

CREDIT ACCEPTANCE CORP
Form SC 13D/A
June 27, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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)

June 20, 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).

CUSIP No. 225310 10 1

SCHEDULE 13D

Page 2 of 11 Pages

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
1,035,323

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,035,323

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)

4.8%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 2014, based upon written confirmation received from the Issuer.

CUSIP No. 225310 10 1

SCHEDULE 13D

Page 3 of 11 Pages

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

728,821

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

728,821

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)

3.4%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 2014, based upon written confirmation received from the Issuer.

CUSIP No. 225310 10 1

SCHEDULE 13D

Page 4 of 11 Pages

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
948,299

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
948,299

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

948,299

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)

4.4%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 2014, based upon written confirmation received from the Issuer.

CUSIP No. 225310 10 1

SCHEDULE 13D

Page 5 of 11 Pages

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
76,218

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
76,218

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,218

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)

.35%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 2014, based upon written confirmation received from the Issuer.

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

1,571,858

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

8

SHARED VOTING POWER

0

9

SOLE DISPOSITIVE POWER

1,571,858

10

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,571,858

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)

7.3%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 2014, based upon written confirmation received from the Issuer.

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
 400,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 8 SHARED VOTING POWER
 0

9 SOLE DISPOSITIVE POWER
 400,000

10 SHARED DISPOSITIVE POWER
 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 21,593,882 as of June 26, 2014, based upon written confirmation received from the Issuer.

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
2,998,521

NUMBER OF SHARES 8 SHARED VOTING POWER
1,764,144

BENEFICIALLY OWNED BY EACH 9 SOLE DISPOSITIVE POWER
2,998,521

REPORTING PERSON WITH: 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,762,665**

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)

22.1%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 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.

Explanatory Note: This Schedule 13D Amendment No. 1 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 April 1, 2014 and to correct the place of organization of the Karol A. Foss Irrevocable Grandchildren's Trust.

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, other than item 2(f), which is amended and restated as follows; (f) all of the Reporting Persons that are trusts are organized under laws of Michigan, except the Karol A. Foss Irrevocable Grandchildren's Trust which is organized under laws of Florida. Jill Foss Watson is a citizen of the United States.

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 | 1,035,323 | 4.8% | 0 | 1,035,323 | 0 | 0 |
| The Donald A. Foss 2010 Remainder Trust | 728,821 | 3.4% | 0 | 728,821 | 0 | 0 |
| Jill Foss Watson Living Trust | 948,299 | 4.4% | 948,299 | 0 | 948,299 | 0 |
| Jill Foss Watson Irrevocable | 76,218 | .35% | 76,218 | 0 | 76,218 | 0 |

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Trust**

| | | | | | | |
|--|-----------|-------|-----------|-----------|-----------|---|
| Karol A. Foss Irrevocable Grandchildren s Trust** | 1,571,858 | 7.3% | 1,571,858 | 0 | 1,571,858 | 0 |
| Jill Foss Watson Grantor Retained Annuity Trust | 400,000 | 1.9% | 400,000 | 0 | 400,000 | 0 |
| Jill Foss Watson** | 4,762,665 | 22.1% | 2,998,521 | 1,764,144 | 2,998,521 | 0 |

* The percentage is calculated based upon total outstanding shares of 21,593,882 as of June 26, 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: June 27, 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