

RENT A CENTER INC DE
Form POS AM
August 16, 2005

As filed with the Securities and Exchange Commission on August 16, 2005

Registration No. 333-116684

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

POST-EFFECTIVE AMENDMENT NO. 2

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)

Mitchell E. Fadel

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.

D. Forrest Brumbaugh, Esq.

Fulbright & Jaworski L.L.P.

2200 Ross Avenue, Suite 2800

Dallas, Texas 75201

(214) 855-8000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the 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.

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.

DEREGISTRATION OF SECURITIES

Pursuant to a Registration Statement on Form S-3 (File No. 333-116684) (the Registration Statement), Rent-A-Center, Inc., the registrant, registered 10,134,163 shares of common stock, \$.01 par value per share, of the registrant. Pursuant to the terms of the registration rights granted to the stockholders named or referred to in the Registration Statement, the registrant is no longer required to keep the Registration Statement effective. This Post-Effective Amendment No. 2 is being filed to remove from registration the remaining 511,391 shares of common stock of the registrant covered by the Registration Statement that remain unsold as of the date hereof.

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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on August 16, 2005.

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. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---------------------|---|-----------------|
| /s/ Mark E. Speese | Chairman of the Board and Chief Executive Officer | |
| Mark E. Speese | (Principal Executive Officer) | August 16, 2005 |
| /s/ Robert D. Davis | Senior Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | August 16, 2005 |
| Robert D. Davis | | |
| * | | |
| Mitchell E. Fadel | President, Chief Operating Officer and Director | August 16, 2005 |
| * | | |
| Richard K. Armey | Director | August 16, 2005 |
| * | | |
| Laurence M. Berg | Director | August 16, 2005 |
| * | | |

Mary
Elizabeth
Burton

Director

August 16, 2005

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Peter P.
Copses

Director

August 16, 2005

Michael J.
Gade

Director

August ____,
2005

*

J.V. Lentell

Director

August 16, 2005

*/s/ Mark E. Speese, pursuant to Power of
Attorney
Mark E. Speese
Chairman of the Board and
Chief Executive Officer