MARRIOTT INTERNATIONAL INC /MD/
Form 10-K
February 16, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 30, 2011

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 1-13881

MARRIOTT INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	52-2055918
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
10400 Fernwood Road, Bethesda, Maryland	20817
(Address of Principal Executive Offices)	(Zip Code)

Registrant’s Telephone Number, Including Area Code (301) 380-3000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Class A Common Stock, $0.01 par value	New York Stock Exchange
(333,866,753 shares outstanding as of January 27, 2012)	Chicago Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý

The aggregate market value of shares of common stock held by non-affiliates at June 17, 2011, was $9,196,335,195

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement prepared for the 2012 Annual Meeting of Shareholders are incorporated by reference into
Part III of this report.

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MARRIOTT INTERNATIONAL, INC.

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FISCAL YEAR ENDED DECEMBER 30, 2011

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Throughout this report, we refer to Marriott International, Inc., together with its subsidiaries, as “we,” “us,” or “the Company.” Unless otherwise specified, each reference to a particular year means the fiscal year ended on the date shown in the table below, rather than the corresponding calendar year:

Fiscal Year	Fiscal Year-End Date	Fiscal Year	Fiscal Year-End Date
2011	December 30, 2011	2006	December 29, 2006
2010	December 31, 2010	2005	December 30, 2005
2009	January 1, 2010	2004	December 31, 2004
2008	January 2, 2009	2003	January 2, 2004
2007	December 28, 2007	2002	January 3, 2003

In addition, in order to make this report easier to read, we refer throughout to (i) our Consolidated Financial Statements as our “Financial Statements,” (ii) our Consolidated Statements of Income as our “Income Statements,” (iii) our Consolidated Balance Sheets as our “Balance Sheets,” (iv) our properties, brands or markets in the United States and Canada as “North America” or “North American,” and (v) our properties, brands or markets outside of the United States and Canada as “International.”

PART I

Item 1. Business.

We are a worldwide operator, franchisor, and licensor of hotels, corporate housing properties, and timeshare properties under numerous brand names at different price and service points. Consistent with our focus on management, franchising, and licensing, we own very few of our lodging properties. We also operate, market, and develop residential properties and provide services to home/condominium owner associations.

We were organized as a corporation in Delaware in 1997 and became a public company in 1998 when we were “spun off” as a separate entity by the company formerly named “Marriott International, Inc.”

On November 21, 2011 ("the spin-off date"), we completed a spin-off of our timeshare operations and timeshare development business through a special tax-free dividend to our shareholders of all of the issued and outstanding common stock of our wholly owned subsidiary Marriott Vacations Worldwide Corporation ("MVW"). Under license agreements with us, MVW is both the exclusive developer and operator of timeshare, fractional, and related products under the Marriott brand and the exclusive developer of fractional and related products under The Ritz-Carlton brand. We receive license fees under these licensing agreements.

Prior to the spin-off date, we developed, operated, marketed, and sold timeshare interval, fractional ownership, and residential properties as part of our former Timeshare segment. Because of our significant continuing involvement in MVW operations after the spin-off date (by virtue of the license and other agreements between us and MVW), our former Timeshare segment's historical financial results prior to the spin-off date will continue to be included in our historical financial results as a component of continuing operations. Following the spin-off, license fees associated with the timeshare business are included in "other unallocated corporate." See Footnote No. 17, "Spin-off," of the Notes to our Financial Statements included in this annual report for additional information on the spin-off.

At year-end 2011, our operations are grouped into four business segments: North American Full-Service Lodging, North American Limited-Service Lodging, International Lodging, and Luxury Lodging. The following table shows the percentage of 2011 total revenue from each of our lodging segments, as well as from unallocated corporate and our former Timeshare segment:

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Segment	Percentage of 2011 Total Revenues	
North American Full-Service Lodging Segment	44	%
North American Limited-Service Lodging Segment	19	%
International Lodging Segment	10	%
Luxury Lodging Segment	14	%
Former Timeshare Segment [1]	12	%
Other unallocated corporate	1	%

[1] Reflects revenue through the spin-off date

Our North American Full-Service and North American Limited-Service segments include properties located in the United States and Canada, our Luxury segment includes worldwide properties, and our International segment includes full-service and limited-service properties located outside the United States and Canada. Unless otherwise indicated, our references to Marriott Hotels & Resorts throughout this report include Marriott Conference Centers and JW Marriott, references to Renaissance Hotels include Renaissance ClubSport, and references to Fairfield Inn & Suites include Fairfield Inn®.

Financial information by segment and geographic area for 2011, 2010, and 2009 appears in Footnote No. 16, "Business Segments," of the Notes to our Financial Statements included in this annual report.

Lodging

We operate, franchise or license 3,718 lodging properties worldwide, with 643,196 rooms as of year-end 2011 inclusive of 32 home and condominium products (3,838 units) for which we manage the related owners' associations. In addition, we provided 2,166 furnished corporate housing rental units, which are not included in the totals. We believe that our portfolio of lodging brands is the broadest of any company in the world. Our brands are listed in the following table:

- Marriott® Hotels & Resorts
- JW Marriott®
- Renaissance® Hotels
- Autograph Collection®
- Courtyard by Marriott® ("Courtyard")
- Fairfield Inn & Suites by Marriott® ("Fairfield Inn & Suites")
- SpringHill Suites by Marriott® ("SpringHill Suites")
- Residence Inn by Marriott® ("Residence Inn")
- TownePlace Suites by Marriott® ("TownePlace Suites")
- Marriott ExecuStay®
- Marriott Executive Apartments®
- The Ritz-Carlton®
- Bulgari Hotels & Resorts®
- EDITION®
- AC Hotels by Marriott
- Marriott Vacation Club®
- The Ritz-Carlton Destination Club®
- The Ritz-Carlton Residences®
- Grand Residences by Marriott®

Company-Operated Lodging Properties

At year-end 2011, we operated 1,053 properties (277,526 rooms) under long-term management agreements with property owners, 43 properties (10,358 rooms) under long-term lease agreements with property owners (management and lease agreements together, "the Operating Agreements"), and 6 properties (1,155 rooms) as owned. The figures noted for properties operated under long-term management agreements include 32 home and condominium products (3,838 units) for which we manage the related owners' associations.

Terms of our management agreements vary, but typically, we earn a management fee, which comprises a base management fee, which is a percentage of the revenues of the hotel, and an incentive management fee, which is based on the profits of the hotel. Our management agreements also typically include reimbursement of costs of operations (both direct and indirect). Such agreements are generally for initial periods of 20 to 30 years, with options for us to renew for up to 50 or more additional years. Our lease agreements also vary, but may include fixed annual rentals plus additional rentals based on a percentage of annual revenues in excess of a fixed amount. Many of the Operating Agreements are subordinated to mortgages or other liens securing indebtedness of the owners. Additionally, many of our Operating Agreements permit the owners to terminate the agreement if certain performance metrics are not met and financial returns fail to meet defined levels for a period of time and we have not cured such deficiencies. In certain circumstances, some of our management agreements allow owners to convert company-operated properties to franchised properties.

For lodging facilities that we operate, we generally are responsible for hiring, training, and supervising the managers and employees required to operate the facilities and for purchasing supplies, costs of both for which we generally are reimbursed by the owners. We provide centralized reservation services and national advertising, marketing and promotional services, as well as various accounting and data processing services. We are also generally reimbursed by owners for the cost of providing these services.

Franchised, Licensed and Unconsolidated Joint Venture Lodging Properties

We have franchising, licensing, and joint venture programs that permit the use of many of our lodging brand names and systems by other hotel owners and operators as well as by MVW. Under the franchising program, we generally receive an initial application fee and continuing royalty fees, which typically range from four percent to six percent of room revenues for all brands, plus two percent to three percent of food and beverage revenues for certain full-service hotels. We are a partner in unconsolidated joint ventures that manage and/or franchise hotels, and we recognize our share of the joint ventures' net income or loss. Franchisees and joint ventures contribute to our national marketing and advertising programs and pay fees for use of our centralized reservation systems. Under license agreements with us, MVW is both the exclusive developer and operator of timeshare, fractional, and related products under the Marriott brand and the exclusive developer of fractional and related products under The Ritz-Carlton brand. We receive license fees under licensing agreements with MVW consisting of a fixed annual fee of $50 million plus two percent of the gross sales price paid to MVW for initial developer sales of interests in vacation ownership units and residential real estate units and one percent of the gross sales price paid to MVW for resales of interests in vacation ownership units and residential real estate units, in each case that are identified with or use the Marriott or Ritz-Carlton marks.

At year-end 2011, we had 2,467 franchised properties (332,636 rooms), 85 unconsolidated joint venture properties (8,721 rooms), and 64 timeshare, fractional and related properties (12,800 units).

Residential

We sell residential real estate in conjunction with luxury hotel development (Ritz-Carlton-Residential) and receive branding fees for sales of such branded residential real estate by others. Residences developed in conjunction with hotels are typically constructed and sold by hotel owners with limited amounts, if any, of our capital at risk. While the worldwide residential market is very large, the luxurious nature of our residential properties, the quality and exclusivity associated with our brands, and the hospitality services that we provide, all serve to make our residential properties distinctive.

Seasonality

In general, business at company-operated and franchised properties is relatively stable and includes only moderate seasonal fluctuations. Business at some resort properties may be seasonal depending on location.

Relationship with Major Customer

We operate a number of properties under long-term management agreements that are owned or leased by Host Hotels & Resorts, Inc. (“Host”). In addition, Host is a partner in several partnerships that own properties operated by us under long-term management agreements. See Footnote No. 23, “Relationship with Major Customer,” of the Notes to our Financial Statements included in this annual report for more information.

Intellectual Property

We operate in a highly competitive industry and our brand names, trademarks, service marks, trade names, and logos are very important to the sales and marketing of our properties and services. We believe that our brand names and other intellectual property have come to represent the highest standards of quality, caring, service, and value to our customers and the traveling public. Accordingly, we register and protect our intellectual property where we deem appropriate and otherwise protect against its unauthorized use.

