

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

**SCHEDULE TO**

**(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)**

**CREDIT ACCEPTANCE CORPORATION**

(Name of Subject Company (Issuer))

**CREDIT ACCEPTANCE CORPORATION**  
(Name of Filing Person (Offeror))

**COMMON STOCK, PAR VALUE \$.01 PER SHARE**  
(Title of Class Securities)

**225310-10-1**  
(CUSIP Number of Class of Securities)

**Charles A. Pearce**  
**Chief Legal Officer**  
**Credit Acceptance Corporation**  
**25505 West Twelve Mile Road**  
**Southfield, MI 48034-8339**  
**(248) 353-2700**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*With a copy to:*

**Richard C. Witzel, Jr., Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**155 N. Wacker Dr.**  
**Chicago, IL 60606**  
**(312) 407-0700**

**CALCULATION OF FILING FEE**

<b>Transaction valuation*</b> \$124,999,926.62	<b>Amount of filing fee**</b> \$16,099.99
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\* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 995,698 shares of the outstanding common stock at a price of \$125.54 per share in cash.

\*\* The amount of the filing fee equals \$128.80 per million dollars of the transaction value, which is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$16,099.99  
Form or Registration No.: Schedule TO  
Filing Party: Credit Acceptance Corporation  
Date Filed: September 19, 2014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Commission") on September 19, 2014 ("Schedule TO"), as amended by Amendment No. 1 filed with the Commission on October 21, 2014, by Credit Acceptance Corporation, a Michigan corporation ("CA"), in connection with the offer by CA to purchase for cash up to 995,698 shares of its common stock, par value \$0.01 per share, at a price of \$125.54 per share, net to the seller in cash, without interest, upon and subject to the terms and conditions described in the Offer to Purchase, dated September 19, 2014 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal"), which, in each case, as amended and supplemented from time to time, constitute the tender offer and which are appended to and filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

All information in the Offer to Purchase and the Letter of Transmittal is hereby expressly incorporated in this Amendment No. 1 by reference in response to all of the applicable items in Schedule TO, except that such information is hereby amended and supplemented to the extent provided herein.

**Items 4. Terms of the Transaction.**

Item 4 is hereby amended and supplemented by adding the following information:

The tender offer expired at 5:00 p.m., New York City time, on October 20, 2014. A total of 8,891,295 shares were properly tendered and not properly withdrawn. CA accepted for payment a total of 995,698 shares at a purchase price of \$125.54 per share, net to the seller in cash, without interest.

**Item 11. Additional Information.**

Item 11 is hereby amended and supplemented by adding the following information:

On October 24, 2014, CA issued a press release announcing the final results of the tender offer, which expired at 5:00 p.m., New York City time, on October 20, 2014. A copy of the press release is filed as Exhibit (a)(5)(vii) to the Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 is hereby amended and supplemented to add the following:

EXHIBIT NUMBER	DESCRIPTION
(a)(5)(vii)	Press release, announcing final results of the tender offer, dated October 24, 2014

**SIGNATURE**

After due 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.

CREDIT ACCEPTANCE CORPORATION

By: /s/ Douglas W. Busk  
Name: Douglas W. Busk  
Title: Senior Vice President and Treasurer

Dated: October 24, 2014

**NEWS RELEASE**

**FOR IMMEDIATE RELEASE**

Date: October 24, 2014

Investor Relations: Douglas W. Busk  
Senior Vice President and Treasurer  
(248) 353-2700 Ext. 4432  
[IR@creditacceptance.com](mailto:IR@creditacceptance.com)

NASDAQ Symbol: CACC

**CREDIT ACCEPTANCE ANNOUNCES  
FINAL RESULTS OF TENDER OFFER**

Southfield, Michigan – October 24, 2014 – Credit Acceptance Corporation (NASDAQ: CACC) (referred to as the “Company”, “Credit Acceptance”, “we”, “our”, or “us”) announced today the final results of our tender offer, which expired at 5:00 p.m., New York City time, on October 20, 2014. We commenced the tender offer on September 19, 2014 to purchase up to 995,698 shares of our outstanding common stock at a price of \$125.54 per share, net to the seller in cash, without interest. Based on the final count by Computershare Trust Company, N.A., the Depositary for the tender offer, 8,891,295 shares of common stock were properly tendered and not properly withdrawn. Because more than the maximum 995,698 shares were tendered, we have accepted for purchase only a prorated portion of the shares tendered by each tendering shareholder, other than odd lot shareholders, as described in our Offer to Purchase. The proration factor used by us in accepting for purchase tendered shares was approximately 10.8%.

We will promptly pay for 995,698 tendered shares of our common stock at a price of \$125.54 per share, net to the seller in cash, without interest, at a total cost of approximately \$125.0 million which includes approximately 430,968 shares tendered by Donald Foss, our Chairman of the board. We are funding the purchase of our securities in the tender offer with available cash and by borrowing under our revolving secured line of credit facility and warehouse facilities.

As a result of the completion of the tender offer, we have approximately 20.6 million shares of common stock outstanding. Georgeson, Inc. was the Information Agent for the tender offer.

**Description of Credit Acceptance Corporation**

Since 1972, Credit Acceptance has offered automobile dealers financing programs that enable them to sell vehicles to consumers, regardless of their credit history. Our financing programs are offered through a nationwide network of automobile dealers who benefit from sales of vehicles to consumers who otherwise could not obtain financing; from repeat and referral sales generated by these same customers; and from sales to customers responding to advertisements for our product, but who actually end up qualifying for traditional financing.

Without our financing programs, consumers are often unable to purchase a vehicle or they purchase an unreliable one. Further, as we report to the three national credit reporting agencies, an important ancillary benefit of our programs is that we provide a significant number of our consumers with an opportunity to improve their lives by improving their credit score and move on to more traditional sources of financing. Credit Acceptance is publicly traded on the NASDAQ under the symbol CACC. For more information, visit [creditacceptance.com](http://creditacceptance.com).