

CREDIT ACCEPTANCE CORP
 Form 4
 January 30, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 VASSALLUZZO SCOTT J

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)
 01/28/2015

Director 10% Owner
 Officer (give title below) 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
 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/28/2015 | | A | 400 ⁽¹⁾ A \$ 0 | 60,525 ⁽²⁾ | D | |
| Common Stock | | | | | 131,755 ⁽³⁾ | I | By Scott J. Vassalluzzo Family Accounts |
| Common Stock | | | | | 89,037 ⁽⁴⁾ | I | By Prescott Investors Profit Sharing Trust |

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 |
| VASSALLUZZO SCOTT J 2200 BUTTS ROAD, SUITE 320 BOCA RATON, FL 33431 | X | X | | Member of Section 13(d) Group |

Signatures

/s/ Scott J.
Vassalluzzo 01/30/2015

**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) Represents the vesting of performance-based restricted stock units granted 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, 2021.
 - (2) Includes 9,525 restricted stock units that have vested under the Issuer's Incentive Compensation Plan.
 - (3) These shares are owned directly by investment accounts established for the benefit of certain family members of Mr. 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.

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These shares are owned directly by the Prescott Investors Profit Sharing Trust (the "Trust") and are beneficially owned indirectly by Mr.

- (4) Vassalluzzo as a trustee of the Trust. Mr. Vassalluzzo 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.

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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