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Summary of Properties by Brand

At year-end 2011, we operated, franchised, or licensed the following properties by brand (excluding 2,166 corporate housing rental units):

	Company-Operated		Franchised / Licensed		Other [3]	
Brand	Properties	Rooms	Properties	Rooms	Properties	Rooms
U.S. Locations						
Marriott Hotels & Resorts	138	71,751	184	56,075	—	—
Marriott Conference Centers	10	2,915	—	—	—	—
JW Marriott	14	9,226	7	2,914	—	—
Renaissance Hotels	38	17,426	40	11,454	—	—
Renaissance ClubSport	—	—	2	349	—	—
Autograph Collection	—	—	17	5,207	—	—
The Ritz-Carlton	39	11,587	—	—	—	—
The Ritz-Carlton-Residential[1]	29	3,509	—	—	—	—
EDITION	—	—	—	—	—	—
Courtyard	282	44,250	523	69,163	—	—
Fairfield Inn & Suites	3	1,055	664	59,337	—	—
SpringHill Suites	34	5,311	251	28,155	—	—
Residence Inn	134	19,364	463	52,712	—	—
TownePlace Suites	29	3,086	171	16,962	—	—
Timeshare [2]	—	—	50	10,496	—	—
Total U.S. Locations	750	189,480	2,372	312,824	—	—
Non-U.S. Locations						
Marriott Hotels & Resorts	135	40,701	35	10,327	—	—
JW Marriott	29	10,891	3	795	—	—
Renaissance Hotels	54	17,971	20	5,766	—	—
Autograph Collection	—	—	5	548	5	350
The Ritz-Carlton	39	11,996	—	—	—	—
The Ritz-Carlton-Residential [1]	3	329	—	—	—	—
The Ritz-Carlton Serviced Apartments	4	579	—	—	—	—
EDITION	1	78	—	—	—	—
Bulgari Hotels & Resorts	2	117	—	—	—	—
Marriott Executive Apartments	22	3,601	1	99	—	—
AC Hotels by Marriott	—	—	—	—	80	8,371
Courtyard	59	12,784	49	8,522	—	—
Fairfield Inn & Suites	—	—	13	1,568	—	—
SpringHill Suites	—	—	2	299	—	—
Residence Inn	4	512	16	2,279	—	—
TownePlace Suites	—	—	1	105	—	—
Timeshare [2]	—	—	14	2,304	—	—
Total Non-U.S. Locations	352	99,559	159	32,612	85	8,721
Total	1,102	289,039	2,531	345,436	85	8,721

(1) Represents projects where we manage the related owners' association. We include residential products once they possess a certificate of occupancy.

(2)

Timeshare properties licensed by MVW under the Marriott Vacation Club, The Ritz-Carlton Destination Club, The Ritz-Carlton Residences, and Grand Residences by Marriott brand names. Includes products that are in active sales as well as those that are sold out.

(3) Properties are operated as part of unconsolidated joint ventures.

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Summary of Properties by Country
At year-end 2011, we operated, franchised or licensed properties in the following 73 countries and territories (excluding 2,166 corporate housing rental units).

Country	Properties	Rooms
Americas		
Argentina	1	318
Aruba		

We may be unable to execute our business strategy due to current economic conditions.

Our financial position, liquidity and results of operations depend on management's ability to execute our business strategy. Key factors involved in the execution of our business strategy include achieving our desired Consumer Loan assignment volume, continued and successful use of CAPS and pricing strategy, the use of effective credit risk management techniques and servicing strategies, continued investment in technology to support operating efficiency and continued access to funding and liquidity sources. Although our pricing strategy is intended to maximize the amount of economic profit we generate, within the confines of capital and infrastructure constraints, there can be no assurance that this strategy will have its intended effect. Please see the Consumer Loan Volume section in Item 7 of this Form 10-K, which is incorporated herein by reference. Our failure or inability to execute any element of our business strategy could materially adversely affect our financial position, liquidity and results of operations.

We may be unable to continue to access or renew funding sources and obtain capital needed to maintain and grow our business.

We use debt financing to fund new Loans and pay Dealer Holdback. We currently utilize the following primary forms of debt financing: (1) a revolving secured line of credit; (2) revolving secured warehouse ("Warehouse") facilities; (3) asset-backed secured financings ("Term ABS"); and (4) senior notes. We cannot guarantee that the revolving secured line of credit or the Warehouse facilities will continue to be available beyond their current maturity dates, on acceptable terms, or at all, or that we will be able to obtain additional financing on acceptable terms or at all. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, our financial position, our results of operations, and the capacity for additional borrowing under our existing financing arrangements. If our various financing alternatives were to become limited or unavailable, we may be unable to maintain or grow Consumer Loan volume at the level that we anticipate and our operations could be materially adversely affected.

The terms of our debt limit how we conduct our business.

The agreements that govern our debt contain covenants that restrict our ability to, among other things:
- incur and guarantee debt;
- pay dividends or make other distributions on or redeem or repurchase our stock;
- make investments or acquisitions;
- create liens on our assets;
- sell assets;
- merge with or into other companies; and
- enter into transactions with stockholders and other affiliates.

Some of our debt agreements also impose requirements that we maintain specified financial measures not in excess of, or not below, specified levels. In particular, our revolving credit facility requires, among other things, that we maintain (i) as of the end of each fiscal quarter, a ratio of consolidated funded debt less unrestricted cash and cash equivalents to consolidated tangible net worth at or below a specified maximum; (ii) as of the end of each fiscal quarter calculated for the two fiscal quarters then ending, consolidated net income of not less than a specified minimum; and (iii) as of the end of each fiscal quarter, a ratio of consolidated income available for fixed charges for the period of four consecutive fiscal quarters most recently ended to consolidated fixed charges for that period of not less than a specified minimum. These covenants limit the manner in which we can conduct our business and could prevent us from engaging in favorable business activities or financing future operations and capital needs and impair our ability to successfully execute our strategy and operate our business.

A breach of any of the covenants in our debt instruments would result in an event of default thereunder if not promptly cured or waived. Any continuing default would permit the creditors to accelerate the related debt, which could also result in the acceleration of other debt containing a cross-acceleration or cross-default provision. In addition, an event of default under our revolving credit facility would permit the lenders thereunder to terminate all commitments to extend further credit under our revolving credit facility. Furthermore, if we were unable to repay the amounts due and payable under our revolving credit facility or other secured debt, the lenders thereunder could cause the collateral agent to proceed against the collateral securing that debt. In the event our creditors accelerate the repayment of our debt, there can be no assurance that we would have sufficient assets to repay that debt, and our financial condition, liquidity and results of operations would suffer.

A violation of the terms of our Term ABS facilities or Warehouse facilities could have a material adverse impact on our operations.

Under our Term ABS facilities and our Warehouse facilities, (1) we have various obligations and covenants as servicer and custodian of the Consumer Loans contributed thereto and in our individual capacity and (2) the special purpose subsidiaries to which we contribute Consumer Loans have various obligations and covenants. A violation of any of these obligations or covenants by us or the special purpose subsidiaries, respectively, may result in our being unable to obtain additional funding under our Warehouse facilities, the termination of our servicing rights and the loss of servicing fees, and may result in amounts outstanding under our Term ABS financings and our Warehouse facilities becoming immediately due and payable. In addition, the violation of any financial covenant under our revolving secured line of credit facility is an event of default or termination event under the Term ABS facilities and our Warehouse facilities. The lack of availability from any or all of these Term ABS facilities and Warehouse facilities may have a material adverse effect on our financial position, liquidity, and results of operations.

The conditions of the U.S. and international capital markets may adversely affect lenders with which we have relationships, causing us to incur additional costs and reducing our sources of liquidity, which may adversely affect our financial position, liquidity and results of operations.

Periodically, there has been uncertainty in the global capital markets and the overall economy. Such uncertainty can result in disruptions in the financial sector and affect lenders with which we have relationships. Disruptions in the financial sector may increase our exposure to credit risk and adversely affect the ability of lenders to perform under the terms of their lending arrangements with us. Failure by our lenders to perform under the terms of our lending arrangements could cause us to incur additional costs that may adversely affect our liquidity, financial condition and results of operations. There can be no assurance that future disruptions in the financial sector will not occur that could have similar adverse effects on our business.

Our substantial debt could negatively impact our business, prevent us from satisfying our debt obligations and adversely affect our financial condition.

We have a substantial amount of debt. The substantial amount of our debt could have important consequences, including the following:

- our ability to obtain additional financing for Consumer Loan assignments, working capital, debt refinancing or other purposes could be impaired;
- a substantial portion of our cash flows from operations will be dedicated to paying principal and interest on our debt, reducing funds available for other purposes;
- we may be vulnerable to interest rate increases, as some of our borrowings, including those under our revolving credit facility, bear interest at variable rates;
- we could be more vulnerable to adverse developments in our industry or in general economic conditions;
- we may be restricted from taking advantage of business opportunities or making strategic acquisitions; and
- we may be limited in our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate.

Due to competition from traditional financing sources and non-traditional lenders, we may not be able to compete successfully.

The automobile finance market for consumers who do not qualify for conventional automobile financing is large and highly competitive. The market is served by a variety of companies including "buy here, pay here" dealerships. The market is also currently served by banks, captive finance affiliates of automobile manufacturers, credit unions and independent finance companies both publicly and privately owned. Many of these companies are much larger and have greater financial resources than are available to us, and many have long standing relationships with automobile dealerships. Providers of automobile financing have traditionally competed based on the interest rate charged, the quality of credit accepted, the flexibility of loan terms offered and the quality of service provided to dealers and consumers. We may be unable to compete successfully in the automobile finance market or, due to the intense competition in this market, our results of operations, cash flows and financial condition may be adversely affected as we adjust our business in response to competitive pressures. Increasing advance rates on Dealer Loans has the impact of reducing the return on capital we expect to earn on Loans. Additionally, if we are unsuccessful in maintaining and expanding our relationships with Dealers, we may be unable to accept Consumer Loans in the volume and on the terms that we anticipate.

We may not be able to generate sufficient cash flows to service our outstanding debt and fund operations and may be forced to take other actions to satisfy our obligations under such debt.

