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RENT A CENTER INC DE
Form S-3MEF
May 22, 2002

As filed with the Securities and Exchange Commission on May 23, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)	48-1024367 (I.R.S. Employer Identification Number)
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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)

MARK E. SPEESE
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
5700 TENNYSON PARKWAY, THIRD FLOOR
PLANO, 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. JAMES R. GRIFFIN, ESQ. WINSTEAD SECHREST & MINICK P.C. 5400 RENAISSANCE TOWER 1201 ELM STREET DALLAS, TEXAS 75270 (214) 745-5400	BRUCE K. DALLAS, ESQ. DAVIS POLK & WARDWELL 1600 EL CAMINO REAL MENLO PARK, CA 94025 (650) 752-2000
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon
as practicable 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. []

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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. [X] 333-87752

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, please check the following box. []

 CALCULATION OF REGISTRATION FEE

Title of Shares to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maxim Aggregate Offer Price
Common Stock, par value \$0.01 per share.....	437,000 shares	\$61.00	\$26,657,000

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT
 ON FORM S-3, FILE NO. 333-87752

Rent-A-Center, Inc. (the "COMPANY") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-87752) declared effective on May 22, 2002 by the Securities and Exchange Commission (the "COMMISSION"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The Company is filing this Registration Statement to register 437,000 shares of its common stock, par value \$.01 per share, to be sold by the selling stockholders.

(1) Exhibits

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
5.1	-- Opinion of Winstead Sechrest & Minick P.C. regarding legality of the securities offered
23.1	-- Consent of Grant Thornton LLP

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23.2 -- Consent of Winstead Sechrest & Minick P.C. (included in Exhibit 5.1 hereto)

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 the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on May 22, 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 registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----
/s/ Mark E. Speese ----- Mark E. Speese	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
* ----- Mitchell E. Fadel	Director
/s/ Robert D. Davis ----- Robert D. Davis	Senior Vice President -- Finance, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)
* ----- Laurence M. Berg	Director
* ----- Peter P. Copses	Director
* ----- Andrew S. Jhavar	Director
* ----- J.V. Lentell	

*By: /s/ Robert D. Davis

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Power of Attorney

EXHIBIT INDEX

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