
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. 3

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 Persons)

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

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. 3 amends and supplements the Tender Offer Statement on Schedule T0 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 and Amendment No. 2 thereto ("Amendment No. 2") filed with the Commission on September 10, 2004 (as so amended the "Schedule T0"), 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 and Amendment No. 2 (the "Offer"). Capitalized terms used herein but not otherwise defined have the meaning ascribed to such terms in the Offer to Purchase.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 is hereby amended and supplemented by adding the following language:

The tender offer expired at 5:00 p.m., New York City time, on September 9, 2004. A total of 2,673,073 shares were properly tendered and not properly withdrawn at prices not greater than \$20.00 nor less than \$14.00 per share prior to the expiration of the tender offer. CAC accepted for payment a total of 2,673,073 shares at a purchase price of \$20.00 per share.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 is hereby amended and supplemented by adding the following information:

On September 15, 2004, the Company issued a press release announcing the final results of the tender offer, which expired on September 9, 2004. A copy of the press release is filed as Exhibit (a)(5)(vii) to the Schedule T0 and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented to add the following:

Exhibit Number	Description
(a)(5)(vi)	Press release dated September 15, 2004 announcing final 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. 3 to Schedule T0 is true, complete and correct.

CREDIT ACCEPTANCE CORPORATION

Dated: September 15, 2004

By: /s/ Brett A. Roberts

Brett A. Roberts
Chief Executive Officer

EXHIBIT INDEX

Exhibit Number -----	Description -----
(a)(5)(vi)	Press release dated September 15, 2004 announcing final 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 15, 2004

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

NASDAQ SYMBOL: CACC

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

SOUTHFIELD, MICHIGAN - SEPTEMBER 15, 2004 - CREDIT ACCEPTANCE CORPORATION (NASDAQ: CACC) today announced the final results of its modified dutch auction tender offer, which expired at 5:00 p.m. Eastern Standard Time, 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. Based on the final count by Computershare Trust Company of New York, the depository for the tender offer, 2,673,073 shares of common stock were properly tendered and not withdrawn at prices between \$14.00 and \$20.00 per share. The final count of shares purchased is less than the amount communicated in the Company's preliminary announcement on September 10, 2004, by 73,655 shares, reflecting failed delivery of these shares prior to 5:00 p.m. on September 14, 2004. Credit Acceptance has purchased all of the 2,673,073 tendered shares of its common stock at a price of \$20.00 per share, at a total cost of approximately \$53.5 million. The Company financed the purchase of its securities in the tender offer by borrowing under its \$135 million revolving credit facility.

As a result of the completion of the tender offer, Credit Acceptance has approximately 36.6 million shares of common stock outstanding. Georgeson Shareholder Communications, Inc. was the information agent for the offer.

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