Our ability to make payments of principal and interest on indebtedness will depend in part on our cash flows from operations, which are subject to economic, financial, competitive and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operations sufficient to permit us to meet our debt service obligations. If we are unable to generate sufficient cash flows from operations to service our debt, we may be required to sell assets, refinance all or a portion of our existing debt or obtain additional financing. There can be no assurance that any refinancing will be possible or that any asset sales or additional financing can be completed on acceptable terms or at all.

Interest rate fluctuations may adversely affect our borrowing costs, profitability and liquidity.

Our profitability may be directly affected by the level of and fluctuations in interest rates, whether caused by changes in economic conditions or other factors, which affect our borrowing costs. Our profitability and liquidity could be materially adversely affected during any period of higher interest rates. We monitor the interest rate environment and employ strategies designed to mitigate the impact of increases in interest rates. We can provide no assurance, however, that our strategies will mitigate the impact of increases in interest rates.

Reduction in our credit rating could increase the cost of our funding from, and restrict our access to, the capital markets and adversely affect our liquidity, financial condition and results of operations.

Credit rating agencies evaluate us, and their ratings of our debt and creditworthiness are based on a number of factors. These factors include our financial strength and other factors not entirely within our control, including conditions affecting the financial services industry generally. As the financial services industry and the financial markets periodically face difficulties, there can be no assurance that we will maintain our current ratings. Failure to maintain those ratings could, among other things, adversely limit our access to the capital markets and affect the cost and other terms upon which we are able to obtain financing.

We may incur substantially more debt and other liabilities. This could exacerbate further the risks associated with our current debt levels.

We may be able to incur substantial additional debt in the future. Although the terms of our debt instruments contain restrictions on our ability to incur additional debt, these restrictions are subject to exemptions that could permit us to incur a substantial amount of additional debt. In addition, our debt instruments do not prevent us from incurring liabilities that do not constitute indebtedness as defined for purposes of those debt instruments. If new debt or other liabilities are added to our current debt levels, the risks associated with our having substantial debt could intensify.

The regulation to which we are or may become subject could result in a material adverse effect on our business.

Reference should be made to Item 1. Business "Regulation" for a discussion of regulatory risk factors.

Adverse changes in economic conditions, the automobile or finance industries, or the non-prime consumer market could adversely affect our financial position, liquidity and results of operations, the ability of key vendors that we depend on to supply us with services, and our ability to enter into future financing transactions.

We are subject to general economic conditions which are beyond our control. During periods of economic slowdown or recession, delinquencies, defaults, repossessions and losses may increase on our Consumer Loans and Consumer Loan prepayments may decline. These periods are also typically accompanied by decreased consumer demand for automobiles and declining values of automobiles securing outstanding Consumer Loans, which weakens collateral coverage and increases the amount of a loss in the event of default. Significant increases in the inventory of used automobiles during periods of economic recession may also depress the prices at which repossessed automobiles may be sold or delay the timing of these sales. Additionally, higher gasoline prices, declining stock market values, unstable real estate values, resets of adjustable rate mortgages to higher interest rates, increasing unemployment levels, general availability of consumer credit or other factors that impact consumer confidence or disposable income could increase loss frequency and decrease consumer demand for automobiles as well as weaken collateral values of automobiles. Because our business is focused on consumers who do not qualify for conventional automobile financing, the actual rates of delinquencies, defaults, repossessions and losses on these Consumer Loans could be higher than that of those experienced in the general automobile finance industry, and could be more dramatically affected by a general economic downturn.

We rely on Dealers to originate Consumer Loans for assignment under our programs. High levels of Dealer attrition, due to a general economic downturn or otherwise, could materially adversely affect our operations. In addition, we rely on vendors to provide us with services we need to operate our business. Any disruption in our operations due to the untimely or discontinued supply of these services could substantially adversely affect our operations. Finally, during an economic slowdown or recession, our servicing costs may increase without a corresponding increase in finance charge revenue. Any sustained period of increased delinquencies, defaults, repossessions or losses or increased servicing costs could also materially adversely affect our financial position, liquidity and results of operations and our ability to enter into future financing transactions.

Litigation we are involved in from time to time may adversely affect our financial condition, results of operations and cash flows.

As a result of the consumer-oriented nature of the industry in which we operate and uncertainties with respect to the application of various laws and regulations in some circumstances, we are subject to various consumer claims and litigation seeking damages and statutory penalties, based upon, among other things, usury, disclosure inaccuracies, wrongful repossession, violations of bankruptcy stay provisions, certificate of title disputes, fraud and breach of contract. As the assignee of Consumer Loans originated by Dealers, we may also be named as a co-defendant in lawsuits filed by consumers principally against Dealers. We may also have disputes and litigation with Dealers. The claims may allege, among other theories of liability, that we breached our Dealer servicing agreement. The damages and penalties that may be claimed by consumers or Dealers in these types of matters can be substantial. The relief requested by plaintiffs varies but may include requests for compensatory, statutory and punitive damages, and plaintiffs may seek treatment as purported class actions. A significant judgment against us in connection with any litigation or arbitration could have a material adverse effect on our financial position, liquidity and results of operations.

For a description of significant litigation to which we are a party, see Note 16 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

Changes in tax laws and the resolution of uncertain income tax matters could have a material adverse effect on our results of operations and cash flows from operations.

We are subject to income tax in many of the various jurisdictions in which we operate. Increases in statutory income tax rates and other adverse changes in applicable law in these jurisdictions could have an adverse effect on our results of operations. In the ordinary course of business, there are transactions and calculations where the ultimate tax determination is uncertain. At any one time, multiple tax years are subject to audit by various taxing jurisdictions. We provide reserves for potential payments of tax to various tax authorities related to uncertain tax positions. Please see the Critical Accounting Estimates – Uncertain Tax Positions section in Item 7 of this Form 10-K, which is incorporated herein by reference. We adjust these liabilities as a result of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. Such payments could have a material adverse effect on our results of operations and cash flows from operations.

Our dependence on technology could have a material adverse effect on our business.

All Consumer Loans submitted to us for assignment are processed through our internet-based CAPS application, which enables our Dealers to interact with our proprietary credit scoring system. Our Consumer Loan servicing platform is also technology based. We rely on these systems to record and process significant amounts of data quickly and accurately and believe that these systems provide us with a competitive advantage. All of these systems are dependent upon computer and telecommunications equipment, software systems and Internet access. The temporary or permanent loss of any components of these systems through hardware failures, software errors, operating malfunctions, the vulnerability of the Internet or otherwise could interrupt our business operations, harm our business and adversely affect our competitive advantage. In addition, our competitors could create or acquire systems similar to ours, which would adversely affect our competitive advantage.

Our systems, and the equipment, software and Internet access on which they depend, may be subject to cyber attacks, security breaches and other cybersecurity incidents. Although the cybersecurity incidents we have experienced to date have not had a material effect on our business, financial condition or results of operations, there can be no assurance that cybersecurity incidents will not have a material adverse effect on us in the future.

We rely on a variety of measures to protect our technology and proprietary information, including copyrights and a comprehensive information security program. However, these measures may not prevent misappropriation or infringement of our intellectual property or proprietary information, which would adversely affect us. In addition, our competitors or other third parties may allege that our systems, processes or technologies infringe their intellectual property rights.

Our ability to integrate computer and telecommunications technologies into our business is essential to our success. Computer and telecommunications technologies are evolving rapidly and are characterized by short product life cycles. We may not be successful in anticipating, managing or adopting technological changes on a timely basis. While we believe that our existing information systems are sufficient to meet our current demands and continued expansion, our future growth may require additional investment in these systems. We cannot assure that adequate capital resources will be available to us at the appropriate time.

Our use of electronic contracts could impact our ability to perfect our ownership or security interest in Consumer Loans.

We have modified our systems to permit origination and assignment of Consumer Loans in electronic form. We have engaged a TPP to facilitate the process of creating, establishing control of and storing electronic contracts in a manner that enables us to perfect our ownership or security interest in the electronic contracts by satisfying the requirements for “control” of electronic chattel paper under the Uniform Commercial Code.

Although the law governing the perfection of ownership and security interests in electronic contracts was enacted in 2001, the statutory requirements for the relevant control arrangements have not been meaningfully tested in court. In addition, market practices regarding control of electronic contracts are still developing. As a result, there is a risk that the systems employed by us or any TPP to maintain control of the electronic contracts may not be sufficient as a matter of law to give us a perfected ownership or security interest in the Consumer Loans evidenced by electronic contracts. In addition, technological failure, including failure in the security or access restrictions with respect to the systems, and operational failure, such as the failure to implement and maintain adequate internal controls and procedures, could also affect our ability to obtain or maintain a perfected ownership or security interest in the Consumer Loans evidenced by electronic contracts (or the priority of such interests). Our failure or inability to perfect our ownership or security interest in the Consumer Loans could materially adversely affect our financial position, liquidity and results of operations.

Reliance on third parties to administer our ancillary product offerings could adversely affect our business and financial results.

We have relationships with TPPs to administer vehicle service contracts and GAP underwritten by third party insurers and financed by us. We depend on these TPPs to evaluate and pay claims in an accurate and timely manner. We also have relationships with TPPs to sell and administer GPS-SID. If our relationships with these TPPs were modified, disrupted, or terminated, we would need to obtain these services from an alternative administrator or provide them using our internal resources. We may be unable to replace these TPPs with a suitable alternative in a timely and efficient manner on terms we consider acceptable, or at all. In the event we were unable to effectively administer our ancillary products offerings, we may need to eliminate or suspend our ancillary product offerings from our future business, we may experience a decline in the performance of our Consumer Loans, our reputation in the marketplace could be undermined, and our financial position, liquidity and results of operations could be adversely affected.

We are dependent on our senior management and the loss of any of these individuals or an inability to hire additional team members could adversely affect our ability to operate profitably.

Our senior management average over 15 years of experience with us. Our success is dependent upon the management and the leadership skills of this team. In addition, competition from other companies to hire our team members possessing the necessary skills and experience required could contribute to an increase in team member turnover. The loss of any of these individuals or an inability to attract and retain additional qualified team members could adversely affect us. There can be no assurance that we will be able to retain our existing senior management or attract additional qualified team members.

