



Rent-A-Center[®]

**PROXY STATEMENT FOR
AND
NOTICE OF
2003 ANNUAL STOCKHOLDERS MEETING**

Annual Meeting: May 21, 2003
9:30 a.m. local time

Location: Rent-A-Center, Inc.
5700 Tennyson Parkway
Fourth Floor
Plano, Texas 75024

Record Date: Close of business on March 26, 2003

If you were a stockholder of record at the close of business on March 26, 2003, you may vote at the meeting.

Number of Votes: Holders of our Common Stock are entitled to one vote for each share of Common Stock they owned on March 26, 2003. The holders of our Preferred Stock were entitled to convert their two shares of Preferred Stock into 70 shares of our Common Stock on March 26, 2003, and thus are entitled to an equal number of votes.

Agenda:

1. To elect two directors, each of whom is to be elected by all of the stockholders; and
2. To transact any other proper business.

Proxies: Unless you tell us on the proxy card to vote differently, we will vote signed returned proxies "for" the Board's nominees. The proxy holders will use their discretion on other matters. If a nominee cannot or will not serve as a director, the proxy holders will vote for a person whom they believe will carry on our present policies.

Proxies Solicited By: The Board of Directors.

First Mailing Date: This proxy statement is dated April 18, 2003. We are first mailing this proxy statement on or about April 23, 2003.

Revoking Your Proxy: You may revoke your proxy before it is voted at the meeting. To revoke, follow the procedures listed on page 19 under "Voting Procedures/Revoking Your Proxy — How You May Revoke Your Proxies."

PLEASE VOTE BY RETURNING YOUR PROXY — YOUR VOTE IS IMPORTANT
Prompt return of your proxy will help reduce the costs of resolicitation.

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ELECTION OF DIRECTORS

Board Structure: The number of directors currently constituting our entire Board is seven. The directors are divided into three classes. In general, directors in each class serve for a term of three years.

Under the terms of our Certificate of Incorporation, the holders of our Preferred Stock are entitled to elect two of the seven directors, one of which is a Class I director and one of which is a Class II director. Mr. Copes currently serves as the Class I director and Mr. Berg currently serves as the Class II director elected by the holders of our Preferred Stock. In addition, under the terms of the stockholders agreement between Apollo, Mr. Speese and us, Apollo is entitled to designate a third person to be nominated as a Class III director who is to be elected by all of our stockholders. Mr. Jhawar currently serves as the Class III director designated by Apollo.

Number of Directors to be Elected: Two directors are to be elected, each of whom is to be elected by all of our stockholders.

BOARD NOMINEES **Our Board has nominated J.V. Lentell and Andrew S. Jhawar to be re-elected by all of the stockholders. In accordance with the stockholders agreement, Mr. Jhawar has been designated by Apollo to serve as the Class III director. We urge you to vote for Messrs. Lentell and Jhawar.**

Terms to Expire at the 2006 Annual Meeting:

J.V. Lentell

Mr. Lentell has served as one of our directors since February 1995. Mr. Lentell was employed by Kansas State Bank & Trust Co., Wichita, Kansas, from 1966 until July 1993, serving as Chairman of the Board from 1981 until July 1993. Since July 1993, he has served as a director and Vice Chairman of the Board of Directors of Intrust Bank, N.A., successor by merger to Kansas State Bank & Trust Co. Mr. Lentell's term as a Class III director expires at this year's annual stockholders meeting. Mr. Lentell is 64 years old.

Andrew S. Jhawar

Mr. Jhawar has served as one of our directors since October 2001. Mr. Jhawar is a Vice President of Apollo Management, L.P., where he has worked since February 2000. Prior to joining Apollo, Mr. Jhawar was an investment banker at Donaldson, Lufkin, & Jenrette Securities from August 1999 until January 2000 and, from July 1993 until December 1997, at Jefferies & Company, Inc., primarily concentrating on the structuring and execution of high yield and equity financing transactions. From January 1998 until June 1999, Mr. Jhawar attended Harvard Business School where he received his MBA degree. Mr. Jhawar serves as the Class III director designated by Apollo under the stockholders agreement between Apollo, Mr. Speese and us. Mr. Jhawar's term as a Class III director expires at this year's annual stockholders meeting. Mr. Jhawar is 31 years old.

CONTINUING DIRECTORS

**Terms to Expire at
the 2004 Annual
Meeting:**

Mitchell E. Fadel

Mr. Fadel has served as our President since July 2000, as our Chief Operating Officer since December 2002 and as a director since December 2000. From November 1992 until July 2000, Mr. Fadel served as President and Chief Executive Officer of our subsidiary ColorTyme. We acquired ColorTyme in May 1996. From 1983 until 1991, Mr. Fadel was a regional manager for Thorn Americas and its affiliates. Mr. Fadel's term as a Class I director expires at our 2004 annual stockholders meeting. Mr. Fadel is 45 years old.

Peter P. Copses

Mr. Copses has served as one of our directors since August 1998. Mr. Copses is a Vice President of Apollo Management, L.P., where he has worked since 1990. Prior to joining Apollo, Mr. Copses was an investment banker at Drexel Burnham Lambert and subsequently at Donaldson, Lufkin, & Jenrette Securities, primarily concentrating on the structuring, financing and negotiation of mergers and acquisitions. Mr. Copses is also a director of Zale Corporation, an operator of specialty retail jewelry stores. Mr. Copses serves as one of the two directors elected by the holders of our Preferred Stock. Mr. Copses' term as a Class I director expires at our 2004 annual stockholders meeting. Mr. Copses is 44 years old.

Mary Elizabeth Burton

Ms. Burton has served as a director since May 2002. Since July 1992, Ms. Burton has also served as the Chairman and Chief Executive Officer of BB Capital, Inc., a management services and advisory company, which she owns. From June 1998 until April 1999, Ms. Burton served as the Chief Executive Officer of The Cosmetic Center, Inc. During her twenty-five year career, Ms. Burton has also served as the Chief Executive Officer of Supercuts, Inc. and PIP Printing, Inc., as well as serving in various other senior executive level capacities in the retailing industry. Ms. Burton currently also serves on the Board of Directors of Staples, Inc., The Sports Authority, Inc. and Aeropostale, Inc. Ms. Burton's term as a Class I director expires at our 2004 annual meeting. Ms. Burton is 51 years old.

