

RENT A CENTER INC DE
Form SC 13D/A
July 02, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)**

Amendment No. 8

Rent-A-Center, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

76009N 10 0

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 30, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1. Name of Reporting Person I.R.S. Identification of above person

Apollo Investment Fund IV, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8. Shared Voting Power

9. Sole Dispositive Power

10. Shared Dispositive Power

6,265,774 shares of Common Stock

6,265,774 shares of Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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6,265,774 shares of Common Stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

x

13. Percent of Class Represented by Amount in Row (11)

18.7%

14. Type of Reporting Person

PN

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1. Name of Reporting Person I.R.S. Identification of Above Person

Apollo Overseas Partners IV, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

7. Sole Voting Power

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8. Shared Voting Power

9. Sole Dispositive Power

10. Shared Dispositive Power

336,201 shares of Common Stock

336,201 shares of Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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336,201 shares of Common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

x

13. Percent of Class Represented by Amount in Row (11)

1.0%

14. Type of Reporting Person

PN

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1. Name of Reporting Person I.R.S. Identification of above person

Apollo Advisors IV, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

6,601,975 shares of Common Stock

EACH

9. Sole Dispositive Power

REPORTING

PERSON

10. Shared Dispositive Power

WITH

6,601,975 shares of Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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6,601,975 shares of Common Stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ..

13. Percent of Class Represented by Amount in Row (11)

19.7%

14. Type of Reporting Person

PN

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This Amendment No. 8 to Schedule 13D supplements and amends the following items of the Statement on Schedule 13D of Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P. and Apollo Advisors IV, L.P. (the Reporting Persons) originally filed on August 17, 1998, Amendment No. 1 filed on August 27, 1998, Amendment No. 2 filed on October 8, 2001, Amendment No. 3 filed on May 14, 2002, Amendment No. 4 filed on June 3, 2002, Amendment No. 5 filed on August 6, 2002, Amendment No. 6 filed on April 30, 2003 and Amendment No. 7 filed on June 11, 2003 with respect to the shares of common stock, par value \$.01 per share (the Common Stock), of Rent-A-Center, Inc. (Rent-A-Center or the Issuer).

Responses to each item of this Schedule, as applicable, are incorporated by reference into the response to each other item.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 4, to which reference is made regarding the purposes, plans and proposals of the Reporting Persons with respect to the securities of the Issuer owned by the Reporting Persons, is hereby amended and supplemented as follows:

On June 20, 2003, the Issuer filed an amendment to its Schedule TO (File No. 005-49993) as filed with the Securities and Exchange Commission on April 28, 2003, as amended on May 2, May 6, May 9, May 13, May 28, 2003, June 6, 2003 and June 9, 2003. Pursuant to the amended Schedule TO, the Tender Offer expired on Thursday, June 19, 2003 with 1,769,960 shares of Common Stock having been tendered. Based on the number of shares of Common Stock tendered, AIFIV and Overseas IV currently intend to sell an aggregate of approximately 794,017 shares of Common Stock to the Issuer on July 11, 2003 pursuant to the Purchase and Exchange Agreement.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended by deleting it in its entirety and substituting the following therefor:

The Reporting Persons beneficially own two shares of Series A Preferred Stock. Each share of Series A Preferred Stock is convertible into approximately 36.13 shares of Common Stock for an aggregate of 72 shares of Common Stock. Assuming the conversion of all of the shares of Series A Preferred Stock beneficially owned by the Reporting Persons as of the date hereof, the Reporting Persons would beneficially own an aggregate of 6,601,975 shares of Common Stock, which would represent approximately 19.7% of the outstanding Common Stock of the Issuer. Beneficial ownership of such shares was acquired as described in Item 3 and Item 4.

(a) See the information contained on the cover pages to this Amendment No. 8 to Schedule 13D which is incorporated herein by reference.

(b) See the information contained on the cover pages to this Amendment No. 8 to Schedule 13D which is incorporated herein by reference.

(c) On June 30, 2003, AIFIV and Overseas IV sold an aggregate of 400,000 shares of Common Stock in a block sale at a price of \$74.65 per share, with such sale to be settled on July 14, 2003. There have been no reportable transactions with respect to the Common Stock of the Issuer within the last 60 days by the Reporting Persons, except as described in this Amendment No. 8 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

See Item 4 of this Amendment No. 8 to Schedule 13D, which is hereby incorporated by reference into this Item 6.

Item 7. Material to Be Filed as Exhibits

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Date: July 2, 2003

APOLLO INVESTMENT FUND IV, L.P.

By: APOLLO ADVISORS IV, L.P.

Its General Partner

By: APOLLO CAPITAL MANAGEMENT IV, INC.

Its General Partner

By: /s/ MICHAEL D. WEINER

Michael D. Weiner

Vice President

Date: July 2, 2003

APOLLO OVERSEAS PARTNERS IV, L.P.

By: APOLLO ADVISORS IV, L.P.

Its Managing General Partner

By: APOLLO CAPITAL MANAGEMENT IV, INC.

Its General Partner

By: /s/ MICHAEL D. WEINER

Michael D. Weiner

Vice President

Date: July 2, 2003

APOLLO ADVISORS IV, L.P.

By: APOLLO CAPITAL MANAGEMENT IV, INC.

Its General Partner

By: /s/ MICHAEL D. WEINER

Michael D. Weiner

Vice President