Our reputation is a key asset to our business, and our business may be affected by how we are perceived in the marketplace.

Our reputation is a key asset to our business. Our ability to attract consumers through our Dealers is highly dependent upon external perceptions of our level of service, trustworthiness, business practices and financial condition. Negative publicity regarding these matters could damage our reputation among existing and potential consumers and Dealers, which could make it difficult for us to attract new consumers and Dealers and maintain existing Dealers. Adverse developments with respect to our industry may also, by association, negatively impact our reputation or result in greater regulatory or legislative scrutiny or litigation against us.

The concentration of our Dealers in several states could adversely affect us.

Dealers are located throughout the United States. During the year ended December 31, 2016, our five largest states (measured by advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program) contained 29.3% of our Dealers. While we believe we have a diverse geographic presence, for the near term, we expect that significant amounts of Consumer Loan assignments will continue to be generated by Dealers in these five states due to the number of Dealers in these states and currently prevailing economic, demographic, regulatory, competitive and other conditions in these states. Changes to conditions in these states could lead to an increase in Dealer attrition or a reduction in demand for our service that could materially adversely affect our financial position, liquidity and results of operations.

Failure to properly safeguard confidential consumer and team member information could subject us to liability, decrease our profitability and damage our reputation.

In the ordinary course of our business, we collect and store sensitive data, including our proprietary business information and personally identifiable information of our consumers and team members, on our computer networks.

The secure processing, maintenance and transmission of this information is critical to our operations and business strategy.

If third parties or our team members are able to breach our network security, the network security of a third party that we share information with or otherwise misappropriate our consumers’ and team members' personal information, or if we give third parties or our team members improper access to our consumers’ and team members' personal information, we could be subject to liability. This liability could include identity theft or other similar fraud-related claims. This liability could also include claims for other misuses or losses of personal information, including for unauthorized marketing purposes. Other liabilities could include claims alleging misrepresentation of our privacy and data security practices.

We rely on encryption and authentication technology licensed from third parties to provide the security and authentication necessary to secure online transmission of confidential consumer and team member information. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments may result in a compromise or breach of the algorithms that we use to protect sensitive consumer transaction data. A party who is able to circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. We may be required to expend capital and other resources to protect against, or alleviate problems caused by, security breaches or other cybersecurity incidents. Although we have experienced cybersecurity incidents from time to time that have not had a material effect on our business, financial condition or results of operations, there can be no assurance that a cyber attack, security breach or other cybersecurity incident will not have a material adverse effect on us in the future. Our security measures are designed to protect against security breaches, but our failure to prevent security breaches could subject us to liability, decrease our profitability and damage our reputation.

A small number of our shareholders have the ability to significantly influence matters requiring shareholder approval and such shareholders have interests which may conflict with the interests of our other security holders.

As of December 31, 2016, based on filings made with the SEC and other information made available to us, Donald Foss, our founder and former Chairman of the Board, beneficially owned 19.7% of our common stock, Jill Foss Watson, Mr. Foss's daughter, beneficially owned 19.9% of our common stock, and Prescott General Partners, LLC and its affiliates beneficially owned 15.6% of our common stock. As a result, these few shareholders are able to significantly influence matters presented to shareholders, including the election and removal of directors, the approval of significant corporate transactions, such as any reclassification, reorganization, merger, consolidation or sale of all or substantially all of our assets, and the control of our management and affairs, including executive compensation arrangements. Their interests may conflict with the interests of our other security holders.

On January 3, 2017, Mr. Foss retired as an officer, director and employee of the Company and entered into a shareholder agreement with the Company. Under the shareholder agreement, Mr. Foss has agreed, until the final adjournment of the tenth annual meeting of shareholders held by the Company after the date of the shareholder agreement, to cause all shares beneficially owned by him or any of his affiliates or associates to be voted in accordance with the recommendation of the Company's Board of Directors with respect to election and removal of directors, certain routine matters and any other proposal to be submitted to the Company's shareholders with respect to any extraordinary transaction providing for the acquisition of all of the Company's outstanding common stock.

Reliance on our outsourced business functions could adversely affect our business.

We outsource certain business functions to third party service providers, which increases our operational complexity and decreases our control. We rely on these service providers to provide a high level of service and support, which subjects us to risks associated with inadequate or untimely service. In addition, if these outsourcing arrangements were not renewed or were terminated or the services provided to us were otherwise disrupted, we would have to obtain these services from an alternative provider or provide them using our internal resources. We may be unable to replace, or be delayed in replacing these sources and there is a risk that we would be unable to enter into a similar agreement with an alternate provider on terms that we consider favorable or in a timely manner. In the future, we may outsource additional business functions. If any of these or other risks related to outsourcing were realized, our financial position, liquidity and results of operations could be adversely affected.

Our ability to hire and retain foreign information technology personnel could be hindered by immigration restrictions.

A significant portion of our information technology team is composed of foreign nationals whose ability to work for us depends on obtaining the necessary H-1B visas. The H-1B visa category allows U.S. employers to hire qualified foreign nationals to perform services in specialty occupations that require the attainment of at least a bachelor's degree or its equivalent. Our ability to hire and retain these foreign nationals and their ability to remain and work in the United States are affected by various laws and regulations, including limitations on the number of available H-1B visas, which the U.S. government allocates by lottery. Changes in the laws or regulations affecting the availability, allocation and/or cost of H-1B visas, eligibility for the H-1B visa category, or otherwise affecting the admission or retention of skilled foreign nationals by U.S. employers, or any increase in demand for H-1B visas relative to the limited supply of those visas, may adversely affect our ability to hire or retain foreign information technology personnel and may, as a result, increase our operating costs and impair our business operations.

Natural disasters, acts of war, terrorist attacks and threats or the escalation of military activity in response to these attacks or otherwise may negatively affect our business, financial condition and results of operations.

Natural disasters, acts of war, terrorist attacks and the escalation of military activity in response to these attacks or otherwise may have negative and significant effects, such as imposition of increased security measures, changes in applicable laws, market disruptions and job losses. These events may have an adverse effect on the economy in general. Moreover, the potential for future terrorist attacks and the national and international responses to these threats could affect the business in ways that cannot be predicted. The effect of any of these events or threats could have a material adverse effect on our business, financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our headquarters is located at 25505 West Twelve Mile Road, Southfield, Michigan 48034, in an office building we purchased in 1993, which includes approximately 136,000 square feet of space on five floors.

We lease approximately 82,000 square feet of office space in Southfield, Michigan and approximately 31,000 square feet of office space in Henderson, Nevada. The multiple leases for the Southfield, Michigan space expire in September 2018, April 2019 and July 2021. The lease for the Henderson, Nevada space expires in December 2017. We have renewal options on all of our office space leases. Additionally, there currently is a significant amount of unoccupied office space available for lease in the markets where we operate.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of business and as a result of the consumer-oriented nature of the industry in which we operate, we and other industry participants are frequently subject to various consumer claims, litigation and regulatory investigations seeking damages, fees and statutory penalties. The claims allege, among other theories of liability, violations of state, federal and foreign truth-in-lending, credit availability, credit reporting, consumer protection, warranty, debt collection, insurance and other consumer-oriented laws and regulations, including claims seeking damages for physical and mental damages relating to the repossession and sale of consumers' vehicles and other debt collection activities. As the assignee of Consumer Loans originated by Dealers, we may also be named as a co-defendant in lawsuits filed by consumers principally against Dealers. We may also have disputes and litigation with Dealers. The claims may allege, among other theories of liability, that we breached our Dealer servicing agreement. The damages, fines and penalties that may be claimed by consumers, regulatory agencies or Dealers in these types of matters can be substantial. The relief requested by plaintiffs varies but may include requests for compensatory, statutory and punitive damages, and plaintiffs may seek treatment as purported class actions. A significant judgment against us in connection with any litigation or arbitration could have a material adverse effect on our financial position, liquidity and results of operations.

For a description of significant litigation to which we are a party, see Note 16 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Stock Price

During the year ended December 31, 2016, our common stock was traded on The NASDAQ Global Select Market® ("NASDAQ") under the symbol "CACC". The following table sets forth the high and low sale prices as reported by the NASDAQ for the common stock for the relevant periods during 2016, 2015 and 2014.

	2016		2015		2014	
Quarters Ended	High	Low	High	Low	High	Low
March 31	$223.57	$161.00	$209.99	$129.82	$150.89	$127.01
June 30	209.99	166.90	246.45	191.25	144.70	121.72
September 30	209.99	172.38	277.98	178.79	127.79	110.98
December 31	221.10	160.63	258.58	159.43	164.05	123.02

As of February 3, 2017, we had 182 shareholders of record and approximately 5,200 beneficial holders of our common stock based upon securities position listings furnished to us.

Dividends

We have not paid any cash dividends during the periods presented. Our debt agreements contain financial covenants which may indirectly limit the payment of dividends on common stock.

Stock Performance Graph

The following graph compares the percentage change in the cumulative total shareholder return on our common stock during the period beginning January 1, 2012 and ending on December 31, 2016 with the cumulative total return on the NASDAQ Market Index and a peer group index based upon approximately 100 companies included in the Dow Jones – US General Financial Index. The comparison assumes that $100 was invested on January 1, 2012 in our common stock and in the foregoing indices and assumes the reinvestment of dividends.

Stock Repurchases

The following table summarizes our stock repurchases for the three months ended December 31, 2016:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1 through October 31, 2016	—	$—	—	815,150
November 1 through November 30, 2016	419,251	178.90	419,251	395,899
December 1 through December 31, 2016	31,111	189.67	31,111	364,788
	450,362	$179.64	450,362	

(1) On November 23, 2015, our board of directors authorized the repurchase by us from time to time in the open market or in privately negotiated transactions of up to one million shares of our common stock. The authorization, which was announced on November 24, 2015, does not have a specified expiration date.

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data presented below are derived from our audited consolidated financial statements and should be read in conjunction with our consolidated financial statements as of and for the years ended December 31, 2016, 2015 and 2014, and notes thereto and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, included elsewhere in this Form 10-K, which is incorporated herein by reference.

