

CREDIT ACCEPTANCE CORPORATION  
Form SC TO-I/A  
September 10, 2004

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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. 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  
VICE PRESIDENT -- GENERAL COUNSEL AND CORPORATE SECRETARY  
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 Person)

WITH A COPY TO:

KENT E. SHAFER  
MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.  
150 WEST JEFFERSON, SUITE 2500  
DETROIT, MICHIGAN 48226  
(313) 963-6420

CALCULATION OF FILING FEE

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\$60,000,000

\$7,602.00

\*Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 3,000,000 shares of the outstanding common stock at a price of \$20.00 per share in cash.

\*\*The amount of the filing fee equals \$126.70 per \$1 million of the transaction value and is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934.

[X] 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: \$7,602.00

Filing Party: Credit Acceptance Corporation

Form or Registration No. Schedule TO

Dated Filed: August 11, 2004

[ ] 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.
- [X] 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: [ ]

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 11, 2004, as amended by Amendment No. 1 thereto ("Amendment No. 1") filed with the Commission on August 24, 2004 (as so amended, the "Schedule TO"), by Credit Acceptance Corporation, a Michigan corporation (the "Company" or "CAC"), in connection with the offer by the Company to purchase up to 3,000,000 shares of its Common Stock, par value \$.01 per share (the "Shares"), at a price between \$14.00 and \$20.00 per Share, net to the seller in cash without interest, upon the terms and subject to the conditions described in the Offer to Purchase dated August 11, 2004 (the "Offer to Purchase") and the related Letter of Transmittal, both as amended by Amendment No. 1 (the "Offer"). Capitalized terms used herein

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but not otherwise defined have the meanings ascribed to such terms in the Offer to Purchase.

ITEM 11. ADDITIONAL INFORMATION.

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

On September 10, 2004, the Company issued a press release announcing the preliminary results of the tender offer, which expired on Thursday, September 9, 2004. A copy of the press release is filed as Exhibit (a) (5) (vi) 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) (vi)	Press release dated September 10, 2004 announcing preliminary results of the Offer.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

CREDIT ACCEPTANCE CORPORATION

Dated: September 10, 2004

By: /s/ Brett A. Roberts

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Brett A. Roberts  
Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number -----	Description -----
(a) (5) (vi)	Press release dated September 10, 2004 announcing preliminary results of the Offer.