RENT A CENTER INC DE Form SC 13D/A April 17, 2017

#### **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. 5)1

Rent-A-Center, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(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

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)

### April 17, 2017

(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 ".

*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.

1 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*).

## CUSIP No. 76009N100

1	NAME OF PERSON	REPORTING
2	Master I CHECK TI APPROPR	IATE MEMBER <sup>(a)</sup>
3	SEC USE	ONLY
4	SOURCE (	OF FUNDS
5	WC CHECK BO DISCLOSU LEGAL PROCEED REQUIRE PURSUAN ITEM 2(d)	URE OF DINGS IS D UT TO
6	CITIZENS ORGANIZ	HIP OR PLACE OF ATION
	CAYMA	AN ISLANDS
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	2,519,969
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,519,969 SHARED DISPOSITIVE

**POWER** 

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	2,519,969 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	4.7% TYPE OF REPORTING PERSON
	PN

### CUSIP No. 76009N100

1

	_	ged Capital Co-Invest
	V, LI CHECK	
		PRIATE
2	DOV II	F A MEMBER (a)
	OF A G	
	OF A C	(b)
		(0)
3	SEC US	SE ONLY
4	SOURC	CE OF FUNDS
	WC	
		K BOX IF
		OSURE OF
	LEGAL	
5		EEDINGS IS
	REQUI	RED
	PURSU	JANT TO
	ITEM 2	2(d) OR 2(e)
	CITIZE	NAME OF STAGE OF
6		ENSHIP OR PLACE OF
	OKGAI	NIZATION
	DEL	AWARE
NUMBER OF	7	SOLE VOTING
NUMBER OF	/	POWER
SHARES		
BENEFICIALLY	•	2,703,611
		SHARED
OWNED BY	8	VOTING
		POWER
EACH		0
REPORTING		- 0 -
DEDCOM MUTTI	0	SOLE
PERSON WITH	9	DISPOSITIVE
		POWER
		2,703,611
		SHARED

10

NAME OF REPORTING

PERSON

DISPOSITIVE POWER

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	2,703,611 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	5.1% TYPE OF REPORTING PERSON
	PN

1

2	V-A, CHECK	THE PRIATE A MEMBER <sup>(a)</sup>
3	SEC US	E ONLY
4	SOURC	E OF FUNDS
5	DISCLO LEGAL PROCE REQUIR PURSU	BOX IF OSURE OF EDINGS IS RED ANT TO (d) OR 2(e)
6		NSHIP OR PLACE OF NIZATION
	DELA	AWARE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	3,390,148
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	3,390,148 SHARED DISPOSITIVE POWER

NAME OF REPORTING

PERSON

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	3,390,148 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	6.4% TYPE OF REPORTING PERSON
	PN

1

2	Fund, LP CHECK THE APPROPRIA BOX IF A M OF A GROU	E ATE IEMBER <sup>(a)</sup>
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	OO CHECK BOX DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSH ORGANIZA	IP OR PLACE OF TION
	DELAWA	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	2,519,969
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,519,969 SHARED DISPOSITIVE POWER

NAME OF REPORTING

Engaged Capital Flagship

PERSON

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	2,519,969
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	4 7 0/
	4.7%
14	TYPE OF REPORTING
	PERSON
	PN

1

2	Fund, L CHECK T	HE RIATE MEMBER <sup>(a)</sup>
2	SEC LISE	ONI V
3	SEC USE	ONL Y
4	SOURCE	OF FUNDS
5	OO CHECK B DISCLOS LEGAL PROCEEI REQUIRE PURSUAI ITEM 2(d)	URE OF DINGS IS ED NT TO
6	CITIZENS ORGANIZ	SHIP OR PLACE OF ZATION
	CAYM	AN ISLANDS
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	2,519,969
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,519,969 SHARED DISPOSITIVE POWER

NAME OF REPORTING

**PERSON** 

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	2,519,969
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	4.7%
	TYPE OF REPORTING
14	PERSON
	CO

1	NAME OF R PERSON	EPORTING
2	Engaged C CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER <sup>(a)</sup>
		(0)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	OO CHECK BOY DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI ORGANIZA	IP OR PLACE OF TION
	DELAWA	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	8,983,609
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	8,983,609 SHARED DISPOSITIVE

**POWER** 

- 0 -

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,983,609 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

(11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

16.9%

14 TYPE OF REPORTING

PERSON

00

7

1	PERSON	EPORTING
2	LLC CHECK THE APPROPRIA BOX IF A M	TE EMBER <sup>(a)</sup>
	OF A GROU	P
		(b)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	OO CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	EE OF IGS IS TO
6	CITIZENSHI ORGANIZA	P OR PLACE OF ГІОN
	DELAWA	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	8,983,609
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	8,983,609 SHARED DISPOSITIVE
		POWER