(Dollars in millions, except per share data)	Years Ended December 31,				
	2016	2015	2014	2013	2012
Income Statement Data:					
Revenue:					
Finance charges	$874.3	$ 730.5	$ 630.4	$ 590.4	$ 538.2
Premiums earned	43.0	48.2	52.3	51.5	47.1
Other income	51.9	46.6	40.8	40.2	23.9
Total revenue	969.2	825.3	723.5	682.1	609.2
Costs and expenses:					
Salaries and wages	126.5	116.4	100.2	87.3	82.2
General and administrative	48.2	37.8	34.3	34.4	30.5
Sales and marketing	49.4	45.9	36.8	34.5	31.2
Provision for credit losses	90.2	41.5	12.8	21.9	24.0
Interest	97.7	76.0	56.7	65.0	63.4
Provision for claims	26.0	33.2	40.0	40.8	34.8
Loss on extinguishment of debt	—	—	21.8	—	—
Total costs and expenses	438.0	350.8	302.6	283.9	266.1
Income before provision for income taxes	531.2	474.5	420.9	398.2	343.1
Provision for income taxes	198.4	174.8	154.7	145.1	123.4
Net income	$332.8	$ 299.7	$ 266.2	$ 253.1	$ 219.7
Net income per share:					
Basic	$16.37	$ 14.35	$ 11.96	$ 10.61	$ 8.65
Diluted	$16.31	$ 14.28	$ 11.92	$ 10.54	$ 8.58
Weighted average shares outstanding:					
Basic	20,331,769	20,891,695	22,257,104	23,850,789	25,409,655
Diluted	20,410,116	20,980,753	22,331,401	24,009,593	25,598,956
Balance Sheet Data:					
Loans receivable, net	$3,886.6	$ 3,101.5	$ 2,512.9	$ 2,212.8	$ 1,933.5
All other assets (1)	331.4	271.1	258.3	207.2	183.7
Total assets (1)	$4,218.0	$ 3,372.6	$ 2,771.2	$ 2,420.0	$ 2,117.2
Total debt (1)	$2,603.7	$ 2,067.8	$ 1,738.3	$ 1,379.0	$ 1,234.8
Other liabilities	440.6	376.7	330.7	290.9	260.5
Total liabilities (1)	3,044.3	2,444.5	2,069.0	1,669.9	1,495.3
Shareholders' equity (2)	1,173.7	928.1	702.2	750.1	621.9
Total liabilities and shareholders' equity (1)	$4,218.0	$ 3,372.6	$ 2,771.2	$ 2,420.0	$ 2,117.2

(1) Prior year amounts have been reclassified to reflect the adoption of Accounting Standards Update ("ASU") No. 2015-03, as amended by ASU No. 2015-15, which resulted in a reclassification of certain deferred debt issuance costs from other assets to secured financing and senior notes. For additional information see Note 2 and Note 8 to the consolidated financial statements.

(2) No dividends were paid during the periods presented.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

Overview

We offer financing programs that enable automobile dealers to sell vehicles to consumers regardless of their credit history. Our financing programs are offered through a nationwide network of automobile dealers who benefit from sales of vehicles to consumers who otherwise could not obtain financing; from repeat and referral sales generated by these same customers; and from sales to customers responding to advertisements for our financing programs, but who actually end up qualifying for traditional financing.

For the year ended December 31, 2016, consolidated net income was $332.8 million, or $16.31 per diluted share, compared to $299.7 million, or $14.28 per diluted share, for the same period in 2015 and $266.2 million, or $11.92 per diluted share, for the same period in 2014. The growth in 2016 consolidated net income was primarily due to an increase in the average balance of our Loan portfolio, partially offset by a decline in Consumer Loan performance. The growth in 2015 consolidated net income was primarily due to an increase in the average balance of our Loan portfolio and a loss on extinguishment of debt related to the redemption of senior notes in the first quarter of 2014.

Critical Success Factors

Critical success factors include our ability to accurately forecast Consumer Loan performance, access capital on acceptable terms, and maintain or grow Consumer Loan volume at the level and on the terms that we anticipate, with an objective to maximize economic profit. Economic profit is a non-GAAP financial measure we use to evaluate our financial results and determine incentive compensation. Economic profit measures how efficiently we utilize our total capital, both debt and equity, and is a function of the return on capital in excess of the cost of capital and the amount of capital invested in the business.

Consumer Loan Metrics

At the time a Consumer Loan is submitted to us for assignment, we forecast future expected cash flows from the Consumer Loan. Based on the amount and timing of these forecasts and expected expense levels, an advance or one-time purchase payment is made to the related Dealer at a price designed to maximize economic profit.

We use a statistical model to estimate the expected collection rate for each Consumer Loan at the time of assignment. We continue to evaluate the expected collection rate of each Consumer Loan subsequent to assignment. Our evaluation becomes more accurate as the Consumer Loans age, as we use actual performance data in our forecast. By comparing our current expected collection rate for each Consumer Loan with the rate we projected at the time of assignment, we are able to assess the accuracy of our initial forecast. The following table compares our forecast of Consumer Loan collection rates as of December 31, 2016, with the forecasts as of December 31, 2015, as of December 31, 2014, and at the time of assignment, segmented by year of assignment:

Consumer Loan Assignment Year	Forecasted Collection Percentage as of (1)				Current Forecast Variance from		
	December 31, 2016	December 31, 2015	December 31, 2014	Initial Forecast	December 31, 2015	December 31, 2014	Initial Forecast
2007	68.2%	68.1 %	68.0 %	70.7 %	0.1 %	0.2 %	-2.5 %
2008	70.4%	70.3 %	70.3 %	69.7 %	0.1 %	0.1 %	0.7 %
2009	79.4%	79.4 %	79.4 %	71.9 %	0.0 %	0.0 %	7.5 %
2010	77.6%	77.4 %	77.2 %	73.6 %	0.2 %	0.4 %	4.0 %
2011	74.7%	74.2 %	74.0 %	72.5 %	0.5 %	0.7 %	2.2 %
2012	73.7%	73.2 %	73.4 %	71.4 %	0.5 %	0.3 %	2.3 %
2013	73.4%	73.4 %	73.7 %	72.0 %	0.0 %	-0.3 %	1.4 %
2014	71.8%	72.6 %	72.6 %	71.8 %	-0.8 %	-0.8 %	0.0 %
2015	66.1%	67.8 %	—	67.7 %	-1.7 %	—	-1.6 %
2016	65.1%	—	—	65.4 %	—	—	-0.3 %

(1) Represents the total forecasted collections we expect to collect on the Consumer Loans as a percentage of the repayments that we were contractually owed on the Consumer Loans at the time of assignment. Contractual repayments include both principal and interest. Forecasted collection rates are negatively impacted by canceled Consumer Loans as the contractual amount owed is not removed from the denominator for purposes of computing forecasted collection rates in the table.

Consumer Loans assigned in 2009 through 2013 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2007 and 2015 have yielded forecasted collection results materially worse than our initial estimates. For Consumer Loans assigned in 2008, 2014 and 2016, actual results have been very close to our initial estimates.

For the year ended December 31, 2016, forecasted collection rates improved for Consumer Loans assigned in 2010 through 2012, declined for Consumer Loans assigned in 2014 through 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented.

For the year ended December 31, 2015, forecasted collection rates improved for Consumer Loans assigned in 2010 and 2011, declined for Consumers Loans assigned in 2012 and 2013 and were generally consistent with expectations at the start of the period for all other assignment years presented.

The dollar amount of changes in forecasted collections, net of changes in forecasted Dealer Holdback payments, is as follows:

(In millions)	For the years ended December 31,		
Increase (decrease) in forecasted net cash flows	2016	2015	2014
Dealer Loans	$(35.4)	$3.6	$19.4
Purchased Loans	15.3	20.3	13.6
Total Loans	$(20.1)	$23.9	$33.0

During the fourth quarter of 2016, we enhanced our methodology for forecasting the amount and timing of future collections on Consumer Loans through the utilization of more recent data and new forecast variables. Implementation of the enhanced forecasting methodology as of October 31, 2016:

- decreased the forecasted collection rates for Consumer Loans assigned in 2015 and 2016 and increased the forecasted collection rates for Consumer Loans assigned in 2011 through 2013;
- reduced forecasted net cash flows by $1.8 million, all of which related to Dealer Loans; and
- did not have a material impact on provision for credit losses or net income.

The initial forecast for Consumer Loans assigned in 2016 was lower than the initial forecast for Consumer Loans assigned in 2015, which reflects a change in the mix of Consumer Loan assignments received during 2016 and downward adjustments to our initial forecasts during 2016, which we made in response to the decline in forecasted collection rates.

The following table presents information on the average Consumer Loan assignment for each of the last ten years:

Consumer Loan Assignment Year	Average Consumer Loan (1)	Advance (2)	Average Initial Term (in months)
2007	$13,878	$ 6,452	41
2008	14,518	6,479	42
2009	12,689	5,565	38
2010	14,480	6,473	41
2011	15,686	7,137	46
2012	15,468	7,165	47
2013	15,445	7,344	47
2014	15,692	7,492	47
2015	16,354	7,272	50
2016	18,218	7,976	53

(1) Represents the repayments that we were contractually owed on Consumer Loans at the time of assignment, which include both principal and interest.

(2) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

Forecasting collection rates accurately at Loan inception is difficult. With this in mind, we establish advance rates that are intended to allow us to achieve acceptable levels of profitability, even if collection rates are less than we initially forecast.

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The following table presents forecasted Consumer Loan collection rates, advance rates, the spread (the forecasted collection rate less the advance rate), and the percentage of the forecasted collections that had been realized as of December 31, 2016. All amounts, unless otherwise noted, are presented as a percentage of the initial balance of the Consumer Loan (principal + interest). The table includes both Dealer Loans and Purchased Loans.

