
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Credit Acceptance Corporation
(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of incorporation or organization)

38-1999511
(I.R.S. Employer Identification No.)

25505 West Twelve Mile Road
Southfield, Michigan
(Address of Principal Executive Offices)

48034
(Zip Code)

Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan
(Full title of the plan)

Erin J. Kerber
Credit Acceptance Corporation
25505 West Twelve Mile Road
Southfield, Michigan 48034
(Name and address of agent for service)

(248) 353-2700
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS

Pursuant to General Instruction E of Form S-8, the contents of registration statement numbers [333-120756](#), [333-187105](#), and [333-260660](#) are incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by Credit Acceptance Corporation (the “Company”) with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this registration statement:

- the Company’s [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2022;
- the Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2023](#) and [June 30, 2023](#);
- the Company’s Current Reports on Form 8-K filed with the Commission on [January 3, 2023](#), [January 4, 2023](#), [March 22, 2023](#), [May 4, 2023](#), [June 1, 2023](#), [June 2, 2023](#), and [June 22, 2023](#); and
- the description of the Company’s common stock set forth in [Exhibit 4.1](#) to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such prior statement. Any statement contained in this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of the Common Stock, \$.01 par value, of the Company being registered pursuant to this registration statement has been passed upon for the Company by Erin J. Kerber, Chief Legal Officer of the Company. As of August 1, 2023, Ms. Kerber was the beneficial owner of 2,955 shares of the Company’s Common Stock. Ms. Kerber also holds 17,500 vested stock options and 17,500 unvested stock options and is a participant in the Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Articles of Incorporation, as amended July 1, 1997 (incorporated by reference to Exhibit 3(a)(1) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1997).
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed March 7, 2022).
5.1	Opinion of Erin J. Kerber, Chief Legal Officer of the Company.*
23.1	Consent of Grant Thornton LLP.*
23.2	Consent of Erin J. Kerber, Chief Legal Officer of Credit Acceptance Corporation (included in Exhibit 5.1).*
24.1	Power of attorney (included on signature page).*
99.1	Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended effective June 2, 2023 (incorporated by reference to Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023).
107	Filing fee table.*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Southfield, State of Michigan, on August 1, 2023.

CREDIT ACCEPTANCE CORPORATION

By: /s/ KENNETH S. BOOTH

Kenneth S. Booth

Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of Credit Acceptance Corporation, a Michigan corporation, hereby constitutes and appoints Kenneth S. Booth and Erin J. Kerber, and each of them individually, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, in his or her name and on his or her behalf, in any and all capacities, to sign this registration statement and any and all amendments thereto, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things whatsoever that any said attorney-in-fact or agent may deem necessary or advisable to be done or performed in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, and hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or their or his or her substitute or substitutes, shall do or cause to be done by virtue of this power of attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on August 1, 2023:

Signature	Title
/s/ KENNETH S. BOOTH _____ Kenneth S. Booth	Chief Executive Officer and Director (Principal Executive Officer and Principal Financial Officer)
/s/ JAY D. MARTIN _____ Jay D. Martin	Senior Vice President, Finance & Accounting (Principal Accounting Officer)
/s/ THOMAS N. TRYFOROS _____ Thomas N. Tryforos	Chair of the Board and Lead Director
/s/ GLENDA J. FLANAGAN _____ Glenda J. Flanagan	Director
/s/ VINAYAK R. HEGDE _____ Vinayak R. Hegde	Director
/s/ SCOTT J. VASSALLUZZO _____ Scott J. Vassalluzzo	Director

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Credit Acceptance Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security type	Security class title	Fee calculation rule	Amount registered	Proposed maximum offering price per unit	Maximum aggregate offering price	Fee rate	Amount of registration fee
Equity	Common Stock, \$.01 par value	Other	250,000 ⁽¹⁾	\$544.16 ⁽²⁾⁽³⁾	\$136,040,000.00 ⁽²⁾	\$110.20 per \$1,000,000	\$14,991.61
Total Offering Amounts					\$136,040,000.00		\$14,991.61
Total Fee Offsets							—
Net Fee Due							\$14,991.61

- (1) Consists of 250,000 shares of Common Stock, \$.01 par value, of Credit Acceptance Corporation ("Common Stock") authorized for issuance in connection with awards under the Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the registration statement shall be deemed to cover any additional shares of Common Stock to be offered or issued under the Plan pursuant to terms that provide for a change in the amount of securities being offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act.
- (3) Average of the high and low prices reported for a share of Common Stock on The Nasdaq Stock Market on July 27, 2023.



August 1, 2023

Credit Acceptance Corporation
25505 West Twelve Mile Road
Southfield, Michigan 48034-8339

Ladies and Gentlemen:

I am the Chief Legal Officer of Credit Acceptance Corporation, a Michigan corporation (the "Company"), and have acted in such capacity as counsel to the Company in connection with the registration statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"). The Registration Statement relates to the registration of 250,000 shares (the "Shares") of the Company's common stock, par value \$.01 (the "Common Stock"), issuable pursuant to the Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinion stated herein, I have examined and relied on originals or copies of the following: (i) the Registration Statement; (ii) the articles of incorporation of the Company, as amended; (iii) the amended and restated bylaws of the Company, as amended, as in effect from July 1, 2020 through November 3, 2021, and the amended and restated bylaws of the Company as in effect from March 3, 2022 (iv) the Plan; (v) minutes of certain meetings of the board of directors of the Company reflecting approval of the Plan by the board of directors of the Company; and (vi) the report of the inspector of election for the 2021 and 2023 annual meetings of shareholders of the Company, reflecting approvals relating to the Plan by the Company's shareholders at such meetings. I also have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as I have deemed necessary or appropriate as a basis for the opinion stated below.

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Southfield, Michigan 48034
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In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making my examination of executed documents, I have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

The opinion stated below is subject to the following further qualifications, assumptions and limitations:

(a) I have assumed that, prior to the issuance of any Shares, the Company and the recipient of an award under the Plan will have duly entered into an applicable award agreement, and the issuance of any such shares will be in accordance with the terms of the Plan; and

(b) I have assumed that, prior to the issuance of any Shares, the Company will have received the consideration contemplated by the applicable resolutions of the board of directors of the Company or a duly authorized committee thereof authorizing the issuance of such shares and/or the consideration contemplated pursuant to the terms of the Plan (including any consideration provided for in an award agreement).

I am admitted to practice law in the State of Michigan, and I express no opinion as to the laws of any jurisdiction other than the Michigan business corporation act.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized by the Company and, when awarded by the board of directors of the Company or a duly authorized committee thereof and issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

I hereby consent to the reference to me in Item 5 of Part II of the Registration Statement. I also hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am within in the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act.

Very truly yours,

/s/ Erin J. Kerber
Erin J. Kerber
Chief Legal Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 10, 2023 with respect to the consolidated financial statements and internal control over financial reporting of Credit Acceptance Corporation included in the Annual Report on Form 10-K for the year ended December 31, 2022, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Southfield, Michigan
August 1, 2023