

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RENT-A-CENTER, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

45-0491516
(I.R.S. Employer
Identification No.)

5700 TENNYSON PARKWAY, THIRD FLOOR
PLANO, TEXAS 75024
(972) 801-1100
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

ROBERT D. DAVIS
5700 TENNYSON PARKWAY, THIRD FLOOR
DALLAS, TEXAS 75024
(972) 801-1100
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

COPIES TO:
THOMAS W. HUGHES, ESQ.
WINSTEAD SECHREST & MINICK P.C.
5400 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TEXAS 75270
(214) 745-5400

Approximate date of commencement of proposed sale to the public: NOT
APPLICABLE.

If only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule
462(c) under the Securities Act, check the following box and list the Securities
Act registration statement number of the earlier effective registration
statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule
434, check the following box. []

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EXPLANATORY NOTE
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

A. CORPORATE REORGANIZATION.

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (this "POST-EFFECTIVE AMENDMENT") is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "SECURITIES ACT"), to reflect our new holding company organizational structure, effected in accordance with Section 251(g) of the Delaware General Corporation Law (the "DGCL"). The holding company organizational structure was effected pursuant to an Agreement and Plan of Merger (the "PLAN OF MERGER") among Rent-A-Center East, Inc. (formerly, Rent-A-Center, Inc.), a Delaware corporation (the "PREDECESSOR"), Rent-A-Center, Inc. (formerly, Rent-A-Center Holdings, Inc.), a Delaware corporation (the "REGISTRANT"), and RAC Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Registrant (the "MERGER SUB"). The Plan of Merger provided for the merger of the Merger Sub with and into the Predecessor, with the Predecessor continuing as the surviving corporation and a wholly-owned subsidiary of the Registrant (the "MERGER"). Prior to the Merger, the Registrant was a direct, wholly-owned subsidiary of the Predecessor, organized for the purpose of implementing the holding company organizational structure. In connection with the Merger, the Predecessor's name was changed to "Rent-A-Center East, Inc." and the Registrant's name was changed to "Rent-A-Center, Inc."

By operation of the Merger, all of the Predecessor's common stock, par value \$0.01 per share (the "PREDECESSOR COMMON STOCK"), issued and outstanding or held in treasury, was converted, on a share for share basis, into common stock, par value \$0.01 per share, of the Registrant (the "REGISTRANT COMMON STOCK") and each outstanding option to purchase shares of the Predecessor Common Stock automatically converted into an option to purchase, upon the same terms and conditions, an identical number of shares of the Registrant Common Stock.

In accordance with Rule 414, the Registrant, as the successor issuer to the Predecessor, hereby expressly adopts this Registration Statement No. 333-77985 as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the "EXCHANGE ACT").

The applicable registration fees were paid at the time of the original filing of this registration statement.

B. RECENT DEVELOPMENTS.

On December 18, 2002, we announced we entered into a definitive agreement with Rent-Way, Inc. ("RENT-WAY"), an operator of rent-to-own stores, and certain of Rent-Way's operating subsidiaries pursuant to which we will acquire substantially all of the assets of 295 rent-to-own stores from Rent-Way and its subsidiaries for an aggregate purchase price of \$101.5 million in cash.

ITEM 16. EXHIBITS.

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
- - - - -	- - - - -
- - - - -	- - - - -
- - - - -	- - - - -
2.1(1)	Agreement and Plan of Merger, dated December 30, 2002, by and among Rent-A- Center Inc. (formerly, Rent-A- Center Holdings, Inc.), Rent-A- Center

East, Inc.
(formerly,
Rent-A-
Center,
Inc.) and
RAC Merger
Sub.

4.1(2)
Form of
Certificate
evidencing
Common
Stock.

5.1*
Opinion of
Winstead
Sechrest &
Minick
P.C.
regarding
the
validity
of the
securities
being
registered.

23.1*
Consent of
Grant

Thornton
LLP. 23.2*

Consent of
Winstead
Sechrest &
Minick
P.C.