	As of December 31, 2016			
Consumer Loan Assignment Year	Forecasted Collection %	Advance % (1)	Spread %	% of Forecast Realized (2)
2007	68.2%	46.5 %	21.7%	99.7 %
2008	70.4%	44.6 %	25.8%	99.6 %
2009	79.4%	43.9 %	35.5%	99.6 %
2010	77.6%	44.7 %	32.9%	99.1 %
2011	74.7%	45.5 %	29.2%	98.3 %
2012	73.7%	46.3 %	27.4%	96.5 %
2013	73.4%	47.6 %	25.8%	89.3 %
2014	71.8%	47.7 %	24.1%	74.8 %
2015	66.1%	44.5 %	21.6%	49.6 %
2016	65.1%	43.8 %	21.3%	16.3 %

(1) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program as a percentage of the initial balance of the Consumer Loans. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

(2) Presented as a percentage of total forecasted collections.

The risk of a material change in our forecasted collection rate declines as the Consumer Loans age. For 2012 and prior Consumer Loan assignments, the risk of a material forecast variance is modest, as we have currently realized in excess of 90% of the expected collections. Conversely, the forecasted collection rates for more recent Consumer Loan assignments are less certain as a significant portion of our forecast has not been realized.

The spread between the forecasted collection rate and the advance rate has ranged from 21.3% to 35.5% over the last 10 years. The spread was at the high end of this range in 2009 and 2010, when the competitive environment was unusually favorable, and much lower during other years (2007 and 2014 through 2016) when competition was more intense. The decline in the advance rate from 2015 to 2016 reflects the lower initial forecast on Consumer Loan assignments received in 2016, partially offset by an increase in Purchased Loans as a percentage of total unit volume. The decline in the spread from 2015 to 2016 was the result of a change in the mix of Consumer Loan assignments received during 2016, including an increase in Purchased Loans as a percentage of total unit volume, partially offset by the performance of 2015 Consumer Loans, which has declined from our initial estimates by a greater margin than those assigned to us in 2016.

The following table presents forecasted Consumer Loan collection rates, advance rates, and the spread (the forecasted collection rate less the advance rate) as of December 31, 2016 for Dealer Loans and Purchased Loans separately. All amounts are presented as a percentage of the initial balance of the Consumer Loan (principal + interest).

	Consumer Loan Assignment Year	Forecasted Collection % (1)	Advance % (1)(2)	Spread %
Dealer Loans	2007	68.1 %	45.7 %	22.4 %
	2008	70.8 %	43.3 %	27.5 %
	2009	79.4 %	43.4 %	36.0 %
	2010	77.6 %	44.4 %	33.2 %
	2011	74.6 %	45.2 %	29.4 %
	2012	73.7 %	46.1 %	27.6 %
	2013	73.5 %	47.1 %	26.4 %
	2014	71.6 %	47.2 %	24.4 %
	2015	65.3 %	43.4 %	21.9 %
	2016	64.2 %	42.1 %	22.1 %
Purchased Loans	2007	68.6 %	49.1 %	19.5 %
	2008	69.8 %	46.7 %	23.1 %
	2009	79.6 %	45.3 %	34.3 %
	2010	77.5 %	46.2 %	31.3 %
	2011	75.2 %	47.4 %	27.8 %
	2012	73.9 %	47.7 %	26.2 %
	2013	73.0 %	49.8 %	23.2 %
	2014	72.6 %	51.3 %	21.3 %
	2015	70.3 %	50.1 %	20.2 %
	2016	67.7 %	48.5 %	19.2 %

(1) The forecasted collection rates and advance rates presented for each Consumer Loan assignment year change over time due to the impact of transfers between Dealer and Purchased Loans. Under our Portfolio Program, certain events may result in Dealers forfeiting their rights to Dealer Holdback. We transfer the Dealer's Consumer Loans from the Dealer Loan portfolio to the Purchased Loan portfolio in the period this forfeiture occurs.

(2) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program as a percentage of the initial balance of the Consumer Loans. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

Although the advance rate on Purchased Loans is higher as compared to the advance rate on Dealer Loans, Purchased Loans do not require us to pay Dealer Holdback.

The spread on Dealer Loans increased from 21.9% in 2015 to 22.1% in 2016 as a result of the performance of 2015 Consumer Loans in our Dealer Loan portfolio, which declined from our initial estimates by a greater margin than those assigned to us in 2016, partially offset by a change in the mix of Consumer Loan assignments. The spread on Purchased Loans decreased from 20.2% in 2015 to 19.2% in 2016 as a result of the performance of 2015 Consumer Loans in our Purchased Loan portfolio, which exceeded our initial estimates by a greater margin than those assigned to us in 2016, and a change in the mix of Consumer Loan assignments.

Access to Capital

Our strategy for accessing capital on acceptable terms needed to maintain and grow the business is to: (1) maintain consistent financial performance; (2) maintain modest financial leverage; and (3) maintain multiple funding sources. Our funded debt to equity ratio was 2.2 to 1 as of December 31, 2016. We currently utilize the following primary forms of debt financing: (1) a revolving secured line of credit; (2) Warehouse facilities; (3) Term ABS financings; and (4) senior notes.

Consumer Loan Volume

The following table summarizes changes in Consumer Loan assignment volume in each of the last three years as compared to the same period in the previous year:

For the Year Ended December 31,	Year over Year Percent Change Unit Volume	Dollar Volume (1)
2014	10.8%	13.2 %
2015	33.2%	29.3 %
2016	10.9%	21.6 %

(1) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

Consumer Loan assignment volumes depend on a number of factors including (1) the overall demand for our financing programs, (2) the amount of capital available to fund new Loans, and (3) our assessment of the volume that our infrastructure can support. Our pricing strategy is intended to maximize the amount of economic profit we generate, within the confines of capital and infrastructure constraints.

Unit and dollar volumes grew 10.9% and 21.6%, respectively, during 2016 as the number of active Dealers grew 16.2% while average volume per active Dealer declined 4.6%. Dollar volume grew faster than unit volume during 2016 due to an increase in the average advance paid per unit. This increase was the result of an increase in the average size of the Consumer Loans assigned primarily due to an increase in the average initial loan term and an increase in Purchased Loans as a percentage of total unit volume, partially offset by a decrease in the average advance rate due to a decrease in the average initial forecast of the Consumer Loans assigned.

Unit and dollar volumes grew 33.2% and 29.3%, respectively, during 2015 as the number of active Dealers grew 25.1% while average volume per active Dealer grew 6.5%. Dollar volume grew slower than unit volume during 2015 due to a decline in the average advance paid per unit. This decline was the result of a decrease in the average advance rate due to a decrease in the average initial forecast of the Consumer Loans assigned, partially offset by an increase in the average size of the Consumer Loans assigned primarily due to an increase in the average initial loan term.

After peaking in the third quarter of 2015, unit volume growth slowed in each of the next four quarters. In the fourth quarter of 2016, unit volume declined as compared to the same period in 2015. This trend reflects the difficulty of growing the number of active Dealers fast enough to offset the impact of the competitive environment on attrition and per Dealer volumes. In addition, in response to the decline in forecasted collection rates experienced in 2016, we adjusted our initial collection forecasts downward during the year. While the adjustments have been modest, we believe these adjustments have had an adverse impact on unit volumes during the year.

The following table summarizes the changes in Consumer Loan unit volume and active Dealers:

	For the Years Ended December 31,			For the Years Ended December 31,		
	2016	2015	% Change	2015	2014	% Change
Consumer Loan unit volume	330,710	298,288	10.9 %	298,288	223,998	33.2 %
Active Dealers (1)	10,536	9,064	16.2 %	9,064	7,247	25.1 %
Average volume per active Dealer	31.4	32.9	-4.6 %	32.9	30.9	6.5 %
Consumer Loan unit volume from Dealers active both periods	282,129	273,839	3.0 %	244,083	208,642	17.0 %
Dealers active both periods	6,925	6,925	— %	5,506	5,506	— %
Average volume per Dealers active both periods	40.7	39.5	3.0 %	44.3	37.9	17.0 %
Consumer Loan unit volume from Dealers not active both periods	48,581	24,449	98.7 %	54,205	15,356	253.0 %
Dealers not active both periods	3,611	2,139	68.8 %	3,558	1,741	104.4 %
Average volume per Dealer not active both periods	13.5	11.4	18.4 %	15.2	8.8	72.7 %

(1) Active Dealers are Dealers who have received funding for at least one Consumer Loan during the period.

The following table provides additional information on the changes in Consumer Loan unit volume and active Dealers:

	For the Years Ended December 31,			For the Years Ended December 31,		
	2016	2015	% Change	2015	2014	% Change
Consumer Loan unit volume from new Dealers	46,232	52,577	-12.1 %	52,577	29,604	77.6 %
New active Dealers (1)	3,406	3,404	0.1 %	3,404	2,413	41.1 %
Average volume per new active Dealers	13.6	15.4	-11.7 %	15.4	12.3	25.2 %
Attrition (2)	-8.2 %	-6.9 %		-6.9 %	-7.0 %	

(1) New active Dealers are Dealers who enrolled in our program and have received funding for their first Loan from us during the period.

(2) Attrition is measured according to the following formula: decrease in Consumer Loan unit volume from Dealers who have received funding for at least one Loan during the comparable period of the prior year but did not receive funding for any Loans during the current period divided by prior year comparable period Consumer Loan unit volume.

Consumer Loans are assigned to us as either Dealer Loans through our Portfolio Program or Purchased Loans through our Purchase Program. The following table shows the percentage of Consumer Loans assigned to us under each of the programs for each of the last three years:

	Unit Volume		Dollar Volume (1)	
For the Years Ended December 31,	Portfolio Program	Purchase Program	Portfolio Program	Purchase Program
2014	90.7 %	9.3 %	87.8 %	12.2 %
2015	87.4 %	12.6 %	82.8 %	17.2 %
2016	78.6 %	21.4 %	71.4 %	28.6 %

(1) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

As of December 31, 2016 and 2015, the net Dealer Loans receivable balance was 74.6% and 83.5%, respectively, of the total net Loans receivable balance.

