

RENT A CENTER INC DE
Form SC 13D/A
March 20, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Rent-A-Center, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

76009N100

(CUSIP Number)

Vintage Capital Management, LLC

4705 S. Apopka Vineland Road, Suite 206

Orlando, FL 32819

(407) 909-8015

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 15, 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 which 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.

* 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).

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NAMES OF REPORTING PERSONS

- (1) Vintage Capital Management, LLC
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) "

(b) "

- (3) SEC USE ONLY SOURCE OF FUNDS (see instructions)

- (4) OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

- (5) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0 shares SHARED

BENEFICIAL (8) VOTING POWER

OWNED BY 506,050 shares SOLE

EACH (9) DISPOSITIVE POWER

REPORTING PERSON (10) 0 shares SHARED WITH DISPOSITIVE

POWER

506,050 shares
AGGREGATE AMOUNT
BENEFICIALLY
(11) OWNED BY EACH
REPORTING PERSON

506,050 shares
CHECK IF THE
AGGREGATE AMOUNT
(12) IN ROW (11)
EXCLUDES CERTAIN
SHARES (see
instructions) **
PERCENT OF CLASS
REPRESENTED BY

(13) AMOUNT IN ROW (11)

0.94%*
TYPE OF REPORTING
PERSON (see
(14) instructions)

OO

Percentage calculated based on 53,978,616 shares of common stock, par value \$0.01 per share, outstanding as of
*February 19, 2019, as reported in the Form 10-K/A for the fiscal year ended December 31, 2018, of Rent-A-Center,
Inc.

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(1) NAMES OF REPORTING PERSONS

Kahn Capital
 Management, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) "

(b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0 shares SHARED

BENEFICIAL (8) VOTING POWER

OWNED

BY 506,050 shares SOLE

EACH DISPOSITIVE REPORTING POWER

0 shares

PERSON(10) SHARED
WITH DISPOSITIVE
POWER

506,050 shares
AGGREGATE AMOUNT
BENEFICIALLY
(11) OWNED BY EACH
REPORTING PERSON

506,050 shares
CHECK IF THE
AGGREGATE AMOUNT
(12) IN ROW (11)
EXCLUDES CERTAIN
SHARES (see
instructions) **
PERCENT OF CLASS
REPRESENTED BY

(13) AMOUNT IN ROW (11)

0.94%*
TYPE OF REPORTING
PERSON (see
(14) instructions)

OO

Percentage calculated based on 53,978,616 shares of common stock, par value \$0.01 per share, outstanding as of
*February 19, 2019, as reported in the Form 10-K/A for the fiscal year ended December 31, 2018, of Rent-A-Center,
Inc.

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(1) NAMES OF REPORTING PERSONS

Brian R. Kahn

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) "

(b) "

(3) SEC USE ONLY
 (4) SOURCE OF FUNDS (see instructions)

(5) OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

(7) NUMBER OF SHARES OF BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOLE VOTING POWER
 0 shares SHARED

(8) VOTING POWER

OWNED BY EACH REPORTING PERSON
 506,050 shares SOLE DISPOSITIVE POWER

0 shares

(10)

PERSON WITH SHARED DISPOSITIVE POWER

506,050 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (11)

506,050 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) (12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (13)

0.94%*
TYPE OF REPORTING PERSON (see instructions) (14)

IN

Percentage calculated based on 53,978,616 shares of common stock, par value \$0.01 per share, outstanding as of *February 19, 2019, as reported in the Form 10-K/A for the fiscal year ended December 31, 2018, of Rent-A-Center, Inc.

Explanatory Note

This Amendment No. 6 (this “Amendment”) amends and supplements the Schedule 13D filed on November 3, 2017, as amended on January 19, 2018, June 12, 2018, June 17, 2018, December 19, 2018 and December 21, 2018 (as amended, the “Schedule 13D”), by the Reporting Persons relating to the Common Stock of the Issuer. Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D. All references in the Schedule 13D and this Amendment to the “Statement” will be deemed to refer to the Schedule 13D as amended and supplemented by this Amendment.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

(a) and (b) The responses of the Reporting Persons to rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Statement are incorporated by reference. As of 4:00 p.m., Eastern time, on March 19, 2019, the Reporting Persons beneficially owned 506,050 shares of Common Stock, representing approximately 0.94% of the outstanding shares of Common Stock. The percentage in this paragraph relating to beneficial ownership of Common Stock is based on 53,978,616 shares of Common Stock outstanding as of February 19, 2019, as reported in the Form 10-K/A for the fiscal year ended December 31, 2018 of the Issuer.

Kahn Capital, as a member and the majority owner of Vintage Capital, may be deemed to have the power to direct the voting and disposition of the shares of Common Stock beneficially owned by Vintage Capital, and may be deemed to be the indirect beneficial owner of such shares. Kahn Capital disclaims beneficial ownership of such shares for all other purposes.

Mr. Kahn, as the manager of each of Vintage Capital and Kahn Capital, may be deemed to have the power to direct the voting and disposition of the shares of Common Stock beneficially owned by Vintage Capital, and may be deemed to be the indirect beneficial owner of such shares. Mr. Kahn disclaims beneficial ownership of such shares for all other purposes.

To the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any shares of Common Stock.

(c) Except as set forth below, none of the Reporting Persons have effected any transactions in the Common Stock during the past 60 days.

| Transaction Date | Purchase or Sale | Quantity | Price per Share (excluding commissions) | How Effected |
|------------------|------------------|-----------|---|--------------|
| 3/14/2019 | Sale | 438,055 | \$21.4749 | Open Market |
| 3/15/2019 | Sale | 1,522,287 | \$20.00 | Open Market |
| 3/18/2019 | Sale | 237,041 | \$21.327 | Open Market |
| 3/19/2019 | Sale | 482,609 | \$19.8944 | Open Market |

(d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this Statement.

(e) The Reporting Persons ceased to beneficially own, or ceased to be deemed to beneficially own, more than 5% of the Common Stock on March 15, 2019.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 20, 2019

**VINTAGE CAPITAL
MANAGEMENT, LLC**

By: /s/ Brian R. Kahn
Name: Brian R. Kahn
Title: Manager

**KAHN CAPITAL
MANAGEMENT, LLC**

By: /s/ Brian R. Kahn
Name: Brian R. Kahn
Title: Manager

/s/ Brian R. Kahn
Brian R. Kahn

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