

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO/A  
(RULE 14D-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)  
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.2)

RENT-A-CENTER, INC.  
(Name of Subject Company (Issuer))

RENT-A-CENTER, INC. (ISSUER)  
(Names of Filing Persons (Identifying Status as Offeror,  
Issuer or Other Person))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

76009N 10 0  
(CUSIP Number of Class of Securities)

MARK E. SPEESE  
CHAIRMAN OF THE BOARD AND  
CHIEF EXECUTIVE OFFICER  
5700 TENNYSON PARKWAY  
THIRD FLOOR  
PLANO, TEXAS 75024  
TELEPHONE: (972) 801-1100  
(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and  
Communications on Behalf of Filing Persons)

Copy to:  
THOMAS W. HUGHES, ESQ.  
WINSTEAD SECHREST & MINICK P.C.  
1201 ELM STREET  
5400 RENAISSANCE TOWER  
DALLAS, TEXAS 75270  
TELEPHONE: (214) 745-5201

CALCULATION  
OF FILING  
FEE - -----

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TRANSACTION  
VALUATION\*  
AMOUNT OF  
FILING  
FEE\*\* - ---

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\$145,200,000  
\$11,747

\*Calculated solely for the purpose of determining the amount of the filing fee,  
based upon the purchase of 2,200,000 shares of common stock, par value \$0.01 per  
share, at the maximum tender offer price of \$66.00 per share.

\*\*Previously paid.

[ ] Check box if any part of the fee is offset as provided by Rule  
0-11(a)(2) and identify the filing with which the offsetting

fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \_\_\_\_\_ Filing Party: \_\_\_\_\_

Form or Registration No.: \_\_\_\_\_ Date Filed: \_\_\_\_\_

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
  - Check the appropriate boxes below to designate any transactions to which the statement relates:
    - third-party tender offer subject to Rule 14d-1.
    - issuer tender offer subject to Rule 13e-4.
    - going-private transaction subject to Rule 13e-3.
    - amendment to Schedule 13D under Rule 13d-2.
- Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO/A

This Amendment No. 2 to Tender Offer Statement on Schedule TO relates to the offer by Rent-A-Center, Inc., a Delaware corporation, to purchase up to 2,200,000 shares, or such lesser number of shares as are properly tendered, of its common stock, \$0.01 par value per share, at a price not greater than \$66.00 nor less than \$60.00 per share, net to the seller in cash, without interest, as specified by stockholders tendering their shares. Rent-A-Center's offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 28, 2003 and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the tender offer. This Amendment No. 2 amends and supplements the statement on Schedule TO originally filed on April 28, 2003, and amended in certain respects on May 2, 2003. This Amendment No. 2 to the Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

On May 6, 2003, Rent-A-Center, Inc. announced the closing of the sale of \$300 million in aggregate principal amount of new 7.5% senior subordinated notes. The closing of the sale of these senior subordinated notes is a condition to the obligation of Rent-A-Center to accept for payment, purchase or pay for any shares tendered in the tender offer. Accordingly, Rent-A-Center has filed this Amendment No. 2 to reflect the effect of this closing on the conditions of the offer.

The responses to the items of the Schedule TO filed April 28, 2003, as amended May 2, 2003, are hereby supplemented as follows.

- Item 1. Summary Term Sheet.
- Item 4. Terms of the Transaction.

On May 6, 2003, we announced that we had closed the offering of \$300 million aggregate principal amount of our 7.5% senior subordinated notes due 2010 pursuant to Rule 144A and Regulation S under the Securities Act of 1933. The condition to the tender offer that we complete the offering of the senior subordinated notes has therefore been satisfied. The tender offer remains subject to other conditions, including completion of the refinancing of our senior credit facilities.

The 7.5% senior subordinated notes due 2010 have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States, absent registration or an applicable exemption from such registration requirements.

Exhibits. (a)

(1)(i) Offer to Purchase, dated April 28, 2003. (a)

(1)(ii) Letter of Transmittal.

(a)(1)(iii) Letter to Stockholders, dated April 28, 2003. (a)

(1)(iv) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other

Nominees. (a) (1)(v) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other

Nominees. (a) (1)(vi) Letter to Participants in Our 401(k) Plan. (a)(5)

(i) Press Release, dated April 25, 2003, Rent-A-Center, Inc. Announces Plan to Refinance Its Senior Debt and Repurchase Shares. (a)

(5)(ii) Press Release, dated April 25, 2003, Rent-A-Center, Inc. Announces Plans to Conduct Modified Dutch Auction Tender Offer.

