

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): October 30, 2020

Aaron's Holdings Company, Inc.
(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

1-39628
(Commission
File Number)

85-2484385
(IRS Employer
Identification No.)

400 Galleria Parkway SE, Suite 300
Atlanta, Georgia
(Address of principal executive offices)

30339-3194
(Zip code)

Registrant's telephone number, including area code:
(678) 402-3000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.50 Per Share	AAN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 under the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On October 27, 2020, Aaron’s Holdings Company, Inc. (the “Company”) received a notice from the administrator of the Aaron’s, Inc. Employees Retirement Plan (the “Plan”) advising the Company that, as a result of the transfer of records and assets of certain participants from the Plan to the new Aaron’s 401(k) Retirement Plan (“New Plan”) established in connection with the anticipated closing of the Company’s previously announced separation transaction, such participants in the Plan will be unable, during a temporary blackout period, to diversify or direct investments in their accounts, or obtain a loan, withdrawal or distribution from the Plan. The temporary blackout period will only impact the participants in the Plan having their records and assets transferred to the New Plan. The temporary blackout period for these Plan participants begins at 3:00 p.m. Central Time on December 2, 2020 and ends on December 8, 2020.

On October 30, 2020, in accordance with Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR of the Securities Exchange Act of 1934, as amended, the Company sent a notice to its directors and executive officers informing them of the blackout period and restrictions on engaging in certain transactions involving Company common stock (including exercising Company stock options) or any derivatives of Company common stock during the blackout period. A copy of the notice is attached hereto as Exhibit 99.1 and incorporated herein by reference.

During the blackout period and for a period of two years thereafter, information regarding the blackout period, including confirmation of the actual beginning and ending dates, may be obtained, without charge, by contacting:

Aaron’s Holdings Company, Inc.
Attention: Benefits Department
400 Galleria Parkway SE, Suite 300
Atlanta, Georgia 30339
Telephone Number: (678) 402-3000

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Blackout Notice, dated October 30, 2020 to Directors and Executive Officers of Aaron’s Holdings Company, Inc.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AARON'S HOLDINGS COMPANY, INC.

By: /s/ Robert W. Kamerschen

Robert W. Kamerschen

Executive Vice President, General Counsel, Chief
Corporate Affairs Officer & Corporate Secretary

Date: October 30, 2020

[AARON'S LETTERHEAD]

TO: Directors and Executive Officers of Aaron's Holdings Company, Inc.
DATE: October 30, 2020
RE: Notice of Temporary Blackout Period and Restrictions on Trading In Connection with Anticipated Closing of Separation Transaction

As you know, in July of this year we announced our intention to separate into two independent, publicly-traded companies: Progressive Leasing and the Aaron's Business. We expect to complete the separation transaction by the end of 2020, as discussed on our earnings call earlier this week.

In connection with the anticipated closing of the separation transaction, we are required in the ordinary course of business to transfer certain assets and records between Progressive Leasing and the Aaron's Business, including assets held in the Aaron's 401(k) Retirement Plan. When the separation transaction is completed, Progressive Leasing and the Aaron's Business will each have their own separate 401(k) retirement plans.

This notice is to inform you that, in connection with these anticipated assets transfers, the Aaron's, Inc. Employees Retirement Plan (the "Plan") will be subject to a temporary "blackout period" during which all participant-initiated transactions will stop and access to the Plan account will be limited for participants. During the blackout period, Plan participants will be unable to transfer or diversify investments (including the company stock fund) or obtain a loan, withdrawal, or distribution from the Plan. The blackout period is required by the Plan's recordkeeper, Milliman, to facilitate the transfer of records and assets from the Plan for certain participants to the new Aaron's 401(k) Retirement Plan. The blackout period will only impact the participants in the Plan having their records and assets transferred to the New 401(k) Plan. **The blackout period is expected to begin on December 2, 2020 at 3:00 p.m. Central Time and ends on December 8, 2020 (the "Blackout Period").**

As a director or executive officer of Aaron's Holdings Company, Inc. (the "Company"), you will be prohibited from trading in the Company's registered shares or related securities during the Blackout Period. This Blackout Period is imposed on directors and executive officers of the Company by (i) the Sarbanes-Oxley Act of 2002 and (ii) Securities and Exchange Commission Regulation BTR ("Regulation BTR"), which prohibit directors and executive officers of the Company from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company, including pursuant to options to acquire shares or other derivative securities, acquired in connection with your service or employment as a director or an executive officer of the Company during the Blackout Period. This prohibition applies whether or not you are a participant in, or eligible to participate in, the Plan or the New Plan.

These rules apply in addition to the trading restrictions under the Company's insider trading policy. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

Please note that this trading prohibition will not apply to certain activities expressly permitted under Regulation BTR, including any purchases or sales made pursuant to certain written plans satisfying the conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934. However, because of the complexity of these rules and the severity of the penalties and other remedies, please contact Todd King by telephone at (404) 822-4643, by mail at Galleria Parkway SE, Suite 300, Atlanta, GA 30339 or by email at Todd.King@aarons.com before engaging in any transaction involving the Company's equity securities during the Blackout Period, even if you think an exception applies.

If you have any questions about the Blackout Period, or if you want to obtain, without charge, information as to whether the Blackout Period has begun or ended, please contact John Karr by telephone at 678-402-3353, by mail at 400 Galleria Parkway SE, Suite 300, Atlanta, GA, 30339 or by email at John.Karr@aarons.com.

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