**Terms to Expire at
the 2005 Annual
Meeting:**

Mark E. Speese

Mr. Speese has served as our Chairman of the Board and Chief Executive Officer since October 2001 and has served as one of our directors since 1990. Mr. Speese previously served as our Vice Chairman from September 1999 until December 2000. From 1990 until April 1999, Mr. Speese served as our President. Mr. Speese also served as our Chief Operating Officer from November 1994 until March 1999. From our inception in 1986 until 1990, Mr. Speese served as a Vice President responsible for our New Jersey operations. Prior to joining us, Mr. Speese was a regional manager for Thorn Americas from 1979 until 1986. Mr. Speese's term as a Class II director expires at our 2005 annual stockholders meeting. Mr. Speese is 45 years old.

Laurence M. Berg

Mr. Berg has served as one of our directors since August 1998. Mr. Berg is a Vice President of Apollo Management, L.P., where he has worked since 1992. Prior to joining Apollo, Mr. Berg was a member of the Mergers and Acquisition Group at Drexel Burnham Lambert. Mr. Berg is also a director of Sylvan Learning Systems, a provider of personalized instruction services, and AMC Entertainment, an operator of movie theaters. Mr. Berg serves as one of the two directors elected by the holders of our Preferred Stock. Mr. Berg's term as a Class II director expires at our 2005 annual stockholders meeting. Mr. Berg is 36 years old.

BOARD INFORMATION

Board Meetings: During 2002, our Board of Directors met eight times, including regularly scheduled and special meetings. Each director attended all meetings of the Board during his or her service as a director, except that Mr. Speese was unable to attend one meeting after receiving or waiving proper notice, and each of Messrs. Fadel and Berg was unable to attend two meetings after receiving or waiving proper notice. The Board also took action by unanimous written consent eleven times during 2002.

Board Committees: Under our stockholders agreement, each committee of our Board is to consist of three directors, one of whom must be a director nominated by Apollo. Under our Certificate of Incorporation and our stockholders agreement, so long as our Preferred Stock is outstanding, one member of each of the Audit Committee, the Compensation Committee, the Finance Committee and the Executive Committee, if one is created, must be a director who was elected by holders of our Preferred Stock, which counts as Apollo's one designee on such committee.

The Audit Committee recommends the appointment of our independent auditors. It also approves audit reports and plans, accounting policies, audit fees and certain other expenses. The Board has adopted a written charter for the Audit Committee, a copy of which was most recently published in the proxy statement for our 2001 Annual Stockholders Meeting. The Audit Committee reviews and reassesses the adequacy of the written charter on an annual basis.

The Sarbanes-Oxley Act of 2002, along with related SEC rulemaking, added a number of provisions to federal law increasing the responsibility and strengthening the authority of corporate audit committees. Related rules regarding audit committee structure and responsibility have also been proposed by the NASD and will become applicable to our Audit Committee upon adoption. As a result, we are presently reviewing our written charter, and it is expected that our Board, with the recommendation of our Audit Committee, will amend the charter later this year to reflect the relevant provisions of the Sarbanes-Oxley Act and related SEC and NASD rules.

The Audit Committee held six meetings in 2002. The Board has determined that each of Messrs. Copses and Lentell and Ms. Burton is an "audit committee financial expert" as defined by SEC rules. In addition, each of them is "independent" as defined by the NASD listing standards. Under our Certificate of Incorporation and our stockholders agreement, a director elected by the holders of our Preferred Stock must be a member of the Audit Committee. *Members: Mr. Copses, Chairman, Mr. Lentell and Ms. Burton.*

The Compensation Committee manages executive officer compensation. It also administers our compensation and incentive plans, including our Long-Term Incentive Plan. The Compensation Committee evaluates the competitiveness of our compensation and the performance of our executive officers, including our Chief Executive Officer. The Compensation Committee held one regular meeting in 2002 and acted by unanimous written consent eight times during 2002. All members of the Compensation Committee are non-employee directors. Under our Certificate of Incorporation and our stockholders agreement, a director elected by the holders of our Preferred Stock must be a member of the Compensation Committee. *Members: Mr. Lentell, Chairman, and Messrs. Berg and Copses.*

The Finance Committee. Under our Certificate of Incorporation, the Finance Committee must approve the issuance of our debt and equity securities, except in limited circumstances. In certain cases the approval must be unanimous. Under our Certificate of Incorporation and our stockholders agreement, a director elected by the holders of our Preferred Stock must be a member of the Finance Committee. The Finance Committee met once during 2002 and acted by unanimous written consent twice during 2002. *Members: Messrs. Speese, Lentell and Copses.*

BOARD COMPENSATION

Retainer and Fees: Non-employee directors each received \$3,500 for each Board meeting and \$1,000 for each Committee meeting attended in 2002 and were reimbursed for their expenses in attending such meetings. In 2003, non-employee directors will each receive an annual retainer of \$30,000, payable in four equal installments on the first day of each fiscal quarter. Additionally, non-employee directors will each receive \$2,000 for each Board meeting and \$1,000 for each Committee meeting attended in person and will be reimbursed for their expenses in attending such meetings. Non-employee directors will also each receive \$500 for each telephonic Board or committee meeting attended. Messrs. Speese and Fadel did not receive any compensation for their services as a director during 2002.

Option Grants: Non-employee directors receive options to purchase 9,000 shares of our Common Stock on the first business day of the first full fiscal year of service as a director and options to purchase 5,000 shares of our Common Stock on the first business day of each year thereafter. The exercise price of the options is the fair market value of shares of our Common Stock on the grant date. These options vest and are exercisable immediately. Messrs. Speese and Fadel were not granted any options for their services as a director during 2002.

