

Engaged Capital LLC
 Form 4
 August 22, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Engaged Capital LLC

2. Issuer Name and Ticker or Trading Symbol
 RENT A CENTER INC DE [RCII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 610 NEWPORT CENTER DRIVE, SUITE 250
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/20/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Footnote 1

NEWPORT BEACH, CA 92660
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 08/20/2018 | | S | | 1,233,816 | D | \$ 14.67 |
| | | | | | 1,286,153 | I | |
| Common Stock ⁽¹⁾ | 08/20/2018 | | S | | 1,323,730 | D | \$ 14.67 |
| | | | | | 1,379,881 | I | |

By:
 Engaged Capital Flagship Master Fund, LP ⁽²⁾

By:
 Engaged Capital Co-Invest V, LP ⁽³⁾

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| | | | | | | | | |
|-----------------------------|------------|---|-----------|---|----------|-----------|---|---|
| Common Stock ⁽¹⁾ | 08/20/2018 | S | 1,659,870 | D | \$ 14.67 | 1,730,278 | I | By: Engaged Capital Co-Invest V-A, LP ⁽⁴⁾ |
| Common Stock ⁽¹⁾ | 08/20/2018 | S | 232,584 | D | \$ 14.67 | 137,297 | I | By: Managed Account of Engaged Capital, LLC ⁽⁵⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| Engaged Capital LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660 | | | | See Footnote 1 |
| Engaged Capital Holdings, LLC 610 NEWPORT CENTER DRIVE | | | | See Footnote 1 |

SUITE 250
NEWPORT BEACH, CA 92660

Welling Glenn W.
610 NEWPORT CENTER DRIVE
SUITE 250
NEWPORT BEACH, CA 92660

See Footnote 1

Engaged Capital Flagship Master Fund, LP
CRICKET SQUARE, HUTCHINS DRIVE
P.O. BOX 2681
GRAND CAYMAN, E9 KY1-1111

See Footnote 1

Engaged Capital Co-Invest V, LP
610 NEWPORT CENTER DRIVE
SUITE 250
NEWPORT BEACH, CA 92660

See Footnote 1

Engaged Capital Co-Invest V-A, LP
610 NEWPORT CENTER DRIVE
SUITE 250
NEWPORT BEACH, CA 92660

See Footnote 1

Engaged Capital Flagship Fund, L.P.
610 NEWPORT CENTER DRIVE
SUITE 250
NEWPORT BEACH, CA 92660

See Footnote 1

Engaged Capital Flagship Fund, Ltd.
610 NEWPORT CENTER DRIVE
SUITE 250
NEWPORT BEACH, CA 92660

See Footnote 1

Signatures

Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory

08/22/2018

__Signature of Reporting Person

Date

Engaged Capital Holdings, LLC; By: /s/ Glenn W. Welling, Authorized Signatory

08/22/2018

__Signature of Reporting Person

Date

/s/ Glenn W. Welling

08/22/2018

__Signature of Reporting Person

Date

Engaged Capital Flagship Master Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory

08/22/2018

__Signature of Reporting Person

Date

Engaged Capital Co-Invest V, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory

08/22/2018

__Signature of Reporting Person

Date

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| | |
|--|------------|
| Engaged Capital Co-Invest V-A, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 08/22/2018 |
| __Signature of Reporting Person | Date |
| Engaged Capital Flagship Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 08/22/2018 |
| __Signature of Reporting Person | Date |
| Engaged Capital Flagship Fund, Ltd.; By: /s/ Glenn W. Welling, Director | 08/22/2018 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is filed jointly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest V, LP ("Engaged Capital Co-Invest V"), Engaged Capital Co-Invest V-A, LP ("Engaged Capital Co-Invest V-A"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that previously collectively beneficially owned more than 10% of the Issuer's outstanding shares of Common Stock prior to the transactions reported herein. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(1) Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.

(2) Securities owned directly by Engaged Capital Co-Invest V. As the general partner and investment adviser of Engaged Capital Co-Invest V, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V.

(3) Securities owned directly by Engaged Capital Co-Invest V-A. As the general partner and investment adviser of Engaged Capital Co-Invest V-A, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V-A. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V-A. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest V-A.

(4) Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the securities held in the Engaged Capital Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, as the Founder and Chief Investment Officer of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.