
**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)
December 18, 2018

RENT-A-CENTER, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38047
(Commission File No.)

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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

On December 18, 2018, Rent-A-Center, Inc. (“Rent-A-Center” or the “Company”) terminated the Agreement and Plan of Merger (the “Merger Agreement”), dated June 17, 2018, by and among the Company and certain affiliates of Vintage Capital Management, LLC (collectively, “Vintage Capital”).

Rent-A-Center did not receive an extension notice from Vintage Capital at or prior to 11:59 p.m., Eastern Time, on December 17, 2018, which was the deadline set forth in the Merger Agreement for either party to provide notice to the other of its election to extend the end date in the Merger Agreement to March 17, 2019 due to the continued pendency of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, resulting from the previously disclosed Second Request received by the parties from the Federal Trade Commission in connection with the pending transaction.

In light of the current financial and operational performance of the Company, the Board of Directors of Rent-A-Center determined not to exercise its right to extend the end date and instead elected to exercise the Company’s right to terminate the Merger Agreement. Accordingly, Rent-A-Center notified Vintage Capital on December 18, 2018 of Rent-A-Center’s termination of the Merger Agreement and noted Vintage Capital’s obligation under the terms of the Merger Agreement to pay the Company a reverse breakup fee of \$126,500,000 within three business days.

Item 8.01 Other Events.

On December 18, 2018, the Company issued a press release announcing, among other things, the termination of the Merger Agreement. A copy of this press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated (and issued on) December 18, 2018.</u>

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.

Date: December 20, 2018

RENT-A-CENTER, INC.

By: /s/ Dawn M. Wolverson

Dawn M. Wolverson

Vice President – Assistant General Counsel and Secretary

FOR IMMEDIATE RELEASE**Rent-A-Center Terminates Merger Agreement with Vintage Capital*****Rent-A-Center will hold conference call to discuss its 2019 financial forecast***

PLANO, Texas—December 18, 2018—Rent-A-Center, Inc. (NASDAQ/NGS:RCII) (“Rent-A-Center” or the “Company”), a leader in the rent-to-own industry, today announced that the Company has terminated the Agreement and Plan of Merger (the “Merger Agreement”), dated June 17, 2018, by and among the Company and certain affiliates of Vintage Capital Management, LLC (collectively, “Vintage Capital”). Rent-A-Center did not receive an extension notice from Vintage Capital at or prior to 11:59 p.m., Eastern Time, on December 17, 2018, which was the deadline set forth in the Merger Agreement for either party to provide notice to the other of its election to extend the end date in the Merger Agreement to March 17, 2019 due to the continued pendency of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, resulting from the previously disclosed Second Request received by the parties from the Federal Trade Commission in connection with the pending transaction.

In light of the current financial and operational performance of the Company, the Board of Directors of Rent-A-Center determined not to exercise its right to extend the end date and instead elected to exercise the Company’s right to terminate the Merger Agreement. Accordingly, Rent-A-Center notified Vintage Capital today of Rent-A-Center’s termination of the Merger Agreement and noted Vintage Capital’s obligation under the terms of the Merger Agreement to pay the Company a reverse breakup fee of \$126,500,000 within three business days. The Company will be hosting a conference call to discuss its 2019 financial forecast on Thursday morning, December 20, 2018, at 8:30 a.m. Eastern Time.

Webcast Information

Rent-A-Center will host a conference call on Thursday, December 20, 2018, at 8:30 a.m. Eastern Time to discuss its 2019 financial forecast. For a live webcast of the call, visit <http://investor.rentacenter.com>. Certain financial and other statistical information that will be discussed during the conference call will also be provided on the same website. The Company will issue an additional press release providing specific information for individuals that wish to access the upcoming conference call by telephone.

About Rent-A-Center, Inc.

A rent-to-own industry leader, Plano, Texas-based, Rent-A-Center, Inc., is focused on improving the quality of life for its customers by providing them the opportunity to obtain ownership of high-quality, durable products such as consumer electronics, appliances, computers, furniture and accessories, under flexible rental purchase agreements with no long-term obligation. The Company owns and operates approximately 2,350 stores in the United States, Mexico, Canada and Puerto Rico, and approximately 1,200 Acceptance Now kiosk locations in the United States and Puerto Rico. Rent-A-Center Franchising International, Inc., a wholly owned subsidiary of the Company, is a national franchiser of approximately 250 rent-to-own stores operating under the trade names of “Rent-A-Center,” “ColorTyme,” and “RimTyme.” For additional information about the Company, please visit its website at www.rentacenter.com.

Forward-Looking Statements

This press release contains a forward-looking statement. The Company believes that the expectations reflected in such forward-looking statement are accurate. However, there can be no assurance that such expectations will occur.

Contacts

Investors:

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Interim Chief Financial Officer

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