EXECUTIVE OFFICERS

The Board appoints our executive officers at the first Board meeting following our annual stockholders meeting and updates the executive officer positions as needed throughout the year. Each executive officer serves at the behest of the Board and until their successors are elected and appointed or until the earlier of their death, resignation or removal.

The following table sets forth certain information with respect to our executive officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mark E. Speese	45	Chairman of the Board of Directors and Chief Executive Officer
Mitchell E. Fadel	45	President and Chief Operating Officer
Dana F. Goble	37	Executive Vice President — Operations
Robert D. Davis	31	Senior Vice President — Finance, Chief Financial Officer and Treasurer
Christopher A. Korst.....	43	Senior Vice President — General Counsel
Steven M. Arendt	46	President and Chief Executive Officer of ColorTyme, Inc.

Mark E. Speese Mr. Speese has served as our Chairman of our Board and Chief Executive Officer since October 2001 and has served as one of our directors since 1990. Mr. Speese previously served as our Vice Chairman from September 1999 until December 2000. From 1990 until April 1999, Mr. Speese served as our President. Mr. Speese also served as our Chief Operating Officer from November 1994 until March 1999. From our inception in 1986 until 1990, Mr. Speese served as a Vice President responsible for our New Jersey operations. Prior to joining us, Mr. Speese was a regional manager for Thorn Americas from 1979 until 1986.

Mitchell E. Fadel Mr. Fadel has served as our President since July 2000, as our Chief Operating Officer since December 2002 and as a director since December 2000. From November 1992 until July 2000, Mr. Fadel served as President and Chief Executive Officer of ColorTyme. We acquired ColorTyme in May 1996. From 1983 until 1991, Mr. Fadel was a regional manager for Thorn Americas and its affiliates.

Dana F. Goble Mr. Goble has served as Executive Vice President — Operations since July 2001 and as an Executive Vice President since March 1999. From March 2000 until July 2001, Mr. Goble also served as our Chief Operating Officer. From December 1996 until March 1999, Mr. Goble served as one of our Senior Vice Presidents, and from May 1995 until December 1996, Mr. Goble served as one of our Regional Vice Presidents. From April 1993 until May 1995, Mr. Goble served as our regional manager for the Detroit, Michigan area.

Robert D. Davis Mr. Davis has served as our Senior Vice President — Finance since September 1999, as our Chief Financial Officer since March 1999 and as our Treasurer since January 1997. From September 1998 until September 1999, Mr. Davis served as our Vice President — Finance and Treasurer. From June 1997 until September 1998, Mr. Davis served as our Treasurer. From January 1997 until June 1997, Mr. Davis served as our Assistant Secretary and Treasurer. From June 1995 until January 1997, Mr. Davis served as our Payroll Supervisor and from June 1993 until June 1995 served as an accountant for us. Mr. Davis is a licensed certified public accountant in the State of Texas.

- Christopher A. Korst Mr. Korst has served as our Senior Vice President — General Counsel since May 2001. From January 2000 until May 2001, Mr. Korst owned and operated AdvantEdge Quality Cars, which he acquired in a management buyout. From December 1997 until October 1999, Mr. Korst served as Chief Operating Officer of AdvantEdge Quality Cars. From November 1996 until November 1997, Mr. Korst served as Vice President of Thorn Auto, a division of Thorn Americas. During 1996, Mr. Korst served as Vice President — Business Development of Thorn Americas. From 1992 until 1996, Mr. Korst served as Vice President — Assistant General Counsel of Thorn Americas.
- Steven M. Arendt Mr. Arendt has served as President and Chief Executive Officer of ColorTyme since July 2000. From January 1999 until July 2000, Mr. Arendt served as Chief Operating Officer of ColorTyme. From January 1997 until December 1998, Mr. Arendt served as Vice President of Operations for Cash America, a pawnshop chain based in Fort Worth, Texas. From July 1996 until December 1996, Mr. Arendt served as Vice President of Special Projects for Thorn Americas. From March 1995 until July 1996, Mr. Arendt served as Vice President of Remco.
- Code of Business Conduct and Ethics:** Our Board has adopted a Code of Business Conduct and Ethics governing all of our employees, including our Chief Executive Officer and our Chief Financial Officer. A copy of this Code of Business Conduct and Ethics is published on our website at www.rentacenter.com under the “Company Information — Investor Relations — Corporate Profile” caption. We intend to make all required disclosures concerning any amendments to, or waivers from, the Code of Business Conduct and Ethics on our website.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Committee: The Compensation Committee reviews and approves the compensation levels for our members of senior management, evaluates the performance of senior management, considers management succession and considers any related matters for us.

Overall Philosophy and Objectives: We have developed a compensation program for executives and key employees designed to meet the following goals:

- Reward performance that increases the value of your stock;
- Attract, retain and motivate executives and key employees with competitive compensation opportunities;
- Build and encourage ownership of our shares;
- Balance short-term and long-term strategic goals; and
- Address the concerns of our stockholders, employees, the financial community and the general public.

To meet these objectives, we reviewed competitive compensation data and implemented the base salary and annual and long-term incentive programs discussed below.

Executive Compensation: The available forms of executive compensation include base salary, cash bonus awards and incentive stock options, restricted stock awards and stock appreciation rights. Our performance is a key consideration in determining executive compensation. However, our compensation policy recognizes that stock price performance is only one measure of performance and, given industry business conditions and our long-term strategic direction and goals, it may not necessarily be the best current measure of executive performance. Therefore, our compensation policy also gives consideration to the achievement of specified business objectives when determining executive officer compensation. The Compensation Committee, in certain cases, offers employees and executive officers equity compensation in addition to salary in keeping with our overall compensation philosophy, which attempts to place equity in the hands of our employees in an effort to further instill stockholder considerations and values in the actions of all our employees and executive officers.

