SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

- 1								
	OMB Number:	3235-0287						
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	ddress of Reporting Anthony J	g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>UPBOUND GROUP, INC.</u> [UPBD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 5501 HEAD	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2024	X Officer (give title Other (specify below) below) EVP-RAC				
(Street) PLANO	reet)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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

1. Title of Security (Instr. 3)	. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) 3. 4. Securities Acquired (A) Transaction Code (Instr. 8) 5.			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
COMMON STOCK	02/13/2024		A		3,143 ⁽¹⁾	A	\$34.19	55,173 ⁽²⁾	D	
COMMON STOCK	02/13/2024		F		931 ⁽³⁾	D	\$34.19	54,242 ⁽²⁾	D	
COMMON STOCK								1,077	Ι	Company 401(k) Plan
COMMON STOCK								97	Ι	Company NQDC Plan

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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D)	r osed) r. 3, 4	Expiration Date (Month/Day/Year) S		xpiration Date Amount of		Amount of Securities Underlying Derivative Security (Instr. 3) and 4) Derivative Securities (Instr. 5) Beneficially Owned Following Reported (Instr. 4)		Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

Explanation of Responses:

1. The Company's relative TSR over the three-year measurement period ending December 31, 2023, established in connection with performance-based restricted stock units granted to the reporting person on February 26, 2021, ranked in the 32nd percentile, resulting in the vesting of 50% of such performance-based restricted stock units.

2. Includes shares of common stock and unvested restricted stock units.

3. Number of shares withheld to cover taxes with respect to performance-based restricted stock units which vested on February 13, 2024.

Remarks:

<u>/s/</u>	Br	yan	Pec	ners	<u>ky</u> ,	attorney-	02/	15/2024
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in-fact

** Signature of Reporting Person Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.