

SMITH THOMAS W
Form SC 13D/A
June 04, 2012

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, \$.01 par value

(Title of Class of Securities)

225310 10 1

(CUSIP Number)

**Thomas W. Smith
323 Railroad Avenue
Greenwich, CT 06830
(203) 661-1200**

Edgar Filing: SMITH THOMAS W - Form SC 13D/A

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

June 1, 2012

(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 §240.13d-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

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

Prescott General Partners LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 OO (Funds of Managed Accounts)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5 Not Applicable

CITIZEN OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH
REPORTING

8 3,802,045

PERSON
WITH

9 SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

103,802,045

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 3,802,045

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 14.9%

TYPE OF REPORTING PERSON

14 00

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

Idoya Partners L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 **WC**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5 **Not Applicable**

CITIZEN OR PLACE OF ORGANIZATION

6 **New York**

SOLE VOTING POWER

7 **0**

SHARED VOTING POWER

NUMBER OF
SHARES

8 **1,888,097**

BENEFICIALLY
OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON
WITH

9 **0**

SHARED DISPOSITIVE POWER

101,888,097

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1,888,097

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 7.4%

TYPE OF REPORTING PERSON

14 PN

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

Prescott Associates L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 **WC**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5 **Not Applicable**

CITIZEN OR PLACE OF ORGANIZATION

6 **New York**

SOLE VOTING POWER

7 **0**

SHARED VOTING POWER

NUMBER OF
SHARES

8 **1,830,101**

BENEFICIALLY
OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON
WITH

9 **0**

SHARED DISPOSITIVE POWER

101,830,101

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1,830,101

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 7.2%

TYPE OF REPORTING PERSON

14 PN

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

I Thomas W. Smith

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- 2
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 PF and OO (Funds of Managed Accounts)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5 Not Applicable

CITIZEN OR PLACE OF ORGANIZATION

6 United States

SOLE VOTING POWER

7 869,246

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH
REPORTING

8 309,600

PERSON
WITH

9 SOLE DISPOSITIVE POWER

869,246

SHARED DISPOSITIVE POWER

10309,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1,178,846

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 4.6%

TYPE OF REPORTING PERSON

14 IN

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

Scott J. Vassalluzzo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 **PF and OO (Funds of Managed Accounts)**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5 **Not Applicable**

CITIZEN OR PLACE OF ORGANIZATION

6 **United States**

SOLE VOTING POWER

7 **57,758**

SHARED VOTING POWER

NUMBER OF
SHARES

8 **183,500**

BENEFICIALLY
OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON
WITH

9 **57,758**

SHARED DISPOSITIVE POWER

10332,497

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 390,255

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 1.5%

TYPE OF REPORTING PERSON

14 IN

Explanatory Note:

The following constitutes Amendment No. 2 to the joint filing on Schedule 13D by Thomas W. Smith, Scott J. Vassalluzzo, Steven M. Fischer, Idoya Partners L.P. ("Idoya Partners") and Prescott Associates L.P. ("Prescott Associates") originally filed with the Securities and Exchange Commission (the "SEC") on June 3, 2011, as amended by Amendment No. 1 filed with the SEC on January 5, 2012 by Prescott General Partners LLC ("PGP"), Idoya Partners, Prescott Associates, Thomas W. Smith and Scott J. Vassalluzzo (as amended, the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13D, and unless amended or supplemented hereby, all information previously filed remains in effect.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and restated as follows:

As described more fully in Item 5 below, as general partner of the Partnerships, PGP may be deemed to beneficially own 3,802,045 shares of Common Stock held by the Partnerships. Messrs. Smith and Vassalluzzo may be deemed to beneficially own 309,600 and 335,255 shares of Common Stock, respectively, in their capacities as investment managers for several managed accounts, which consist of investment accounts for: (i) an employee profit-sharing plan of a corporation wholly owned by Mr. Smith and for which Messrs. Smith and Vassalluzzo are each a trustee (the "Plan"), and (ii) certain family members of Mr. Vassalluzzo and certain individual accounts managed by Mr. Smith. The Partnerships and the managed accounts are referred to collectively herein as the "Managed Accounts." In addition, Messrs. Smith and Vassalluzzo own 869,246 and 55,000 shares of Common Stock, respectively, for their own accounts (collectively, the "Personal Shares"). The 4,263,400 shares of Common Stock owned by the Managed Accounts (the "Managed Account Shares") were acquired by the Reporting Persons on behalf of the Managed Accounts for the purpose of achieving the investment goals of the Managed Accounts. Messrs. Smith and Vassalluzzo acquired the Personal Shares for investment purposes.

