

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)

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

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.[]

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

Proposed Registered	Maximum Registered Share	Proposed Maximum Price	Title of Shares	Amount to be Registered	Offering Price Per Share	Aggregate Offering Amount	of to be Registered
			Common Stock, par value \$0.01 per share	437,000 shares	\$61.00	\$26,657,000	\$2,453

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
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 Date

/s/ Mark
E. Speese
Chairman
of the
Board and
Chief
Executive
May 22,
2002 - ---

Officer
(Principal
Executive
Officer)
Mark E.
Speese *
Director
May 22,
2002 - ---

Mitchell
E. Fadel
/s/ Robert
D. Davis
Senior
Vice
President
--

Finance,
Treasurer
May 22,
2002 - ---

--- and
Chief
Financial
Officer
(Principal
Robert D.
Davis
Financial
and
Accounting
Officer) *
Director
May 22,
2002 - ---

Laurence
M. Berg *
Director
May 22,
2002 - ---

--- Peter
P. Copses
* Director
May 22,
2002 - ----

--- Andrew
S. Jhavar
* Director
May 22,
2002 - ----

--- J.V.
Lentell
*By: /s/
Robert D.
Davis ----

Power of
Attorney

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

_____, 2002

Rent-A-Center, Inc.
5700 Tennyson Parkway
Third Floor
Plano, Texas 75024

Re: Rent-A-Center, Inc. - Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for Rent-A-Center, Inc., a Delaware corporation (the "COMPANY"), in connection with the registration statement on Form S-3 (the "ABBREVIATED REGISTRATION STATEMENT") filed by the Company with the Securities and Exchange Commission (the "COMMISSION") under Rule 462(b) of the Securities Act of 1933, as amended (the "SECURITIES ACT"), covering the offering and sale by (i) Apollo Investment Fund IV, L.P., a Delaware limited partnership ("APOLLO INVESTMENT"), (ii) Apollo Overseas Partners IV, L.P., an exempted limited partnership registered in the Cayman Islands ("APOLLO OVERSEAS" and, together with Apollo Investment, the "APOLLO ENTITIES"), (iii) Bear Stearns MB 1998-1999 Pre-Fund, LLC (as successor to or assignee of RC Acquisition Corp., a Delaware corporation) ("BEAR FUND" and, together with the Apollo Entities, the "SELLING STOCKHOLDERS"), of an aggregate of 437,000 shares (the "SHARES") of the Company's common stock, par value \$.01 per share (the "COMMON STOCK") issuable upon conversion of shares of the Company's Series A Preferred Stock held by the Selling Stockholders pursuant to the terms of that certain underwriting agreement (the "UNDERWRITING AGREEMENT") entered into by the Company, the Selling Stockholders, Morgan Stanley & Co. Incorporated, Lehman Brothers Inc., Bear, Stearns & Co. Inc., SunTrust Capital Markets, Inc., and First Union Securities, Inc., as representatives of the several underwriters listed on Schedule I to the Underwriting Agreement (the "UNDERWRITERS"). The Shares are to be purchased by the Underwriters and offered for sale to the public together with the securities registered pursuant to a registration statement on Form S-3 (File No. 333-87752) of the Company that was declared effective on May 22, 2002 (the "INITIAL REGISTRATION STATEMENT" and, together with the Abbreviated Registration Statement, the "REGISTRATION STATEMENTS").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of our opinion, including: (i) the Registration Statements; (ii) the Underwriting Agreement; (iii) the Amended and Restated Certificate of Incorporation of the Company; (iv) the Amended and Restated Bylaws of the Company; and (v) certain resolutions adopted by the Finance Committee of the Board of Directors of the Company

and the Board of Directors of the Company, in each case relating to the Registration Statements, the issuance and sale of the Shares and related matters.

Based on the foregoing and subject to the qualifications set forth herein, we are of the opinion that, upon delivery to the Company of the shares of Series A Preferred Stock for conversion by the Selling Stockholders and compliance with the conversion provisions of the Certificate of Designations, Preferences, and Relative Rights and Limitations of the Series A Preferred Stock of the Company by them, the Shares to be sold by the Selling Stockholders as described in the Registration Statements will be validly issued, fully paid and nonassessable.

Our opinions herein are limited in all respects to the General Corporation Law of the State of Delaware, which includes those statutory provisions as well as all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws, and the federal laws of the United States of America, and we do not express any opinion as to the applicability of or the effect thereon of the laws of any jurisdiction. We express no opinion as to any matter other than as set forth herein, and no opinion may be inferred or implied herefrom.

We hereby consent to the filing of this opinion as an exhibit to the Abbreviated Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

Winstead Sechrest & Minick P.C.

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated February 11, 2002, accompanying the consolidated financial statements of Rent-A-Center, Inc. and Subsidiaries contained in the Registration Statement on Form S-3 and Prospectus. We consent to the use of the aforementioned report in this Registration Statement on Form S-3 and Prospectus, and to the use of our name as it appears under the caption "Experts."

GRANT THORNTON LLP

Dallas, Texas
May 22, 2002