Results of Operations

The following is a discussion of our results of operations and income statement data on a consolidated basis.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

(Dollars in millions, except per share data)	For the Years Ended December 31,			
	2016	2015	$ Change	% Change
Revenue:				
Finance charges	$874.3	$ 730.5	$143.8	19.7 %
Premiums earned	43.0	48.2	(5.2)	-10.8 %
Other income	51.9	46.6	5.3	11.4 %
Total revenue	969.2	825.3	143.9	17.4 %
Costs and expenses:				
Salaries and wages (1)	126.5	116.4	10.1	8.7 %
General and administrative (1)	48.2	37.8	10.4	27.5 %
Sales and marketing (1)	49.4	45.9	3.5	7.6 %
Provision for credit losses	90.2	41.5	48.7	117.3 %
Interest	97.7	76.0	21.7	28.6 %
Provision for claims	26.0	33.2	(7.2)	-21.7 %
Total costs and expenses	438.0	350.8	87.2	24.9 %
Income before provision for income taxes	531.2	474.5	56.7	11.9 %
Provision for income taxes	198.4	174.8	23.6	13.5 %
Net income	$332.8	$ 299.7	$33.1	11.0 %
Net income per share:				
Basic	$16.37	$ 14.35	$2.02	14.1 %
Diluted	$16.31	$ 14.28	$2.03	14.2 %
Weighted average shares outstanding:				
Basic	20,331,769	20,891,695	(559,926)	-2.7 %
Diluted	20,410,116	20,980,753	(570,637)	-2.7 %
(1) Operating expenses	$224.1	$ 200.1	$24.0	12.0 %

Finance Charges. The increase of $143.8 million, or 19.7%, was primarily the result of an increase in the average net Loans receivable balance partially offset by a decrease in the average yield on our Loan portfolio, as follows:

(Dollars in millions)	For the Years Ended December 31,		
	2016	2015	Change
Average net Loans receivable balance	$3,534.0	$2,829.9	$704.1
Average yield on our Loan portfolio	24.7 %	25.8 %	-1.1 %

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The following table summarizes the impact each component had on the overall increase in finance charges for the year ended December 31, 2016:

(In millions) Impact on finance charges:	For the Year Ended December 31, 2016
Due to an increase in the average net Loans receivable balance	$ 181.8
Due to a decrease in the average yield	(38.0)
Total increase in finance charges	$ 143.8

The increase in the average net Loans receivable balance was primarily due to year-over-year growth in Consumer Loan assignment volume in recent years. The average yield on our Loan portfolio for the year ended December 31, 2016 decreased as compared to the same period in 2015 due to lower yields on new Consumer Loan assignments.

Premiums Earned. The decrease of $5.2 million, or 10.8%, was primarily due to a decrease in the size of our reinsurance portfolio, which was the result of a decline in premiums written on vehicle service contracts. While we have experienced year-over-year growth in Consumer Loan assignment volume in recent years, the percentage of Consumer Loan assignments with reinsured vehicle service contracts has declined.

Other Income. The increase of $5.3 million, or 11.4%, was primarily due to year-over-year growth in Consumer Loan assignment volume in recent years, resulting in increases of $3.7 million in ancillary product profit sharing and $2.3 million in remarketing fees, partially offset by a decrease in GPS-SID fees of $2.9 million due to a decrease in the number of units purchased by Dealers from third party providers in the current year.

Operating Expenses. The increase of $24.0 million, or 12.0%, was primarily due to the following:

- An increase in general and administrative expense of $10.4 million, or 27.5%, primarily as a result of increases in legal fees and information technology expenses.
- An increase in salaries and wages expense of $10.1 million, or 8.7%, comprised of the following:
  - An increase of $15.1 million in salaries and wages expense, excluding stock-based compensation expense, primarily related to an increase in the number of team members, including increases of $8.3 million for our support function, $4.6 million for our servicing function and $2.2 million for our originations function.
  - A decrease of $5.0 million in stock-based compensation expense primarily due to declining expense recognition related to long-term stock awards granted in prior years and amounts recorded in the prior year related to a change in the expected vesting period of performance-based stock awards.

Provision for Credit Losses. Under accounting principles generally accepted in the United States of America (“GAAP”), when the present value of forecasted future cash flows decline relative to our expectations at the time of assignment, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established. For purposes of calculating the required allowance, Dealer Loans are grouped by Dealer and Purchased Loans are grouped by month of purchase. As a result, regardless of the overall performance of the portfolio of Consumer Loans, a provision can be required if any individual Loan pool performs worse than expected. Conversely, a previously recorded provision can be reversed if any previously impaired individual Loan pool experiences an improvement in performance.

During the year ended December 31, 2016, overall Consumer Loan performance declined from our expectations at the start of the year, resulting in a provision for credit losses of $90.2 million for the year ended December 31, 2016, of which $87.3 million related to Dealer Loans and $2.9 million related to Purchased Loans.

During the year ended December 31, 2015, overall Consumer Loan performance was generally consistent with our expectations at the start of the year. However, the performance of certain Loan pools declined from our expectations during the year, resulting in a provision for credit losses of $41.5 million for the year ended December 31, 2015, of which $41.8 million related to Dealer Loans partially offset by a reversal of provision of $0.3 million related to Purchased Loans.

Interest. The increase of $21.7 million, or 28.6%, was due to increases in the average outstanding debt balance and our average cost of debt, as follows:

(Dollars in millions)	For the Years Ended December 31,		
	2016	2015	Change
Interest expense	$97.7	$76.0	$21.7
Average outstanding debt balance	2,459.5	1,964.4	495.1
Average cost of debt	4.0 %	3.9 %	0.1 %

The average outstanding debt balance increased primarily due to debt proceeds used to fund growth in new Consumer Loan assignments and stock repurchases. The increase in our average cost of debt was primarily a result of a change in the mix of our outstanding debt.

Provision for Claims. The decrease of $7.2 million, or 21.7%, was due to a decrease in claims paid per reinsured vehicle service contract and a decrease in the size of our reinsurance portfolio.

Provision for Income Taxes. For the year ended December 31, 2016, the effective tax rate increased to 37.3% from 36.8% for the year ended December 31, 2015. The increase was primarily due to higher effective tax rates in certain state tax jurisdictions.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

(Dollars in millions, except per share data)	For the Years Ended December 31,				
	2015	2014	$ Change	% Change	
Revenue:					
Finance charges	$730.5	$ 630.4	$ 100.1	15.9	%
Premiums earned	48.2	52.3	(4.1)	-7.8	%
Other income	46.6	40.8	5.8	14.2	%
Total revenue	825.3	723.5	101.8	14.1	%
Costs and expenses:					
Salaries and wages (1)	116.4	100.2	16.2	16.2	%
General and administrative (1)	37.8	34.3	3.5	10.2	%
Sales and marketing (1)	45.9	36.8	9.1	24.7	%
Provision for credit losses	41.5	12.8	28.7	224.2	%
Interest	76.0	56.7	19.3	34.0	%
Provision for claims	33.2	40.0	(6.8)	-17.0	%
Loss on extinguishment of debt	—	21.8	(21.8)	-100.0	%
Total costs and expenses	350.8	302.6	48.2	15.9	%
Income before provision for income taxes	474.5	420.9	53.6	12.7	%
Provision for income taxes	174.8	154.7	20.1	13.0	%
Net income	$299.7	$ 266.2	$ 33.5	12.6	%
Net income per share:					
Basic	$14.35	$ 11.96	$ 2.39	20.0	%
Diluted	$14.28	$ 11.92	$ 2.36	19.8	%
Weighted average shares outstanding:					
Basic	20,891,695	22,257,104	(1,365,409)	-6.1	%
Diluted	20,980,753	22,331,401	(1,350,648)	-6.0	%
(1) Operating expenses	$200.1	$ 171.3	$ 28.8	16.8	%

Finance Charges. The increase of $100.1 million, or 15.9%, was primarily the result of an increase in the average net Loans receivable balance partially offset by a decrease in the average yield on our Loan portfolio, as follows:

(Dollars in millions)	For the Years Ended December 31,		
	2015	2014	Change
Average net Loans receivable balance	$2,829.9	$2,357.4	$472.5
Average yield on our Loan portfolio	25.8 %	26.7 %	-0.9 %

The following table summarizes the impact each component had on the overall increase in finance charges for the year ended December 31, 2015:

(In millions)	For the Year Ended December 31, 2015
Impact on finance charges:	
Due to an increase in the average net Loans receivable balance	$ 126.3
Due to a decrease in the average yield	(26.2)
Total increase in finance charges	$ 100.1

The increase in the average net Loans receivable balance was primarily due to year-over-year growth in Consumer Loan assignment volume in recent years. The average yield on our Loan portfolio for the year ended December 31, 2015 decreased as compared to the same period in 2014 due to lower yields on new Consumer Loan assignments.

Premiums Earned. The decrease of $4.1 million, or 7.8%, was primarily due to a decrease in the size of our reinsurance portfolio, which was the result of a decline in premiums written on vehicle service contracts. While we have experienced year-over-year growth in Consumer Loan assignment volume in recent years, the percentage of Consumer Loan assignments with reinsured vehicle service contracts has declined.

Other Income. The increase of $5.8 million, or 14.2%, was primarily due to an increase in GPS-SID fee income due to an increase in the number of units purchased by Dealers from third party providers, which was primarily the result of current year growth in Consumer Loan assignment volume.

Operating Expenses. The increase of $28.8 million, or 16.8%, was primarily due to the following:

- An increase in salaries and wages expense of $16.2 million, or 16.2%, comprised of the following:
- An increase of $8.8 million in cash-based incentive compensation expense primarily due to a year-over-year improvement in Company performance measures.
- An increase of $3.2 million in fringe benefits primarily related to medical claims.
- A decrease of $2.9 million in stock-based compensation expense primarily due to amounts recorded in the prior year related to a change in the expected vesting period of performance-based stock awards.
- Excluding cash-based incentive compensation expense, fringe benefits and stock-based compensation expense, salaries and wages expense increased $7.1 million primarily related to an increase in the number of team members in our support function.
- An increase in sales and marketing expense of $9.1 million, or 24.7%, primarily as a result of an increase in sales commissions related to growth in Consumer Loan assignment volume and an increase in the base salaries of our sales force.