(a)(5)(iii) Press Release, dated April 28, 2003, Rent-A-Center, Inc. Announces Commencement of Its Modified Dutch Auction Tender Offer.

(a)(5)(iv) Form of Summary Advertisement.

(a)(5)(v) Press Release, dated May 1, 2003, Rent-A-Center, Inc. to Issue \$300 Million of Senior Subordinated Notes due 2010 at 7.5% Interest. (a)

(5)(vi) Press Release, dated May 1, 2003, Rent-A-Center, Inc. Announces Reduction in Senior Term Debt Sought.

(a)(5)(vii) Press Release, dated May 6, 2003, Rent-A-Center, Inc. Purchases 11% Senior Subordinated Notes Pursuant to Early Tender Provisions of Tender Offer; Closes Offering of 7.5% Senior Subordinated Notes Due

2010. (a)(5)  
(viii) Letter  
to  
stockholders  
of record  
mailed May 6,  
2003. (d)(1)  
Stock  
Purchase  
Agreement,  
dated April  
25, 2003, by  
and among  
Apollo  
Investment  
Fund IV,  
L.P., Apollo  
Overseas  
Partners IV,  
L.P. and  
Rent-A-  
Center, Inc.

- (d)(2) Third Amended and Restated Stockholders Agreement, dated as of December 31, 2002, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., Mark E. Speese, Rent-A-Center, Inc., and certain other persons.
- (d)(3) Registration Rights Agreement, dated August 5, 1998, by and between Renters Choice, Inc., Apollo Investment Fund IV, L.P., and Apollo Overseas Partners IV, L.P., related to the Series A Convertible Preferred Stock.
- (d)(4) Second Amendment to Registration Rights Agreement, dated as of August 5, 2002, by and among Rent-A-Center, Inc., Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.
- (d)(5) Third Amendment to Registration Rights Agreement, dated as of December 31, 2002, by and among Rent-A-Center, Inc., Apollo Investment Fund IV, L.P., and Apollo Overseas Partners IV, L.P.
- (d)(6) Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 6, 2003

Rent-A-Center, Inc.

By: /s/ Mitchell E. Fadel

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Name: Mitchell E. Fadel

Title: President and Chief Operating Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(i)*	Offer to Purchase, dated April 28, 2003. (a)
(1)(ii)*	Letter of Transmittal. (a)(1)(iii)*
(a)(1)(iii)*	Letter to Stockholders, dated April 28, 2003. (a)
(1)(iv)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. (a)
(1)(v)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. (a)
(1)(vi)*	Letter to Participants in Our 401(k) Plan. (a)(5)
(i)*	Press Release, dated April 25, 2003, Rent-A-Center, Inc. Announces Plan to Refinance Its Senior Debt and Repurchase Shares. (a)
(5)(ii)*	Press Release, dated April 25, 2003, Rent-A-Center, Inc. Announces Plans to Conduct Modified Dutch Auction Tender Offer. (a)(5)(iii)*
(a)(5)(iii)*	Press Release, dated April 28, 2003, Rent-A-Center, Inc. Announces



Commencement  
of Its  
Modified  
Dutch Auction  
Tender Offer.  
(a)(5)(iv)\*  
Form of  
Summary  
Advertisement.

(a)(5)(v)\*  
Press  
Release,  
dated May 1,  
2003, Rent-A-  
Center, Inc.  
to Issue \$300  
Million of  
Senior  
Subordinated  
Notes due  
2010 at 7.5%  
Interest. (a)

(5)(vi)\*  
Press  
Release,  
dated May 1,  
2003, Rent-A-  
Center, Inc.  
Announces  
Reduction in  
Senior Term  
Debt Sought.

