

SMITH THOMAS W

Form 4

April 19, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH THOMAS W

2. Issuer Name **and** Ticker or Trading
Symbol
CREDIT ACCEPTANCE CORP
[CACC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 BUTTS ROAD, SUITE 320
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)
Member of Section 13(d) Group

BOCA RATON, FL 33431

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/17/2013		S		51,875	D	\$ 100.275	670,397	D <u>(1)</u>
Common Stock	04/17/2013		S		391,500	D	\$ 100.275	748,875	I By Idoya Partners L.P. <u>(2)</u>
Common Stock	04/17/2013		S		219,075	D	\$ 100.275	1,419,054	I By Prescott Associates L.P. <u>(3)</u>
Common Stock	04/17/2013		S		12,675	D	\$ 100.275	54,860	I By Prescott International Partners L.P.

By Idoya
Partners L.P.
⁽²⁾

By Prescott
Associates
L.P. ⁽³⁾

By Prescott
International
Partners L.P.

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Common Stock	04/17/2013	S	44,175	D	\$ 100.275	89,037	I	(4) By Prescott Investors Profit Sharing Trust (5)
Common Stock	04/17/2013	S	30,700	D	\$ 100.275	13,948	I	By Thomas W. Smith Foundation (6)
Common Stock						49,750	I	By Thomas W. Smith Family Accounts (7)
Common Stock						62,300	D (8)	
Common Stock						131,755	I	By Scott J. Vassalluzzo Family Accounts (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH THOMAS W 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431		X		Member of Section 13(d) Group
VASSALLUZZO SCOTT J 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	X	X		Member of Section 13(d) Group
Prescott General Partners LLC 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431		X		Member of Section 13(d) Group

Signatures

/s/ Thomas W. Smith	04/19/2013
__Signature of Reporting Person	Date
/s/ Scott J. Vassalluzzo	04/19/2013
__Signature of Reporting Person	Date
/s/ Scott Vassalluzzo, Managing Member, PRESCOTT GENERAL PARTNERS LLC	04/19/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are owned directly by Thomas W. Smith.
- These shares are owned directly by Idoia Partners L.P. ("Idoia"), a private investment limited partnership, and are beneficially owned indirectly by Prescott General Partners LLC ("PGP"), a Delaware limited liability company, as general partner of Idoia. Messrs. Thomas W. Smith and Scott J. Vassalluzzo are each a managing member of PGP. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Idoia is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (2) These shares are owned directly by Prescott Associates L.P. ("Prescott Associates"), a private investment limited partnership, and are beneficially owned indirectly by PGP as general partner of Prescott Associates. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (3) These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and are beneficially owned indirectly by PGP as general partner of PIP. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for PIP is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (4) These shares are owned directly by the Prescott Investors Profit Sharing Trust (the "Trust") and are beneficially owned indirectly by Messrs. Smith and Vassalluzzo as trustees of the Trust. Messrs. Smith and Vassalluzzo each disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-8(b)(2)(ii). The address of the Trust is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (5) These shares are owned directly by the Thomas W. Smith Foundation (the "Foundation") and are beneficially owned indirectly by Mr. Smith as trustee of the Foundation. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under

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16a-8(b)(2)(ii). The address for the Foundation is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

- (7) These shares are owned directly by investment accounts established for the benefit of certain family members of Thomas W. Smith. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (8) These shares are owned directly by Scott J. Vassalluzzo and include 7,300 restricted stock units that have vested under the Issuer's Incentive Compensation Plan. Each restricted stock unit represents and has a value equal to one share of common stock of Credit Acceptance Corporation. Shares will be distributed to Mr. Vassalluzzo on February 22, 2016.

- (9) These shares are owned directly by investment accounts established for the benefit of certain family members of Scott J. Vassalluzzo. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Vassalluzzo disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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