

CREDIT ACCEPTANCE CORP  
Form SC 13D/A  
October 30, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Credit Acceptance Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

225310 10 1  
(CUSIP Number)

Michael T. Raymond  
Dickinson Wright, PLLC  
2600 W. Big Beaver Rd., Suite 300  
Troy, Michigan 48084-3312  
248-433-7274

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 24, 2014  
(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 that 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 Rule 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).

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
The Donald A. Foss 2009 Remainder Trust
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Michigan
- |                                                                    |    |                          |           |
|--------------------------------------------------------------------|----|--------------------------|-----------|
|                                                                    | 7  | SOLE VOTING POWER        | 0         |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8  | SHARED VOTING POWER      | 1,032,004 |
|                                                                    | 9  | SOLE DISPOSITIVE POWER   | 0         |
|                                                                    | 10 | SHARED DISPOSITIVE POWER | 0         |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,032,004
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.0%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
The Donald A. Foss 2010 Remainder Trust
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Michigan
- |                                                                    |    |                          |  |
|--------------------------------------------------------------------|----|--------------------------|--|
|                                                                    | 7  | SOLE VOTING POWER        |  |
|                                                                    |    | 0                        |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8  | SHARED VOTING POWER      |  |
|                                                                    |    | 725,002                  |  |
|                                                                    | 9  | SOLE DISPOSITIVE POWER   |  |
|                                                                    |    | 0                        |  |
|                                                                    | 10 | SHARED DISPOSITIVE POWER |  |
|                                                                    |    | 0                        |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
725,002
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.5%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Jill Foss Watson Living Trust
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Michigan
- |                                                                    |    |                          |         |
|--------------------------------------------------------------------|----|--------------------------|---------|
|                                                                    | 7  | SOLE VOTING POWER        | 846,188 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8  | SHARED VOTING POWER      | 0       |
|                                                                    | 9  | SOLE DISPOSITIVE POWER   | 846,188 |
|                                                                    | 10 | SHARED DISPOSITIVE POWER | 0       |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 846,188
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.1%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Jill Foss Watson Irrevocable Trust
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Michigan
- |                                                                    |    |                                  |
|--------------------------------------------------------------------|----|----------------------------------|
|                                                                    | 7  | SOLE VOTING POWER<br>68,011      |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8  | SHARED VOTING POWER<br>0         |
|                                                                    | 9  | SOLE DISPOSITIVE POWER<br>68,011 |
|                                                                    | 10 | SHARED DISPOSITIVE POWER<br>0    |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 68,011
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)



0.3%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Karol A. Foss Irrevocable Grandchildren's Trust
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Florida
- |                                                                    |    |                          |  |
|--------------------------------------------------------------------|----|--------------------------|--|
|                                                                    | 7  | SOLE VOTING POWER        |  |
|                                                                    |    | 1,402,599                |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8  | SHARED VOTING POWER      |  |
|                                                                    |    | 0                        |  |
|                                                                    | 9  | SOLE DISPOSITIVE POWER   |  |
|                                                                    |    | 1,402,599                |  |
|                                                                    | 10 | SHARED DISPOSITIVE POWER |  |
|                                                                    |    | 0                        |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,402,599
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.8%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Jill Foss Watson Grantor Retained Annuity Trust
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States
- |                                                                                      |    |                                   |
|--------------------------------------------------------------------------------------|----|-----------------------------------|
|                                                                                      | 7  | SOLE VOTING POWER<br>400,000      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 8  | SHARED VOTING POWER<br>0          |
|                                                                                      | 9  | SOLE DISPOSITIVE POWER<br>400,000 |
|                                                                                      | 10 | SHARED DISPOSITIVE POWER<br>0     |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 400,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

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- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Jill Foss Watson
- 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 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States
- |                                                                    |    |                          |           |
|--------------------------------------------------------------------|----|--------------------------|-----------|
|                                                                    | 7  | SOLE VOTING POWER        | 2,718,944 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8  | SHARED VOTING POWER      | 1,757,006 |
|                                                                    | 9  | SOLE DISPOSITIVE POWER   | 2,718,944 |
|                                                                    | 10 | SHARED DISPOSITIVE POWER | 0         |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,475,950\*\*
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.7%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

\*\*Mrs. Foss Watson is the trustee of the Donald A. Foss 2009 Remainder Trust, the Donald A. Foss 2010 Remainder Trust and the Karol A. Foss Irrevocable Grandchildren's Trust. Mrs. Foss Watson disclaims beneficial ownership of these shares owned by such trusts. This amount also includes 2,146 shares held by Mrs. Foss Watson as UTMA custodian.