(a)(5)(vii)\*\*  
Press

Release,  
dated May 6,  
2003, Rent-A-  
Center, Inc.  
Purchases 11%  
Senior  
Subordinated  
Notes

Pursuant to  
Early Tender  
Provisions of  
Tender Offer;  
Closes

Offering of  
7.5% Senior  
Subordinated  
Notes Due  
2010. (a)(5)  
(viii)\*\*

Letter to  
stockholders  
of record  
mailed May 6,  
2003. (d)(1)\*

Stock  
Purchase  
Agreement,  
dated April  
25, 2003, by  
and among  
Apollo  
Investment  
Fund IV,  
L.P., Apollo  
Overseas  
Partners IV,  
L.P. and  
Rent-A-  
Center, Inc.

(d)(2)(1)  
Third Amended  
and Restated  
Stockholders  
Agreement,  
dated as of  
December 31,  
2002, by and  
among Apollo  
Investment

Fund IV,  
L.P., Apollo  
Overseas  
Partners IV,  
L.P., Mark E.  
Speese, Rent-  
A-Center,  
Inc., and  
certain other  
persons. (d)

(3)(2)

Registration  
Rights  
Agreement,  
dated August  
5, 1998, by  
and between  
Renters

Choice, Inc.,  
Apollo  
Investment  
Fund IV,  
L.P., and  
Apollo  
Overseas  
Partners IV,  
L.P., related  
to the Series  
A Convertible  
Preferred  
Stock. (d)(4)

(3) Second  
Amendment to  
Registration  
Rights

Agreement,  
dated as of  
August 5,  
2002, by and  
among Rent-A-  
Center, Inc.,

Apollo  
Investment  
Fund IV, L.P.  
and Apollo  
Overseas

Partners IV,  
L.P. (d)(5)

(4) Third  
Amendment to  
Registration  
Rights

Agreement,  
dated as of  
December 31,  
2002, by and  
among Rent-A-  
Center, Inc.,

Apollo  
Investment  
Fund IV,  
L.P., and  
Apollo

Overseas  
Partners IV,  
L.P. (d)(6)

(5) Amended  
and Restated  
Rent-A-  
Center, Inc.  
Long-Term  
Incentive  
Plan.

- - - - -  
\* Previously filed.

\*\* Filed herewith.

(1) Incorporated herein by reference to Exhibit 10.6 to the registrant's  
Annual Report on Form 10-K for the year ended December 31, 2002.

- (2) Incorporated herein by reference to Exhibit 10.22 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
- (3) Incorporated herein by reference to Exhibit 10.10 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.
- (4) Incorporated herein by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2002.
- (5) Incorporated herein by reference to Exhibit 99.1 to the registrant's Post-Effective Amendment No. 1 to Form S-8 dated as of December 31, 2002.

For Immediate Release:

RENT-A-CENTER, INC. PURCHASES 11% SENIOR SUBORDINATED NOTES  
PURSUANT TO EARLY TENDER PROVISIONS OF TENDER OFFER

CLOSES OFFERING OF 7 1/2% SENIOR SUBORDINATED NOTES DUE 2010

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PLANO, TEXAS, MAY 6, 2003 - Rent-A-Center, Inc. (the "Company") (Nasdaq/NM: RCII), through its wholly-owned subsidiary Rent-A-Center East, Inc., today announced that \$182,545,000 in aggregate principal amount of its outstanding 11% Senior Subordinated Notes due 2008, Series D (CUSIP No. 76009N AC 4) (the "11% Notes") were tendered pursuant to the early tender provisions of its tender offer for any and all of its outstanding \$272.25 million in aggregate principal amount of 11% Notes.

The settlement date for the early tender of the 11% Notes is today, May 6, 2003. Holders of 11% Notes who tendered their 11% Notes on or prior to 5:00 p.m., New York City time, on April 30, 2003 (the "Early Tender Date"), received the Total Consideration of 107.5% of the principal amount of the 11% Notes validly tendered, plus accrued and unpaid interest up to, but not including, May 6, 2003. Holders who tender their 11% Notes after 5:00 p.m., New York City time, on the Early Tender Date but prior to 12:00 midnight on the Expiration Date (as defined below), will receive 105.5% of the principal amount of the 11% Notes validly tendered, plus accrued and unpaid interest up to, but not including, the payment date. The tender offer is scheduled to expire at 12:00 midnight, New York City time on May 20, 2003, unless extended or earlier terminated (the "Expiration Date").

