recoupment set forth in this policy is in addition to any other rights that the Company may have against any Covered Executive, including any remedies at law or in equity.

B. These policies shall be administered by the Compensation Committee, which shall have sole discretion as to when and how to seek recovery from a Covered Executive. All actions by the Compensation Committee to recover compensation under this policy shall be taken in accordance with applicable law.

C. This policy shall apply only to Equity Awards or awards for Non-Equity Incentive Compensation entered or granted on or after the Effective Date.

D. The Company shall take all appropriate steps to inform Covered Executives of these policies, so that such policies shall be enforceable to the fullest extent legally permissible. These steps may include, but not be limited to, providing that these policies shall be acknowledged annually by Covered Executives, and incorporating the terms of these policies into the terms of any employment agreement, incentive plan or incentive award agreement applicable to a Covered Executive.