(included
as part of
Exhibit
5.1).

24.1*
Power of
Attorney
of Mark E.
Speese.

24.2*
Power of
Attorney
of

Laurence
M. Berg.

24.3*
Power of
Attorney
of Mary
Elizabeth
Burton.

24.4*
Power of
Attorney
of Peter
P. Copses.

EXHIBIT
NO.
DESCRIPTION
OF EXHIBIT

- - - - -
- - - - -
- - - - -

24.5*
Power of
Attorney
of
Mitchell
E. Fadel.

24.6*
Power of
Attorney
of Andrew
S. Jhavar.

24.7*
Power of
Attorney
of J.V.
Lentell.

- - - - -
* Filed Herewith.

- (1) Incorporated herein by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on December 31, 2002.
- (2) Incorporated herein by reference to Exhibit 4.1 to the Predecessor's Registration Statement on Form S-4 filed on January 19, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on December 31, 2002.

RENT-A-CENTER, INC.

By: /s/ Mark E. Speese

Mark E. Speese
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Signature
Title Date

/s/ Mark
E. Speese
Chairman
of the
Board and
Chief
Executive
Officer
December
31, 2002 -

(Principal
Executive
Officer)
Mark E.
Speese /s/
Robert D.
Davis
Senior
Vice
President
of
Finance,
Chief
Financial

Officer
and
Treasurer
(Principal
Financial
and
December
31, 2002
Robert D.
Davis
Accounting
Officer) *
Director
December
31, 2002 -

Laurence
M. Berg *
Director
December
31, 2002 -

----- Mary
Elizabeth
Burton *
Director
December
31, 2002 -

Peter P.
Copses *
Director
December
31, 2002 -

Mitchell
E. Fadel *
Director
December
31, 2002 -

Andrew S.
Jhavar *
Director
December
31, 2002 -

----- J.V.
Lentell *
/s/ Mark
E. Speese

Mark E.
Speese,
Attorney-
in-Fact

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION OF EXHIBIT ----- ----- -----
2.1(1) Agreement and Plan of Merger, dated December 30, 2002, by and among Rent-A- Center Inc. (formerly, Rent-A- Center Holdings, Inc.), Rent-A- Center East, Inc. (formerly, Rent-A- Center, Inc.) and RAC Merger Sub.
4.1(2) Form of Certificate evidencing Common Stock.
5.1* Opinion of Winstead Sechrest & Minick P.C. regarding the validity of the securities being registered.
23.1* Consent of Grant Thornton LLP.
23.2* Consent of Winstead Sechrest & Minick P.C. (included as part of Exhibit 5.1).
24.1* Power of Attorney of Mark E. Speese.
24.2* Power of Attorney

of
Laurence
M. Berg.
24.3*
Power of
Attorney
of Mary
Elizabeth
Burton.
24.4*
Power of
Attorney
of Peter
P. Copses.
24.5*
Power of
Attorney
of
Mitchell
E. Fadel.
24.6*
Power of
Attorney
of Andrew
S. Jhavar.
24.7*
Power of
Attorney
of J.V.
Lentell.

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* Filed Herewith.

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[Winstead Sechrest & Minick P.C. Letterhead]

December 31, 2002

Rent-A-Center, Inc.
5700 Tennyson Parkway
Third Floor
Plano, Texas 75024

Re: Rent-A-Center, Inc. - Post Effective Amendment No. 1 to
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for Rent-A-Center, Inc., (formerly Rent-A-Center Holdings, Inc.) a Delaware corporation (the "COMPANY"), in connection with the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-77985) (the "REGISTRATION STATEMENT") filed by the Company with the Securities and Exchange Commission (the "COMMISSION") under the Securities Act of 1933, as amended (the "SECURITIES ACT"), with respect to the Company's adoption, as the successor issuer to Rent-A-Center East, Inc. (formerly, Rent-A-Center, Inc.), a Delaware corporation (the "PREDECESSOR"), of Registration Statement No. 333-77985 pursuant to Rule 414 of the Securities Act. The Registration Statement covers shares (the "SHARES") of the Company's common stock, par value \$0.01 per share ("COMMON STOCK"), which may be issued upon the exercise of certain options (the "OPTIONS") granted by the Predecessor and adopted and assumed by the Company.