NAME OF REPORTING

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	8,983,609
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	16.9%
	TYPE OF REPORTING
14	PERSON
	OO

1

2	Glenn W. CHECK THI APPROPRIA BOX IF A M OF A GROU	E ATE IEMBER <sup>(a)</sup>
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	OO CHECK BOX DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS
6	CITIZENSH ORGANIZA	IP OR PLACE OF TION
	USA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	8,983,609
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 - SOLE
PERSON WITH	9	DISPOSITIVE POWER
	10	8,983,609 SHARED DISPOSITIVE POWER

NAME OF REPORTING

**PERSON** 

- 0 -

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,983,609 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

(11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

16.9%

14 TYPE OF REPORTING PERSON

IN

9

1	NAME OF R PERSON	EPORTING
2	Jeffrey J. I CHECK THE APPROPRIA BOX IF A M OF A GROU	E ATE EMBER <sup>(a)</sup>
3	SEC USE ON	
4	SOURCE OF	FUNDS
5	CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI OF ORGANI	IP OR PLACE ZATION
	USA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% TYPE OF REPORTING PERSON
	IN

1	NAME OF REPORTING PERSON	
2	William K CHECK THI APPROPRIA BOX IF A M OF A GROU	E ATE IEMBER <sup>(a)</sup>
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	CHECK BOY DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) C	RE OF NGS IS TO
6	CITIZENSH OF ORGAN	IP OR PLACE IZATION
NUMBER OF	USA 7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% TYPE OF REPORTING PERSON
	IN

1	NAME OF R PERSON	REPORTING
2	Mitchell E CHECK THI APPROPRIA BOX IF A M OF A GROU	E ATE IEMBER <sup>(a)</sup>
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	CHECK BOY DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) C	RE OF NGS IS TO
6	CITIZENSH OF ORGAN	IP OR PLACE IZATION
NUMBER OF	USA 7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 - SHARED
OWNED BY	8	VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% TYPE OF REPORTING PERSON
	IN

1	NAME OF REPORTING PERSON	
2	Christopho CHECK THI APPROPRIA BOX IF A M OF A GROU	ATE EMBER <sup>(a)</sup>
3	SEC USE Of	NLY
4	SOURCE OF	FFUNDS
5	CHECK BOY DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) C	RE OF NGS IS TO
6	CITIZENSH OF ORGAN	IP OR PLACE IZATION
NUMBER OF	USA 7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	- 0 - SHARED
OWNED BY	8	VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED
11	BY EACH REPORTING
	PERSON
	_
	- 0 -
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	000
	0%
14	TYPE OF REPORTING
	PERSON
	IN

1	NAME OF PERSON	REPORTING
2	Carol A. CHECK TH APPROPRI BOX IF A I OF A GRO	IE [ATE MEMBER <sup>(a)</sup>
3	SEC USE C	ONLY
4	SOURCE C	OF FUNDS
5	CHECK BODISCLOSU LEGAL PROCEEDI REQUIREI PURSUAN ITEM 2(d)	JRE OF INGS IS O T TO
6	CITIZENSI OF ORGAN	HIP OR PLACE NIZATION
	USA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0% TYPE OF REPORTING PERSON
	IN

CUSIP No. 76009N100

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 2.

Identity and Background.

Item 2 is hereby amended to add the following:

In connection with Engaged Capital Flagship Master's withdrawal of William K. Butler as a nominee for election at the Issuer's 2017 annual meeting of stockholders (the "Annual Meeting"), Mr. Butler shall cease to be a party to that certain Joint Filing and Solicitation Agreement as described in Amendment No. 2 to the Schedule 13D and shall cease to be a Reporting Person immediately upon the filing of this Amendment No. 5 to the Schedule 13D.

Item 4.

Purpose of Transaction.

Item 4 is hereby amended to add the following:

On April 17, 2017, Engaged Capital Flagship Master withdrew its nomination of William K. Butler for election as a director at the Annual Meeting. To the extent that it remains the case that the terms of three (3) directors currently serving on the Issuer's Board of Directors expire at the Annual Meeting, Engaged Capital Flagship Master will withdraw one (1) of its remaining four (4) nominees prior to the filing of its definitive proxy statement.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer</u>. Item 6 is hereby amended as follows:

On March 27, 2017, that certain Consulting Agreement (as defined and described in Amendment No. 2 to the Schedule 13D) between Engaged Capital Flagship Master and Mitchell E. Fadel was terminated.

CUSIP No. 76009N100

#### **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: April 17, 2017

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

CUSIP No. 76009N100

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

Individually and as attorney-in-fact for Jeffrey J. Brown, William K. Butler, Mitchell E. Fadel, Christopher B. Hetrick and Carol A. McFate