The Company currently intends to optionally redeem on August 15, 2003, in accordance with the terms of the indenture governing the 11% Notes, all 11% Notes that remain outstanding at that time, at the applicable redemption price of 105.5% of the principal amount thereof, plus accrued and unpaid interest to that date. This statement of intent shall not constitute a notice of redemption under the indenture. Such notice, if made, will only be made in accordance with the applicable provision of the indenture.

The Company also announced the closing of its offering of \$300 million in aggregate principal amount of its 7 1/2% Senior Subordinated Notes due 2010 issued pursuant to Rule 144A and Regulation S under the Securities Act of 1933. The Company will use a portion of the net proceeds from such offering to finance the tender offer. The 7 1/2% Senior Subordinated Notes due 2010 have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States, absent registration or an applicable exemption from such registration requirements.

The Company has retained Lehman Brothers Inc. to serve as the Dealer Manager for the tender offer and D.F. King & Co., Inc. to serve as the Information Agent. Requests for documents may be directed to D.F. King & Co., Inc. by telephone at (800) 848-3416 (toll-free)

or (212) 269-5550. Questions regarding the tender offer may be directed to Lehman Brothers Inc. at (800) 438-3242 (toll-free) or (212) 528-7581, Attention: Darrell Chiang.

Rent-A-Center, Inc., headquartered in Plano, Texas currently operates 2,551 company-owned stores nationwide and in Puerto Rico. The stores generally offer high-quality, durable goods such as home electronics, appliances, computers, and furniture and accessories to consumers under flexible rental purchase agreements that generally allow the customer to obtain ownership of the merchandise at the conclusion of an agreed-upon rental period. ColorTyme, Inc., a wholly-owned subsidiary of the Company, is a national franchisor of 321 rent-to-own stores, 309 of which operate under the trade name of "ColorTyme," and the remaining 12 of which operate under the "Rent-A-Center" name.

This press release contains forward-looking statements that involve risks and uncertainties. Such forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "could," "estimate," "should," "anticipate," or "believe," or the negative thereof or variations thereon or similar terminology. Although the Company believes that the expectations reflected in such forward-looking statements will prove to be correct, the Company can give no assurance that such expectations will prove to have been correct. The actual future performance of the Company could differ materially from such statements. Factors that could cause or contribute to such differences include, but are not limited to: factors that may restrict the Company's ability to redeem any outstanding notes on August 15, 2003, including the Company's financial situation at that time; and the other risks detailed from time to time in Rent-A-Center, Inc.'s SEC filings, including but not limited to, its annual report on Form 10-K for the year ended December 31, 2002. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except as required by law, the Company is not obligated to publicly release any revisions to these forward-looking statements to reflect the events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.

CONTACTS FOR RENT-A-CENTER, INC.:

David E. Carpenter  
Director of Investor Relations  
(972) 801-1214  
dcarpenter@racenter.com

Robert D. Davis  
Chief Financial Officer  
(972) 801-1204  
rdavis@racenter.com

RENT-A-CENTER, INC.

OFFER TO PURCHASE  
FOR CASH  
UP TO 2,200,000 SHARES OF ITS COMMON STOCK  
AT A PURCHASE PRICE NOT GREATER THAN \$66.00  
NOR LESS THAN \$60.00 PER SHARE  
PURSUANT TO THE OFFER TO PURCHASE  
DATED APRIL 28, 2003  
CUSIP NO. 76009N 10 0

To Our Stockholders:

Rent-A-Center, Inc. ("Rent-A-Center") recently mailed to our stockholders of record materials describing a modified "Dutch Auction" tender offer in which we are offering to purchase, subject to the terms and conditions of the tender offer, up to 2,200,000 shares of our common stock. These materials included a BLUE Letter of Transmittal.

The Letter of Transmittal that you received may be defective and should not be used to tender shares. If you wish to tender shares using a Letter of Transmittal, please use the Letter of Transmittal (which is a DIFFERENT SHADE OF BLUE than the original) that accompanies this letter and not the Letter of Transmittal that you received with our earlier mailing.

If you have any questions regarding the tender offer or need assistance in tendering your shares, please contact D. F. King & Co., Inc., the Information Agent for the tender offer, at (800) 431-9642 (toll free), or Lehman Brothers Inc., the Dealer Manager for the tender offer, at (800) 524-4462 (toll free).

Sincerely,

/s/ Mitchell E. Fadel

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Mitchell E. Fadel,  
President and Chief Operating Officer