

Engaged Capital LLC
Form 4
August 22, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

610 NEWPORT CENTER
DRIVE, SUITE 250

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RENT A CENTER INC DE [RCII]

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

08/20/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

See Footnote 1

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

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

Common Stock ⁽¹⁾	08/20/2018		S		1,323,730	D	\$ 14.67
							1,379,881
							I

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.

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SEC 1474
(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 and 4)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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).

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

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