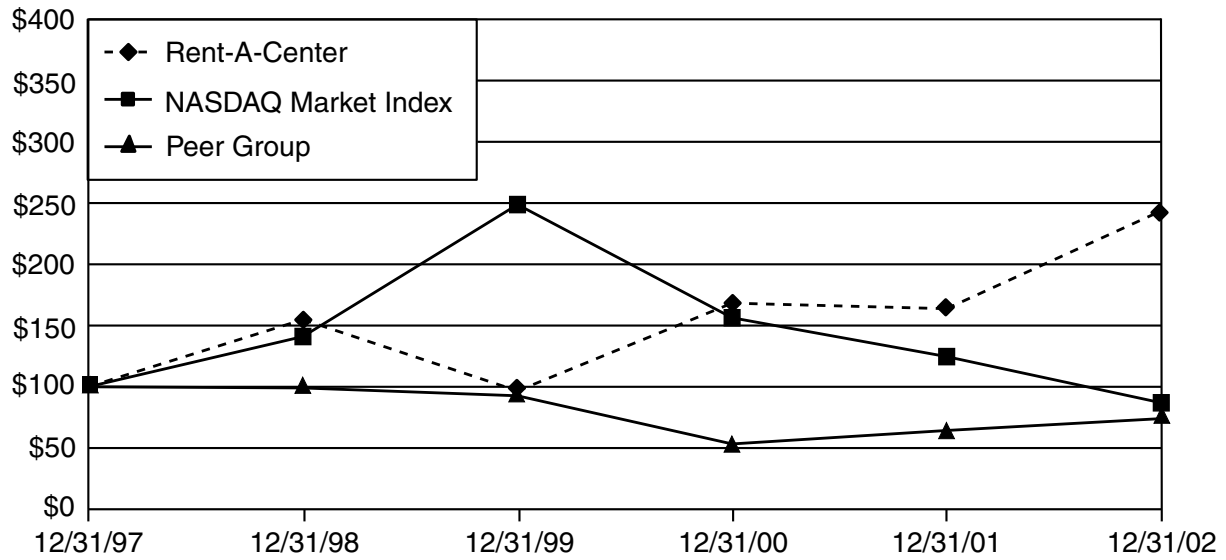
Compensation paid to executive officers is based upon a company-wide salary structure consistent for each position relative to its authority and responsibility compared to industry peers. Stock option awards in fiscal year 2002 were used to reward certain officers and to retain them through the potential of capital gains and equity appreciation in Rent-A-Center. The number of stock options granted is determined by the subjective evaluation of the officer's ability to influence our long-term growth and profitability. Stock options granted to our senior management have been granted only pursuant to our Long-Term Incentive Plan. The Board believes the award of options represents an effective incentive to create value for our stockholders.

CEO Compensation: The Compensation Committee established a base salary for Mr. Speese of \$550,000 for 2002. The Compensation Committee also awarded Mr. Speese a bonus of \$220,000 for services rendered in 2002. For the 2003 fiscal year, the Compensation Committee established a base salary for Mr. Speese of \$600,000. The Compensation Committee deemed the 2002 bonus and the salary level for 2003 to be commensurate with the Chief Executive Officer's position at comparable publicly owned companies and in recognition of the increased responsibilities associated with our growth. In determining Mr. Speese's salary and bonus, the Compensation Committee considered Mr. Speese's industry experience, past performance and other subjective factors.

The Compensation Committee believes that the Chief Executive Officer's 2002 and 2003 compensation levels were and are justified by Rent-A-Center's financial progress and performance against the goals set by the Compensation Committee.

COMPENSATION COMMITTEE
J. V. Lentell, Chairman
Laurence M. Berg
Peter P. Copses

PERFORMANCE GRAPH⁽¹⁾
 Comparison of Cumulative Total Return Among
 Rent-A-Center, NASDAQ Stock Market — Market Index and Rent A-Center's "Peer Group"⁽²⁾



⁽¹⁾ Assumes \$100 invested on January 1, 1998 and dividends reinvested, if any. Historical performance does not necessarily predict future results.

⁽²⁾ Because of the consolidation in the rent-to-own industry, our peer group has changed since December 31, 1997. Our peer group for the 2002 fiscal year consists of Aaron Rents, Inc., Bestway, Inc., Rent-Way, Inc. and Rainbow Rentals, Inc.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

Summary of Compensation: The following table summarizes the compensation we paid our Chairman and Chief Executive Officer and each of the four other most highly compensated executive officers at the end of 2002, based on compensation earned by them in 2002. individuals who would have been among our four other most highly compensated executive officers but for the fact that they were not serving as an executive officer at the end of 2002.

Name & Principal Position		Annual Compensation ⁽¹⁾		Long-Term Compensation	All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Securities Underlying Options (#)	
Mark E. Speese Chairman of the Board & Chief Executive Officer	2002	\$550,000	\$220,000	—	—
	2001	\$126,900 ⁽²⁾	—	209,000 ⁽³⁾	—
	2000	\$120,000	—	—	—
Mitchell E. Fadel President & Chief Operating Officer	2002	\$400,000	\$110,000	—	—
	2001	\$400,000	\$ 15,700	100,000 ⁽⁴⁾	—
	2000	\$315,000	\$ 76,600	35,000 ⁽⁵⁾	—
Dana F. Goble Executive Vice President — Operations	2002	\$250,000	\$ 92,000	—	—
	2001	\$250,000	\$ 15,700	25,000 ⁽⁶⁾	—
	2000	\$233,000	\$ 17,400	—	—
Robert D. Davis Senior Vice President — Finance, Treasurer and Chief Financial Officer	2002	\$180,000	\$ 53,100	—	—
	2001	\$170,000	\$ 16,200	40,000 ⁽⁷⁾	—
	2000	\$150,000	\$ 17,300	—	—
Christopher A. Korst Senior Vice President — General Counsel	2002	\$240,000	\$ 38,100	—	—
	2001	\$138,500	\$ 4,600	50,000 ⁽⁸⁾	—
	2000	—	—	—	—
Anthony M. Doll Senior Vice President	2002	\$160,000	\$100,000	—	—
	2001	\$150,000	\$ 32,700	10,000 ⁽⁹⁾	—
	2000	\$150,000	\$ 20,300	—	—
David G. Ewbank Senior Vice President	2002	\$160,000	\$100,000	—	—
	2001	\$150,000	\$ 41,100	10,000 ⁽¹⁰⁾	—
	2000	\$129,000	\$ 17,500	5,000 ⁽¹¹⁾	—

⁽¹⁾ The named executive officers did not receive any annual compensation not properly categorized as salary or bonus, except for certain perquisites or other benefits the aggregate cost of which did not exceed the lesser of \$50,000 or 10% of the total of annual salary and bonus for each such officer.

