

AARON'S INC  
Form SC 13D/A  
August 12, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

(Amendment No. 8)\*

Aaron's, Inc.  
(Name of Issuer)

Common Stock, par value \$0.50 per share  
(Title of Class of Securities)

002535300  
(CUSIP Number)

Vintage Capital Management, LLC

4705 S. Apopka Vineland Road, Suite 210

Orlando, FL 32819

(407) 909-8015

*With a copy to:*  
Bradley L. Finkelstein  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304

Edgar Filing: AARON'S INC - Form SC 13D/A

(650) 493-9300

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

August 10, 2015

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-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 ("Act") 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).

CUSIP No. 002535300

13D

(1) NAMES OF REPORTING PERSONS

Vintage Capital Management, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0 shares

NUMBER OF SHARES

(8) SHARED VOTING POWER

7,277,000 shares

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(9) SOLE DISPOSITIVE POWER

0 shares

(10) SHARED DISPOSITIVE POWER

7,277,000 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,277,000 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.0%\*

(14) TYPE OF REPORTING PERSON (see instructions)

OO

\* Percentage calculated based on 72,578,301 shares of common stock, par value \$0.50 per share, outstanding as of July 31, 2015, as reported in the Form 10-Q for the quarterly period ended June 30, 2015 of Aaron's, Inc.

CUSIP No. 002535300

13D

(1) NAMES OF REPORTING PERSONS

Kahn Capital Management, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0 shares

NUMBER OF SHARES

(8) SHARED VOTING POWER

7,277,000 shares

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(9) SOLE DISPOSITIVE POWER

0 shares

(10) SHARED DISPOSITIVE POWER

7,277,000 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,277,000 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.0%\*

(14) TYPE OF REPORTING PERSON (see instructions)

OO

\* Percentage calculated based on 72,578,301 shares of common stock, par value \$0.50 per share, outstanding as of July 31, 2015, as reported in the Form 10-Q for the quarterly period ended June 30, 2015 of Aaron's, Inc.

CUSIP No. 002535300

13D

(1) NAMES OF REPORTING PERSONS

Brian R. Kahn

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (see instructions)

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

(7) SOLE VOTING POWER

3,027 shares<sup>†</sup>

NUMBER OF SHARES

(8) SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7,277,000 shares

(9) SOLE DISPOSITIVE POWER

3,027 shares<sup>†</sup>

(10) SHARED DISPOSITIVE POWER

7,277,000 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,280,027 shares

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.0%\*

(14) TYPE OF REPORTING PERSON (see instructions)

IN

\* Percentage calculated based on 72,578,301 shares of common stock, par value \$0.50 per share, outstanding as of July 31, 2015, as reported in the Form 10-Q for the quarterly period ended June 30, 2015 of Aaron's, Inc.

<sup>†</sup>Vested restricted stock units held by Mr. Kahn in his individual capacity.

## **Explanatory Note**

This Amendment No. 8 (this “Amendment”) amends and supplements the Schedule 13D filed on February 7, 2014, as amended on February 28, 2014, March 7, 2014, March 14, 2014, March 28, 2014, April 17, 2014, April 30, 2014, and May 14, 2014 (as amended, the “Schedule 13D”), by the Reporting Persons relating to the Common Stock of the Issuer. Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D. All references in the Schedule 13D and this Amendment to the “Statement” shall be deemed to refer to the Schedule 13D as amended and supplemented by this Amendment.

Item 4 of the Schedule 13D is hereby amended as follows:

### **Item 4. Purpose of Transaction.**

Item 4 is hereby amended to add the following:

On August 10, 2015, Mr. Kahn resigned as a member of the Board.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 11, 2015

**VINTAGE CAPITAL  
MANAGEMENT, LLC**

By: /s/ Brian R. Kahn  
Name: Brian R. Kahn  
Title: Manager

**KAHN CAPITAL  
MANAGEMENT, LLC**

By: /s/ Brian R. Kahn  
Name: Brian R. Kahn  
Title: Manager

/s/ Brian R. Kahn  
Brian R. Kahn

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1                     | Joint Filing Agreement.*  |
| 2                     | Letter to the Board of Directors of Aaron's, Inc., dated February 7, 2014.*   |
| 3                     | Letter to the Board of Directors of Aaron's, Inc., dated February 28, 2014.*  |
| 4                     | Press Release of Vintage Capital Management, LLC, dated March 7, 2014.*   |
| 5                     | Press Release of Vintage Capital Management, LLC, dated March 14, 2014.*  |
| 6                     | Press Release of Vintage Capital Management, LLC, dated March 28, 2014.*  |
| 7                     | Complaint, filed in the United States District Court for the Northern District of Georgia on April 14, 2014.*   |
| 8                     | Press Release of Vintage Capital Management, LLC, dated April 17, 2014.*  |
| 9                     | Press Release of Vintage Capital Management, LLC, dated April 29, 2014.*  |
| 10                    | Agreement, dated as of May 13, 2014, by and among Aaron's, Inc., the entities and natural persons listed on Schedule A thereto and Matthew E. Avril.* |
| 11                    | Joint Press Release of Aaron's Inc. and Vintage Capital Management, LLC, dated May 13, 2014.*   |

\* Previously filed.