

CREDIT ACCEPTANCE CORPORATION
Form SC TO-I/A
September 22, 2006

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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. 3

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, SUITE 3000
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:

MARK A. METZ, ESQ.
DYKEMA GOSSETT PLLC
400 RENAISSANCE CENTER
DETROIT, MI 48243
(313) 568-6800

CALCULATION OF FILING FEE

| | |
|------------------------|---------------|
| TRANSACTION VALUATION* | \$110,250,000 |
| AMOUNT OF FILING FEE** | \$11,796.75 |

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 3,500,000 shares of the outstanding common stock at a price of \$31.50 per share in cash.

** The amount of the filing fee equals \$107.00 per \$1 million of the transaction value and is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934.

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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: \$11,796.75
Form or Registration No.: Schedule TO
Filing Party: Credit Acceptance Corporation
Date Filed: August 28, 2006

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. 3 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission ("SEC") on August 28, 2006 ("Schedule TO"), as amended by Amendment No. 1 filed with the SEC on September 13, 2006 and Amendment No. 2 filed with the SEC on September 15, 2006 by Credit Acceptance Corporation, a Michigan corporation ("CA"), in connection with the offer by CA to purchase up to 3,500,000 shares of its Common Stock, par value \$.01 per share (the "Shares"), at a price of not less than \$28.00 per Share nor more than \$31.50 per Share, net to the seller in cash, without interest, upon and subject to the terms and conditions set forth in the Offer to Purchase, dated August 28, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal"), which together, as each may be amended or supplemented from time to time, constitute the "Offer" and which are appended to and filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

Except as expressly set forth in this Amendment No. 3, all other terms of the Tender Offer Statement remain unchanged.

ITEM 11. ADDITIONAL INFORMATION.

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

On September 21, 2006, CA and its wholly-owned subsidiary, Credit Acceptance Residual Funding LLC, entered into a \$50.0 million credit facility with Variable Funding Capital Company LLC, a multi-seller commercial paper conduit administered by Wachovia Securities. The Certificate Funding Agreement and the related press release announcing the facility are filed as Exhibits (a)(5)(vii) and Exhibit (b)(iii), respectively, to the Schedule TO and are incorporated herein by reference.

ITEM 12. EXHIBITS.

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

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|-------------------------|---|
| (a) (5) (vii) | Press release dated September 21, 2006 announcing the completion of a \$50.0 million credit facility (incorporated by reference to CA's Form 8-K dated September 20, 2006). |
| (b) (iii) | Certificate Funding Agreement, dated September 20, 2006 between CA, Credit Acceptance Residual Funding LLC, Wachovia Bank National Association, Variable Funding Capital Company LLC and Wachovia Capital Markets, LLC, and agreements related thereto (incorporated by reference to CA's Form 8-K dated September 20, 2006). |

2

SIGNATURES

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

Douglas W. Busk
Treasurer

Dated: September 22, 2006

3