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of our opinion, including: (i) the Company's Certificate of Incorporation, as amended, (ii) the Company's Amended and Restated Bylaws and (iii) the applicable minutes of meetings or consents in lieu of meetings of the Company's board of directors (the "BOARD").

For the purposes of expressing the opinion hereinafter set forth, we have assumed: (i) the genuineness of all signatures and documents; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity to the originals of all documents submitted to us as copies; (iv) the correctness and accuracy of all facts set forth in the documents referred to in this Opinion Letter; (v) the due authorization, execution, and delivery of and the validity and binding effect of all documents; and (vi) compliance both in the past and in the future with the terms of the agreements underlying the Options (the "OPTION AGREEMENTS") by the Company, the respective Option holders, the Board and any committees thereof.

Based on the foregoing and subject to the qualifications set forth herein, we are of the opinion that upon the issuance of Shares in accordance with the terms and conditions of the Option Agreements, including receipt prior to issuance by the Company of the full consideration for the Shares (which consideration shall be at least equal to the par value thereof), the Shares will be validly issued, fully paid and nonassessable shares of Common Stock.

Our opinions herein are limited in all respects to the General Corporation Law of the State of Delaware, which includes those statutory provisions as well as all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws, and the federal laws of the United States of America, and we do not express any opinion as to the applicability of or the effect thereon of the laws of any other jurisdiction. We express no opinion as to any matter other than as set forth herein, and no opinion may be inferred or implied herefrom.

This firm consents to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Winstead Sechrest & Minick P.C.

Winstead Sechrest & Minick P.C.

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated February 11, 2002, accompanying the consolidated financial statements and included in the Annual Report of Rent-A-Center, Inc. and Subsidiaries on Form 10-K for the year ended December 31, 2001. We hereby consent to the incorporation by reference of said report in the Registration Statement of Rent-A-Center, Inc. and Subsidiaries on post effective Amendment No. 1 to Form S-3 (333-77985).

/s/ Grant Thornton LLP

Dallas, Texas
December 31, 2002

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Rent-A-Center, Inc., a Delaware corporation (the "COMPANY"), hereby constitutes and appoints Mark E. Speese and Robert D. Davis, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statements listed below, and to file the same, with all exhibits and supplements thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

- (a) Registration Statement on Form S-8 (Registration No. 333-62582)
- (b) Registration Statement on Form S-8 (Registration No. 333-32296)
- (c) Registration Statement on Form S-3 (Registration No. 333-77985)

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of the 12th day of December, 2002.

/s/ Mark E. Speese

Mark E. Speese

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Rent-A-Center, Inc., a Delaware corporation (the "COMPANY"), hereby constitutes and appoints Mark E. Speese and Robert D. Davis, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statements listed below, and to file the same, with all exhibits and supplements thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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/s/ Laurence M. Berg

Laurence M. Berg

POWER OF ATTORNEY

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/s/ Mary Elizabeth Burton

Mary Elizabeth Burton

POWER OF ATTORNEY

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/s/ Peter P. Copses

Peter P. Copses

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(f) Registration Statement on Form S-3 (Registration No. 333-77985)

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of the 12th day of December, 2002.

/s/ Mitchell E. Fadel

Mitchell E. Fadel

POWER OF ATTORNEY

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- (i) Registration Statement on Form S-3 (Registration No. 333-77985)

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/s/ Andrew S. Jhavar

Andrew S. Jhavar

POWER OF ATTORNEY

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- (j) Registration Statement on Form S-8 (Registration No. 333-62582)
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- (l) Registration Statement on Form S-3 (Registration No. 333-77985)

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/s/ J.V. Lentell

J.V. Lentell