⁽²⁾ On October 8, 2001, Mr. Speese was appointed as our Chairman of the Board and Chief Executive Officer. Salary amount represents salary paid to Mr. Speese from October 8, 2001 through December 31, 2001.

⁽³⁾ In January 2001, Mr. Speese, while serving as a non-employee director, was granted 9,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vested immediately and expire ten years from the date of grant. In addition, in November 2001, while serving as our Chairman and Chief Executive Officer, Mr. Speese was granted 200,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. These options vest as follows: 12.5% one year from the date of grant, an additional 12.5% two years from the date of grant, an additional 37.5% three years from the date of grant and the remaining 37.5% four years from the date of grant. Mr. Speese has also agreed to a lock-up period of two years following the date of grant during which he will not be permitted to exercise any of the options granted in the November 2001 grant.

⁽⁴⁾ In November 2001, Mr. Fadel was granted 100,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant. Mr. Fadel has also agreed to a lock-up period of two years following the date of grant during which he will not be permitted to exercise any of the options granted in the November 2001 grant.

- (5) In July 2000, Mr. Fadel was granted 35,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant.
- (6) In November 2001, Mr. Goble was granted 25,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant. Mr. Goble has also agreed to a lock-up period of two years following the date of grant during which he will not be permitted to exercise any of the options granted in the November 2001 grant.
- (7) In November 2001, Mr. Davis was granted 40,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant. Mr. Davis has also agreed to a lock-up period of two years following the date of grant during which he will not be permitted to exercise any of the options granted in the November 2001 grant.
- (8) In July 2001, Mr. Korst was granted 50,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. Of these, 20,000 options vest over four years, 8,750 options vest upon the enactment of legislation in New Jersey that governs our rental and rental purchase business and that is reasonably acceptable to us, 8,750 options vest upon the enactment of legislation in Minnesota that governs our rental and rental purchase business and that is reasonably acceptable to us, and 12,500 options vest upon the enactment of legislation in Wisconsin that governs our rental and rental purchase business and that is reasonably acceptable to us. Notwithstanding the foregoing, all of the options shall immediately vest upon the enactment of pre-emptive United States federal legislation that governs our rental and rental purchase business and that is reasonably acceptable to us. The options expire ten years from the date of grant.
- (9) In November 2001, Mr. Doll was granted 10,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant. Mr. Doll has also agreed to a lock-up period of two years following the date of grant during which he will not be permitted to exercise any of the options granted in the November 2001 grant.
- (10) In November 2001, Mr. Ewbank was granted 10,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant. Mr. Ewbank has also agreed to a lock-up period of two years following the date of grant during which he will not be permitted to exercise any of the options granted in the November 2001 grant.
- (11) In July 2000, Mr. Ewbank was granted 5,000 options to purchase our Common Stock on a one-for-one basis pursuant to our Long-Term Incentive Plan. The options vest over four years and expire ten years from the date of grant.

Stock Options Granted in 2002: We did not grant any stock options to our named executive officers during the fiscal year ended December 31, 2002.

2002 Option Holdings: The following table contains the number of shares received and the dollar value realized upon the exercise of options by our named executive officers during 2002, as well as values for “in the money” options, meaning a positive spread between the year-end share price of \$49.95 and the exercise price for the options held by our named executive officers. These values have not been, and might never be, realized. The options might never be exercised, and the value, if any, will depend on the share price on the exercise date.

**AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR
AND FISCAL YEAR END OPTION VALUES**

<u>Name</u>	<u>Shares Acquired on Exercise</u>	<u>Value Realized</u>	<u>Number of Unexercised Options at Fiscal Year End Exercisable (E) / Unexercisable (U)</u>		<u>Value of Unexercised In-the-Money Options At Fiscal Year End Exercisable (E) / Unexercisable (U) ⁽¹⁾</u>	
Mark E. Speese	—	N/A	34,000(E)	175,000(U)	\$ 754,363(E)	\$4,193,000(U)
Mitchell E. Fadel	—	N/A	56,250(E)	93,750(U)	\$1,550,278(E)	\$2,317,234(U)
Dana F. Goble	—	N/A	21,250(E)	23,750(U)	\$ 521,656(E)	\$ 573,219(U)
Robert D. Davis	10,312	\$345,198	11,563(E)	32,500(U)	\$ 284,612(E)	\$ 790,316(U)
Christopher A. Korst	—	N/A	5,000(E)	45,000(U)	\$ 18,500(E)	\$ 166,500(U)
Anthony M. Doll	2,500	\$ 89,484	5,000(E)	8,750(U)	\$ 126,884(E)	\$ 217,372(U)
David G. Ewbank	5,000	\$162,724	4,375(E)	10,625(U)	\$ 123,536(E)	\$ 266,966(U)

⁽¹⁾ The closing market price of our Common Stock on December 31, 2002 of \$49.95, as reported on the Nasdaq National Market of the Nasdaq Stock Market, Inc., was used in the calculation to determine the value of unexercised options.

Stock Option Plans: We have one stock option plan, the Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan, for the benefit of certain key employees, consultants and directors. The plan provides the Board of Directors broad discretion in creating equity incentives. Under the plan, 7,900,000 shares of our Common Stock are reserved for issuance under stock options, stock appreciation rights or restricted stock grants. Options granted to employees under the plan become exercisable over a period of one to four years from the date of grant and may be exercised up to a maximum of ten years from date of grant. Options granted to directors are exercisable immediately. There have been no grants of stock appreciation rights and all options have been granted with fixed prices.

