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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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TRANSACTION VALUATION*

AMOUNT OF FILING FEE**

\$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.

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.
- 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 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
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(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

Brett A. Roberts
Chief Executive Officer

EXHIBIT INDEX

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

[CREDIT ACCEPTANCE LOGO]

SILVER TRIANGLE BUILDING
25505 WEST TWELVE MILE ROAD - SUITE 3000
SOUTHFIELD, MI 48034-8339
(248) 353-2700
WWW.CREDITACCEPTANCE.COM

NEWS RELEASE

FOR IMMEDIATE RELEASE

DATE: SEPTEMBER 10, 2004

INVESTOR RELATIONS: DOUGLAS W. BUSK
TREASURER
(248) 353-2700 EXT. 4432
IR@CREDITACCEPTANCE.COM

NASDAQ SYMBOL: CACC

CREDIT ACCEPTANCE CORPORATION ANNOUNCES
PRELIMINARY RESULTS OF ITS
MODIFIED DUTCH AUCTION TENDER OFFER

SOUTHFIELD, MICHIGAN -- SEPTEMBER 10, 2004 -- CREDIT ACCEPTANCE CORPORATION (NASDAQ: CACC) today announced the preliminary results of its modified Dutch auction tender offer, which expired at 5:00 p.m. on September 9, 2004. Credit Acceptance commenced the tender offer on August 11, 2004 to purchase up to 3,000,000 shares of its common stock at a price between \$14.00 and \$20.00 per share, net to the seller in cash, without interest. Georgeson Shareholder Communications, Inc. acted as information agent for the offer and Computershare Trust Company of New York acted as the depository.

Based on a preliminary count by the depository, the total number of shares tendered in the offer was 2,746,728, which includes 289,304 pursuant to the guaranteed delivery procedure. Based on the preliminary count, the Company expects to purchase all properly tendered shares at \$20.00 per share, net to the seller in cash, without interest, for a total purchase price of approximately \$54.9 million. All shares purchased in the tender offer will be purchased at the same price. The actual number of shares to be purchased and the purchase price are subject to final confirmation and the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure. The actual number of shares and purchase price per share will be announced promptly following completion of the verification process. Payment for shares accepted and the return of all shares tendered but not accepted will occur promptly after determination of the number of shares properly tendered.

DESCRIPTION OF CREDIT ACCEPTANCE CORPORATION

Since 1972, Credit Acceptance has provided auto loans to consumers, regardless of their credit history. Our product is offered through a nationwide network of automobile dealers who benefit by selling vehicles to consumers who otherwise could not obtain financing, by repeat and referral sales generated by these same customers, and from sales to customers responding to advertisements for our product, but who actually end up qualifying for traditional financing.

Without our product, consumers are often unable to purchase a vehicle or they purchase an unreliable one and are not provided the opportunity to improve their credit standing. As we report to the three national credit reporting agencies, a significant number of our customers improve their lives by improving their credit score and move on to more traditional sources of financing. Credit Acceptance is publicly traded on the NASDAQ National Market under the symbol CACC. For more information, visit www.creditacceptance.com.