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Explanatory Note: This Schedule 13D Amendment No. 3 is filed solely to reflect the disposition by the reporting persons of shares of the Issuer's common stock pursuant to the Issuer's tender offer completed October 24, 2014.

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the common stock of Credit Acceptance Corporation ("Issuer" or "CACC"). The principal executive offices of CACC are located at 25505 West Twelve Mile Road, Southfield, Michigan 48034-8339.

Item 2. Identity and Background.

No change.

Item 3. Source and Amount of Funds or Other Consideration.

No change.

Item 4. Purpose of Transaction.

No change.

Item 5. Interest in Securities of the Issuer

Reporting Person	Amount beneficially owned:	Percent of Class*	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
The Donald A. Foss 2009 Remainder Trust	1,032,004	5.0%	0	1,032,004	0	0
The Donald A. Foss 2010 Remainder Trust	725,002	3.5%	0	725,002	0	0
Jill Foss Watson Living Trust	846,188	4.1%	846,188	0	846,188	0
Jill Foss	68,011	0.3%	68,011	0	68,011	0



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Watson  
Irrevocable  
Trust\*\*

Karol A. Foss Irrevocable Grandchildren's Trust**	1,402,599	6.8%	1,402,599	0	1,402,599	0
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Jill Foss Watson Grantor Retained Annuity Trust	400,000	1.9%	400,000	0	400,000	0
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Jill Foss Watson**	4,475,950	21.7%	2,718,944	1,757,006	2,718,944	0
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SCHEDULE 13D

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\* The percentage is calculated based upon total outstanding shares of 20,597,890 as of October 24, 2014, based upon written confirmation received from the Issuer.

\*\*Mrs. Foss Watson is the trustee of the Donald A. Foss 2009 Remainder Trust, the Donald A. Foss 2010 Remainder Trust and the Karol A. Foss Irrevocable Grandchildren's Trust. Mrs. Foss Watson disclaims beneficial ownership of these shares owned by such trusts. Includes 2,146 shares held by Mrs. Foss Watson as UTMA custodian.

(c) None.

(d) The respective beneficiaries of The Donald A. Foss 2009 Remainder Trust, The Donald A. Foss 2010 Remainder Trust, Jill Foss Watson Irrevocable Trust and Karol A. Foss Irrevocable Grandchildren's Trust ultimately receive the pecuniary benefit of dividends from, or the proceeds from the sale of, the shares held in each respective trust.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

No change.

Item 7. Material to be Filed as Exhibits.

No change.

[Signature page follows]

SIGNATURE

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.

Date: October 30, 2014

The Donald A. Foss 2009 Remainder Trust

/s/ Jill Foss Watson  
Name: Jill Foss Watson  
Title: Trustee

The Donald A. Foss 2010 Remainder Trust

/s/ Jill Foss Watson  
Name: Jill Foss Watson  
Title: Trustee

Jill Foss Watson Living Trust

/s/ Jill Foss Watson  
Name: Jill Foss Watson  
Title: Trustee

Jill Foss Watson Irrevocable Trust

/s/ Todd Watson  
Name: Todd Watson  
Title: Trustee

Karol A. Foss Irrevocable Grandchildren's  
Trust

/s/ Jill Foss Watson  
Name: Jill Foss Watson  
Title: Trustee

Jill Foss Watson Grantor Retained Annuity  
Trust

/s/ Jill Foss Watson  
Name: Jill Foss Watson, Trustee

Jill Foss Watson, Individually

/s/ Jill Foss Watson  
Name: Jill Foss Watson