The following table sets forth certain information concerning all equity compensation plans previously approved by the stockholders and all equity compensation plans not previously approved by the stockholders as of December 31, 2002.

EQUITY COMPENSATION PLAN INFORMATION

<u>Plan category</u>	<u>Number of Securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plan⁽¹⁾</u>
Equity compensation plans approved by security holders	3,451,076	\$35.32	1,565,189
Equity compensation plans not approved by security holders	—	—	—
Total	3,451,076	\$35.32	1,565,189

⁽¹⁾ Pursuant to the terms of the plan, when an optionee leaves our employ, unvested options granted to that employee terminate and become available for re-issuance under the plan. Vested options not exercised within 90 days from the date the optionee leaves our employ terminate and become available for re-issuance under the plan.

COMPENSATION COMMITTEE INTERLOCKS, INSIDER PARTICIPATION AND RELATED PARTY TRANSACTIONS

Intrust Bank: J.V. Lentell, one of our directors, serves as Vice Chairman of the Board of Directors of Intrust Bank, N.A., one of our lenders. Intrust Bank, N.A. is a \$10.7 million participant in our senior credit facility. We also maintain a \$10.0 million revolving line of credit with Intrust Bank, N.A. Although from time to time we may draw funds from the revolving line of credit, no funds were advanced as of March 26, 2003. In addition, Intrust Bank, N.A. serves as trustee of our 401(k) plan.

Apollo Management IV, L.P.: On August 5, 1998, affiliates of Apollo Management IV, L.P. purchased \$250 million of our Preferred Stock. Pursuant to the stock purchase agreement we entered into with affiliates of Apollo Management IV, L.P., the affiliates of Apollo Management IV, L.P. have voting control of 100% of our Preferred Stock, which gives them the right to elect two individuals to our Board. In addition, pursuant to the stockholders agreement we entered into with Apollo and Mr. Speese, Apollo has the right to designate a third individual to be nominated to serve on our Board and who is elected by all of our stockholders. Messrs. Berg and Copses currently serve as the two directors elected by the holders of our Preferred Stock and Mr. Jhawar serves as the director designated by Apollo under the stockholders agreement.

In connection with the issuance of our Preferred Stock, we entered into a registration rights agreement with Apollo, which, among other things, granted them two rights to request that their shares be registered. In May 2002, Apollo exercised one of these rights. In connection therewith, the holders of our Preferred Stock converted 97,197 shares of our Preferred Stock held by them into 3,500,000 shares of our Common Stock, which they sold in a registered public offering. In August 2002, the holders of our Preferred Stock converted all but two shares held by them into 7,281,548 shares of our Common Stock. In connection with this conversion, we granted Apollo an additional right to effect a demand registration under the existing registration rights agreement, such that Apollo now has two demand rights.

Talley Repurchase: In connection with the retirement of J. Ernest Talley, our former Chairman and Chief Executive Officer, we entered into an agreement with Mr. Talley to repurchase \$25.0 million worth of shares of our Common Stock beneficially held by Mr. Talley at a purchase price equal to the average closing price of our Common Stock over the 10 trading days beginning October 9, 2001, subject to a maximum of \$27.00 per share and a minimum of \$20.00 per share. Under this formula, the purchase price for the repurchase was calculated at \$20.258 per share. Accordingly, on October 23, 2001, we repurchased 493,632 shares of our Common Stock beneficially held by Mr. Talley at \$20.258 per share for a total purchase price of \$10.0 million, and on November 30, 2001, we repurchased an additional 740,448 shares of our Common Stock beneficially held by Mr. Talley at \$20.258 per share, for a total purchase price of an additional \$15.0 million. On January 25, 2002, we exercised the option to repurchase all of the remaining 1,714,086 shares of our Common Stock beneficially held by Mr. Talley at \$20.258 per share. We repurchased those remaining shares on January 30, 2002, for a total purchase price of an additional \$34.7 million.

Textron Financial Corporation: ColorTyme is a party to an agreement with Textron Financial Corporation, who provides \$40.0 million in aggregate financing to qualifying franchisees of ColorTyme. Under this agreement, the occurrence of certain events may result in ColorTyme succeeding to the rights of Textron under the debt agreements. An additional \$10.0 million of financing is provided by Texas Capital Bank, National Association under an arrangement similar to the Textron financing. Mr. Speese is a passive investor in Texas Capital Bank, owning less than 1% of its outstanding equity. We guarantee the obligations of ColorTyme under these agreements up to a maximum amount of \$50.0 million, of which \$32.9 million was outstanding at March 26, 2003.

Committee Interlocks: None of our executive officers served as a member of the compensation or similar committee or as a member of the Board of Directors of any other entity of which an executive officer served on the Compensation Committee or Board of Directors of Rent-A-Center.

OTHER BUSINESS

The Board does not intend to bring any business before the annual stockholders meeting other than the matters referred to in this notice and at this date has not been informed of any matters that may be presented to the annual stockholders meeting by others. If, however, any other matters properly come before the annual stockholders meeting, it is intended that the persons named in the accompanying proxy will vote pursuant to the proxy in accordance with their best judgment on such matters.

Representatives of Grant Thornton LLP, the Company's independent certified public accountants for the fiscal year ended December 31, 2002, will attend the annual stockholders meeting and be available to respond to appropriate questions which may be asked by stockholders. These representatives will also have an opportunity to make a statement at the meeting if they desire to do so.

INDEPENDENT PUBLIC ACCOUNTANT INFORMATION

Grant Thornton LLP served as our independent accounting firm for the 2002 fiscal year. We paid the following fees to Grant Thornton for professional and other services rendered by them during fiscal 2002:

- *Audit Fees.* The aggregate fees billed for professional services rendered by Grant Thornton for the audit of our financial statements for the 2002 fiscal year and the reviews of the financial statements included in our quarterly reports on Form 10-Q for the fiscal year were approximately \$274,600.
- *Financial Information Systems Design and Implementation Fees.* Grant Thornton did not provide any services related to financial information systems design and implementation during the 2002 fiscal year.
- *All Other Fees.* The aggregate fees billed for all other services rendered by Grant Thornton to us during the 2002 fiscal year, exclusive of those services described above, were approximately \$118,530.