Mr. Vassalluzzo currently serves as a director of the Issuer. On June 1, 2012, the Issuer announced that it intends to commence a tender offer to repurchase up to 1,000,000 shares of its Common Stock. The tender offer is subject to "odd lot" priority, proration and conditional tender provisions as described in the Issuer's Offer to Purchase. In his capacity as trustee of the Plan, Mr. Vassalluzzo intends to tender all 183,500 shares of Common Stock held by the Plan in the tender offer. Mr. Smith intends to tender all 869,246 shares of Common Stock he beneficially owns for his own account in the tender offer. In addition, in its capacity as general partner of the Partnerships, PGP intends to tender all 3,802,045 shares of Common Stock held by the Partnerships in the tender offer. Each of the Reporting Persons reserves the right to elect not to tender any of their shares in the tender offer.

In addition to the above, depending upon market conditions, the availability of funds, an evaluation of alternative investments, and such other factors as may be considered relevant, each of the Reporting Persons may purchase or sell shares of Common Stock if deemed appropriate and opportunities to do so are available, in each case, on such terms and at such times as such Reporting Person considers desirable. The Reporting Persons may talk or hold discussions with various parties, including, but not limited to, the Issuer's management, its board of directors, and other shareholders and third parties, for the purpose of developing and implementing strategies to maximize shareholder value, including strategies that may, in the future, result in the occurrence of one or more of the actions or events enumerated in clauses (a) through (j) of Item 4 of Schedule 13D.

Subject to the foregoing, none of the Reporting Persons has any present plan or proposal which relates to or would result in any of the actions or events enumerated in clauses (a) through (j) of Item 4 of Schedule 13D. In addition, each Reporting Person disclaims any obligation to report any plan or proposal known to such Reporting Person solely as a result of Mr. Vassalluzzo's position as a director of the Issuer and his participation in such capacity in decisions involving an action or event described in clauses (a) through (j) in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Paragraphs (a) and (b) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) Based on information included in the Tender Offer Statement on Schedule TO filed by the Issuer on June 1, 2012, which disclosed that 25,542,546 shares of Common Stock were outstanding as of May 24, 2012, the aggregate number and percentage of shares of Common Stock beneficially owned by each of the Reporting Persons is as follows: PGP – 3,802,045 (14.9%); Idoya Partners – 1,888,097 shares (7.4%); Prescott Associates – 1,830,101 shares (7.2%); Mr. Smith – 1,178,846 shares (4.6%); and Mr. Vassalluzzo – 390,255 shares (1.5%).

(b) PGP, as the general partner of the Partnerships, may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of 3,802,045 shares. Idoya Partners has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,888,097 shares and Prescott Associates has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,830,101 shares. Messrs. Smith and Vassalluzzo have the sole power to vote or to direct the vote of and to dispose or to direct the disposition of 869,246 and 57,758 shares, respectively. In their capacities as investment managers for managed accounts, Messrs. Smith and Vassalluzzo may be deemed to share the power to vote or to direct the vote of 309,600 and 183,500 shares, respectively, and to share the power to dispose or to direct the disposition of 309,600 and 332,497 shares, respectively. Voting and investment authority over investment accounts established for the benefit of certain family members and friends of Messrs. Smith and Vassalluzzo is subject to each beneficiary's right, if so provided, to terminate or otherwise direct the disposition of the investment account.

Item 7. Material to Be Filed as Exhibits

1. Agreement relating to the joint filing of statement on Schedule 13D dated June 4, 2012.

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 4, 2012

PRESCOTT GENERAL
PARTNERS LLC

/s/ Scott J. Vassalluzzo
Name: Scott J. Vassalluzzo
Title: Managing Member

IDOYA PARTNERS L.P.

By: Prescott General
Partners LLC
Its: General Partner

/s/ Scott J. Vassalluzzo
Name: Scott J. Vassalluzzo
Title: Managing Member

PRESCOTT ASSOCIATES
L.P.

By: Prescott General
Partners LLC
Its: General Partner

/s/ Scott J. Vassalluzzo
Name: Scott J. Vassalluzzo
Title: Managing Member

/s/ Thomas W. Smith
Thomas W. Smith

/s/ Scott J. Vassalluzzo
Scott J. Vassalluzzo

Exhibit 1

Joint Filing Agreement

The undersigned agree that the foregoing statement on Schedule 13D, dated June 4, 2012, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Dated: June 4, 2012

PRESCOTT GENERAL
PARTNERS LLC

/s/ Scott J. Vassalluzzo
Name: Scott J. Vassalluzzo
Title: Managing Member

IDOYA PARTNERS L.P.

By: Prescott General
Partners LLC
Its: General Partner

/s/ Scott J. Vassalluzzo
Name: Scott J. Vassalluzzo
Title: Managing Member

PRESCOTT ASSOCIATES
L.P.

By: Prescott General
Partners LLC
Its: General Partner

/s/ Scott J. Vassalluzzo

Name: Scott J. Vassalluzzo
Title: Managing Member

/s/ Thomas W. Smith
Thomas W. Smith

/s/ Scott J. Vassalluzzo
Scott J. Vassalluzzo