

RENT A CENTER INC DE
Form 8-K
June 07, 2018

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)
June 5, 2018

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

Delaware 001-38047 45-0491516
(State or other jurisdiction of (Commission (IRS Employer
incorporation or organization) File Number) Identification No.)
5501 Headquarters Drive
Plano, Texas 75024
(Address of principal executive offices, including zip code)
(972) 801-1100
(Registrant's telephone number, including area code)
Not Applicable
(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:

- 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 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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Rent-A-Center, Inc. (the “Company”) was held on June 5, 2018. At the meeting, the Company’s stockholders voted on four matters: (1) a proposal to approve amendments to the Company’s Certificate of Incorporation to declassify its board of directors, (2) election of two Class III Directors, (3) ratification of the Audit Committee’s appointment of KPMG LLP, registered independent accountants, as the Company’s independent auditors for the fiscal year ended December 31, 2018, and (4) the approval, on a non-binding basis, of an advisory resolution on executive compensation. The final voting results for each proposal are set forth below.

Proposal One: A proposal to approve amendments to the Company’s Certificate of Incorporation to declassify its board of directors, which amendments required the affirmative vote of the holders of at least 80% of the common stock of the Company issued and outstanding as of the record date for the 2018 annual meeting, was not approved with voting on the proposal as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 40,148,509 | 503,134 | 53,934 | 7,099,169 |

Proposal Two: Having received more than a majority of votes cast at the meeting, each of the individuals named below was elected to a three-year term as a Class III Director:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------|------------|---------------|-------------|---------------------|
| Michael J. Gade | 34,147,809 | 6,057,290 | 500,555 | 7,099,169 |
| J.V. Lentell | 35,771,951 | 4,739,613 | 194,090 | 7,099,169 |

The following directors’ terms of office continued after the Annual Meeting of Stockholders:

Jeffery J. Brown
 Mitchell E. Fadel
 Christopher B. Hetrick

Proposal Three: The selection of KPMG LLP, registered independent accountants, as the Company’s independent auditors for the fiscal year ended December 31, 2018, was ratified with voting on the proposal as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 47,243,310 | 486,312 | 75,124 | 7,099,169 |

Proposal Four: The approval, on a non-binding basis, of the advisory resolution on executive compensation:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 31,765,293 | 8,688,096 | 251,635 | 7,099,169 |

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.

RENT-A-CENTER, INC.

Date: June 7, 2018 By: /s/ Dawn M. Wolverton
Dawn M. Wolverton
Vice President – Assistant General Counsel and Secretary