The Audit Committee of the Board has considered whether Grant Thornton's provision of services, other than services rendered in connection with the audit of our annual financial statements, is compatible with maintaining Grant Thornton's independence.

The Audit Committee of the Board has not appointed an independent public accounting firm for the 2003 fiscal year. The Board and the Audit Committee annually review the performance of our independent public accountants and the fees charged for their services. The Board anticipates, from time to time, obtaining competitive proposals from other independent public accounting firms for our annual audit. Based upon the Board's and Audit Committee's analysis of this information, we will determine which independent public accounting firm to engage to perform our annual audit each year.

AUDIT COMMITTEE REPORT ON RENT-A-CENTER'S FINANCIAL STATEMENTS

The Committee: Our Board has established its Audit Committee to recommend the appointment of our independent accountants and approve audit reports and plans, accounting policies, audit fees and certain other expenses. The Audit Committee is composed of three members, all of which are "independent" as defined in the NASD listing standards, and operates under a written charter. We are presently reviewing our written charter, and it is expected that our Board, with the recommendation of our Audit Committee, will amend the charter later this year to reflect relevant provisions of the Sarbanes-Oxley Act and related SEC and NASD rules. The Audit Committee has prepared the following report on its activities with respect to our financial statements for the fiscal year ended December 31, 2002.

Management is responsible for Rent-A-Center's financial reporting process including its system of internal control, and for the preparation of Rent-A-Center's consolidated financial statements in accordance with generally accepted accounting principles. Grant Thornton is responsible for auditing those financial statements. The Audit Committee's responsibility is to monitor and review these processes. The members of the Audit Committee are not employees of Rent-A-Center, and, although our Board has determined certain members of the Audit Committee are "audit committee financial experts" as defined by SEC rules, none of the members of the Audit Committee represent themselves to be, or to serve as, accountants or auditors by profession or experts in the field of accounting or auditing.

Review and Discussion: In connection with the preparation of our audited financial statements for the fiscal year ended December 31, 2002, the Audit Committee has:

- reviewed and discussed the audited financial statements with management;
- discussed with Grant Thornton, the Company's independent accountants, the matters required to be discussed by Statement on Auditing Standards No. 61; and
- received the written disclosures and the letter from Grant Thornton required by Independence Standards Board Standard No. 1, and has discussed with Grant Thornton its independence from Rent-A-Center.

Recommendation: Based on the review and discussion referred to above and relying thereon, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2002, for filing with the U.S. Securities and Exchange Commission.

AUDIT COMMITTEE
Peter P. Copses, Chairman
Mary Elizabeth Burton
J.V. Lentell

SECTION 16 BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based on a review of reports filed by our directors, executive officers and beneficial holders of 10% or more of our shares, and upon representations from those persons, we believe that all SEC stock ownership reports required to be filed by those reporting persons during 2002 were timely made, except: J. Ernest Talley, our former Chairman and Chief Executive Officer, failed to file a Form 4 during 2001. Mr. Talley subsequently filed a late Form 4 during 2002. In addition, Mr. Arendt failed to file a Form 5 on a timely basis with respect to fiscal year 2002. Mr. Arendt subsequently filed a late Form 5.

RENT-A-CENTER STOCK OWNERSHIP

The following table lists our stock ownership for our directors, our named executive officers, and our known 5% stockholders. Ownership includes direct and indirect (beneficial) ownership, as defined by SEC rules. To our knowledge, each person, along with his or her spouse, has sole voting and investment power over the shares unless otherwise noted. Information in the table is as of March 26, 2003.

<u>Name and Address of Beneficial Owner</u>	<u>Shares of Common Stock Beneficially Owned</u>		<u>Shares of Series A Preferred Stock Beneficially Owned</u>	
	<u>Number</u>	<u>Percent of Class</u>	<u>Number</u>	<u>Percent of Class</u>
Mark E. Speese	1,210,832 ⁽¹⁾	3.47%	—	—
Mitchell E. Fadel	99,524 ⁽²⁾	*	—	—
Dana F. Goble	24,579 ⁽³⁾	*	—	—
Robert D. Davis	12,499 ⁽⁴⁾	*	—	—
Christopher A. Korst	5,000 ⁽⁵⁾	*	—	—
Anthony M. Doll	5,688 ⁽⁶⁾	*	—	—
David G. Ewbank	4,375 ⁽⁵⁾	*	—	—
J.V. Lentell	28,000 ⁽⁵⁾	*	—	—
Mary Elizabeth Burton	9,000 ⁽⁵⁾	*	—	—
Laurence M. Berg ⁽⁷⁾	25,000 ⁽⁵⁾⁽⁷⁾	*	—	—
Peter P. Copses ⁽⁷⁾	25,000 ⁽⁵⁾⁽⁷⁾	*	—	—
Andrew S. Jhawar ⁽⁷⁾	14,000 ⁽⁵⁾⁽⁷⁾	*	—	—
Apollo ⁽⁸⁾	7,001,973	20.08%	2	100.0%
Wasatch Advisors, Inc. ⁽⁹⁾	3,881,092	11.13%	—	—
All executive officers and directors as a group (11 total) . . .	1,455,335 ⁽¹⁰⁾	4.15%	—	—

* Less than 1%.

⁽¹⁾ Includes (A) 833,878 shares held directly by Mr. Speese, (B) 34,000 shares underlying stock options which are currently exercisable, (C) 91,154 shares held by the Mark Speese 2000 Grantor Retained Annuity Trust, a trust organized under the laws of the State of Texas, of which Mr. Speese is the sole trustee, (D) 91,186 shares held by the Carolyn Speese 2000 Grantor Retained Annuity Trust, a trust organized under the laws of the State of Texas, of which Mr. Speese is the sole trustee, (E) 158,814 shares held by his spouse, Carolyn Speese, and (F) 1,800 held by his children. Mr. Speese disclaims beneficial ownership of the 1,800 shares held by his children.

⁽²⁾ Includes 56,250 shares issuable pursuant to options granted under the Long-Term Incentive Plan, all of which are currently exercisable.

⁽³⁾ Includes 23,750 shares issuable pursuant to options granted under the Long-Term Incentive Plan, all of which are currently exercisable.

⁽⁴⁾ Includes 11,563 shares issuable pursuant to options granted under the Long-Term Incentive Plan, all of which are currently exercisable.

⁽⁵⁾ All of which are issuable pursuant to currently exercisable options granted under the Long-Term Incentive Plan.

⁽⁶⁾ Includes 5,000 shares issuable pursuant to options granted under the Long-Term Incentive Plan, all of which are currently exercisable.

⁽⁷⁾ Messrs. Berg, Copses and Jhawar are Vice Presidents of Apollo Management, L.P. Accordingly, each of Messrs. Berg, Copses and Jhawar may be deemed to beneficially own shares owned by Apollo. Messrs. Berg, Copses and Jhawar each disclaim beneficial ownership with respect to any such shares owned by Apollo.

⁽⁸⁾ The address of Apollo is 1999 Avenue of the Stars, Suite 1900, Los Angeles, California 90067. Of the 7,001,973 shares of Common Stock beneficially owned by Apollo, 70 shares represent the shares of Common Stock into which the Preferred Stock is convertible. Apollo owns two shares of our Preferred Stock, which represent 100% of the outstanding shares of our Preferred Stock.

⁽⁹⁾ The address of Wasatch Advisors, Inc. is 150 Social Hall Avenue, Salt Lake City, Utah 84111.

⁽¹⁰⁾ Includes 233,463 shares issuable pursuant to options granted under the Long-Term Incentive Plan, all of which are currently exercisable.

VOTING PROCEDURES/REVOKING YOUR PROXY

Quorum: For purposes of electing our directors and for all other purposes, the holders of a majority of the votes entitled to vote at this year's annual stockholders meeting, including the votes entitled to vote held by the holders of our Preferred Stock, present in person or by proxy, will constitute a quorum.

Votes Required to Approve a Proposal: To be elected, directors must receive a plurality of the shares voting in person or by proxy, provided a quorum exists. A plurality means receiving the largest number of votes, regardless of whether that is a majority. All other matters submitted to you at the meeting will be decided by a majority of the votes cast on the matter, provided a quorum exists, except as otherwise provided by law or our Certificate of Incorporation or Bylaws.

Shares Outstanding and Number of Votes: On the Record Date, there were 34,866,048 shares of our Common Stock outstanding. Each share of Common Stock entitles the holder to one vote per share. On the Record Date, there were two shares of Preferred Stock outstanding. These shares of Preferred Stock entitle the holders to 70 votes in the aggregate.

Abstentions and Broker Non-Votes: Those who fail to return a proxy or attend the meeting will not count towards determining any required plurality, majority or quorum. Stockholders and brokers returning proxies or attending the meeting who abstain from voting on the election of our directors will count towards determining a quorum. However, such abstentions will have no effect on the outcome of the election of our directors.

Brokers holding shares of record for customers generally are not entitled to vote on certain matters unless they receive voting instructions from their customers. In the event that a broker does not receive voting instructions for these matters from its customers, a broker may notify us that it lacks voting authority to vote those shares. These "broker non-votes" refer to votes that could have been cast on the matter in question by brokers with respect to uninstructed shares if the brokers had received their customers' instructions. These broker non-votes will be included in determining whether a quorum exists, but will have no effect on the outcome of the election of our directors.

How the Proxies Will be Voted: The enclosed proxies will be voted in accordance with the instructions you place on the proxy card. Unless otherwise stated, all shares represented by your returned, signed proxy will be voted as noted on the first page of this proxy statement.

How You May Revoke Your Proxies: You may revoke your proxies by:

- Delivering a signed, written revocation letter, dated later than the proxy, to David M. Glasgow, Corporate Secretary, at 5700 Tennyson Parkway, Third Floor, Plano, Texas 75024;
- Delivering a signed proxy, dated later than the first one, to Mellon Investor Services LLC, 600 Willow Tree Road, Leonia, NJ 07605, Attn: Norma Cianfaglione; or
- Attending the meeting and voting in person or by proxy. Attending the meeting alone will not revoke your proxy.

Proxy Solicitation: Our employees will solicit proxies for no additional compensation. We will reimburse banks, brokers, custodians, nominees and fiduciaries for reasonable expenses they incur in sending these proxy materials to you if you are a beneficial holder of our shares.

SUBMISSION OF STOCKHOLDER PROPOSALS

Dates for Submission of Stockholders' Proposals: From time to time, stockholders may seek to nominate directors or present proposals for inclusion in the proxy statement and form of proxy for consideration at an annual stockholders meeting. To be included in the proxy statement or considered at an annual or any special meeting, you must timely submit nominations of directors or proposals, in addition to meeting other legal requirements. We must receive proposals for the 2004 annual stockholders meeting no later than December 25, 2003 for possible inclusion in the proxy statement, or prior to February 21, 2004 for possible consideration at the meeting, which is expected to take place on May 20, 2004. Direct any proposals, as well as related questions, to the undersigned.

ANNUAL REPORT ON FORM 10-K

You may obtain a copy of our Annual Report on Form 10-K that we filed with the Securities and Exchange Commission, without charge, by submitting a written request to:

David M. Glasgow, Corporate Secretary
Rent-A-Center, Inc.
5700 Tennyson Parkway, Third Floor
Plano, Texas 75024.

You may also obtain our SEC filings through the internet at www.sec.gov.

By order of the Board of Directors,



David M. Glasgow
Corporate Secretary

PLEASE VOTE — YOUR VOTE IS IMPORTANT