Provision for Credit Losses. During the year ended December 31, 2015, overall Consumer Loan performance was generally consistent with our expectations at the start of the year. However, the performance of certain Loan pools declined from our expectations during the year, resulting in a provision for credit losses of $41.5 million for the year ended December 31, 2015, of which $41.8 million related to Dealer Loans partially offset by a reversal of provision of $0.3 million related to Purchased Loans.

During the year ended December 31, 2014, overall Consumer Loan performance exceeded our expectations at the start of the year. However, the performance of certain Loan pools declined from our expectations during the year, resulting in a provision for credit losses of $12.8 million for the year ended December 31, 2014, of which $13.7 million related to Dealer Loans partially offset by a reversal of provision of $0.9 million related to Purchased Loans. Provision for credit losses included a reversal of $2.9 million in expense related to our implementation of enhanced forecasting methodologies during the fourth quarter of 2014, of which all related to Dealer Loans. For additional information, see Note 5 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

Interest. The increase of $19.3 million, or 34.0%, was due to increases in the average outstanding debt balance and our average cost of debt, as follows:

(Dollars in millions)	For the Years Ended December 31,		
	2015	2014	Change
Interest expense	$76.0	$56.7	$19.3
Average outstanding debt balance	1,964.4	1,619.2	345.2
Average cost of debt	3.9 %	3.5 %	0.4 %

The average outstanding debt balance increased primarily due to debt proceeds used to fund growth in new Consumer Loan assignments and stock repurchases. The increase in our average cost of debt was primarily a result of a change in the mix of our outstanding debt.

Loss on extinguishment of debt. We recognized a loss on extinguishment of debt of $21.8 million related to the redemption of the 2017 senior notes. We used the net proceeds from the January 2014 issuance of the 2021 senior notes, together with borrowings under our revolving credit facilities, to fund the redemption of the 2017 senior notes.

Provision for Income Taxes. For the years ended December 31, 2015 and 2014, our effective tax rate was 36.8%.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we review our accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP.

Our significant accounting policies are discussed in Note 2 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference. We believe that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and involve a high degree of subjective or complex judgment, and the use of different estimates or assumptions could produce materially different financial results.

Finance Charge Revenue & Allowance for Credit Losses

Nature of Estimates Required. We estimate the amount and timing of future collections and Dealer Holdback payments. These estimates impact Loans receivable and allowance for credit losses on our balance sheet and finance charges and provision for credit losses on our income statement.

Assumptions and Approaches Used. For accounting purposes, we are not considered to be an originator of Consumer Loans, but instead are considered to be a lender to our Dealers for Consumer Loans assigned under our Portfolio Program, and a purchaser of Consumer Loans assigned under our Purchase Program. As a result of this classification, our accounting policies for recognizing finance charge revenue and determining our allowance for credit losses may be different from other lenders in our market, who, based on their different business models, may be considered to be a direct lender to consumers for accounting purposes. For additional information regarding our classification as a lender to our Dealers for accounting purposes, see Note 1 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

We recognize finance charges under the interest method such that revenue is recognized on a level-yield basis based upon forecasted cash flows. For Dealer Loans, finance charge revenue and the allowance for credit losses are calculated after first aggregating Dealer Loans outstanding for each Dealer. For the same purpose, Purchased Loans are aggregated according to the month the Loan was purchased. An allowance for credit losses is maintained at an amount that reduces the net asset value (Loan balance less the allowance) to the value of forecasted future cash flows discounted at the yield established at the time of assignment. Future cash flows are comprised of estimated future collections on the Loans, less any estimated Dealer Holdback payments related to Dealer Loans. We write off Loans once there are no forecasted future collections on any of the associated Consumer Loans.

Actual cash flows from any individual Dealer Loan or pool of Purchased Loans are often different than estimated cash flows at the time of assignment. If such difference is favorable, the difference is recognized prospectively into income over the remaining life of the Dealer Loan or pool of Purchased Loans through a yield adjustment. If such difference is unfavorable, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established. Because differences between estimated cash flows at the time of assignment and actual cash flows occur often, an allowance is required for a significant portion of our Loan portfolio. An allowance for credit losses does not necessarily indicate that a Dealer Loan or pool of Purchased Loans is unprofitable, and in recent years, seldom are cash flows from a Dealer Loan or pool of Purchased Loans insufficient to repay the initial amounts advanced or paid to the Dealer.

Future collections are forecasted for each individual Dealer Loan or pool of Purchased Loans based on the historical performance of Consumer Loans with similar characteristics, adjusted for recent trends in payment patterns. Dealer Holdback is forecasted for each individual Dealer Loan based on the expected future collections and current advance balance of each Dealer Loan.

During the fourth quarter of 2016, we enhanced our methodology for forecasting the amount and timing of future collections on Consumer Loans through the utilization of more recent data and new forecast variables. Implementation of the enhanced forecasting methodology as of October 31, 2016:

- decreased the forecasted collection rates for Consumer Loans assigned in 2015 and 2016 and increased the forecasted collection rates for Consumer Loans assigned in 2011 through 2013;
- reduced forecasted net cash flows by $1.8 million, all of which related to Dealer Loans; and
- did not have a material impact on provision for credit losses or net income.

During the fourth quarter of 2014, we enhanced our methodologies for forecasting the timing of future collections on Consumer Loans and the timing of future Dealer Holdback payments on Dealer Loans through the utilization of more recent data, different segmentations and new forecast variables. Implementation of the enhanced forecasting methodologies increased net income by $2.2 million for the fourth quarter of 2014.

Key Factors. Variances in the amount and timing of future net cash flows from current estimates could materially impact earnings in future periods. A 1% decline in the forecasted future net cash flows on Loans as of December 31, 2016 would have reduced 2016 net income by approximately $15.6 million.

Premiums Earned

Nature of Estimates Required. We estimate the pattern of future claims on vehicle service contracts. These estimates impact accounts payable and accrued liabilities on our balance sheet and premiums earned on our income statement.

Assumptions and Approaches Used. Premiums from the reinsurance of vehicle service contracts are recognized over the life of the policy in proportion to the expected costs of servicing those contracts. Expected costs are determined based on our historical claims experience. In developing our cost expectations, we stratify our historical claims experience into groupings based on contractual term, as this characteristic has led to different patterns of cost incurrence in the past. We will continue to update our analysis of historical costs under the vehicle service contract program as appropriate, including the consideration of other characteristics that may have led to different patterns of cost incurrence, and revise our revenue recognition timing for any changes in the pattern of our expected costs as they are identified.

Key Factors. Variances in the pattern of future claims from our current estimates would impact the timing of premiums recognized in future periods. A 10% change in premiums earned for the year ended December 31, 2016 would have affected 2016 net income by approximately $2.7 million.

Stock-Based Compensation Expense

Nature of Estimates Required. Stock-based compensation expense is based on the fair value on the date the equity instrument is granted or awarded by us, and is recognized over the expected vesting period of the equity instrument. We also estimate expected forfeiture rates of restricted stock awards. These estimates impact paid in capital on our balance sheet and salaries and wages on our income statement.

Assumptions and Approaches Used. In recognizing restricted stock-based compensation expense, we make assumptions regarding the expected forfeiture rates of the restricted stock awards. We also make assumptions regarding the expected vesting dates of performance-based restricted stock awards.

The fair value of restricted stock awards are estimated as if they were vested and issued on the grant date and are recognized over the expected vesting period of the restricted stock award. For additional information, see Notes 2 and 14 to the consolidated financial statements contained in Item 8 of this Form 10-K, which are incorporated herein by reference.

Key Factors. Changes in the expected vesting dates of performance-based restricted stock awards and expected forfeiture rates would impact the amount and timing of stock-based compensation expense recognized in future periods. A 10% change in stock-based compensation expense for the year ended December 31, 2016 would have affected 2016 net income by approximately $0.5 million.

Contingencies

Nature of Estimates Required. We estimate the likelihood of adverse judgments against us and any resulting damages, fines or statutory penalties owed. These estimates impact accounts payable and accrued liabilities on our balance sheet and are general and administrative expenses on our income statement.

Assumptions and Approaches Used. With assistance from our legal counsel, we determine if the likelihood of an adverse judgment for various claims, litigation and regulatory investigations is remote, reasonably possible, or probable. To the extent we believe an adverse judgment is probable and the amount of the judgment is estimable, we recognize a liability. For information regarding current actions to which we are a party, see Note 16 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

Key Factors. Negative variances in the ultimate disposition of claims and litigation outstanding from current estimates could result in additional expense in future periods.

Uncertain Tax Positions

Nature of Estimates Required. We estimate the impact of an uncertain income tax position on the income tax return. These estimates impact income taxes receivable and accounts payable and accrued liabilities on our balance sheet and provision for income taxes on our income statement.

Assumptions and Approaches Used. We follow a two-step approach for recognizing uncertain tax positions. First, we evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more-likely-than-not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, for positions that we determine are more-likely-than-not to be sustained, we recognize the tax benefit as the largest benefit that has a greater than 50% likelihood of being sustained. We establish a reserve for uncertain tax positions liability that is comprised of unrecognized tax benefits and related interest. We adjust this liability in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position, or more information becomes available.

Key Factors. To the extent we prevail in matters for which a liability has been established or are required to pay amounts in excess of our established liability, our effective income tax rate in future periods could be materially affected.

Liquidity and Capital Resources

We need capital to maintain and grow our business. Our primary sources of capital are cash flows from operating activities, collections of Consumer Loans and borrowings under: (1) a revolving secured line of credit; (2) Warehouse facilities; (3) Term ABS financings; and (4) senior notes. There are various restrictive covenants to which we are subject under each financing arrangement and we were in compliance with those covenants as of December 31, 2016. For information regarding these financings and the covenants included in the related documents, see Note 8 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

On February 26, 2016, we completed a $385.0 million Term ABS financing which was used to repay outstanding indebtedness. The financing has an expected annualized cost equal to LIBOR plus approximately 200 basis points (including the initial purchaser’s fees and other costs). The financing will revolve for 24 months after which it will amortize based upon the cash flows on the contributed Loans.

On May 12, 2016, we completed a $350.2 million Term ABS financing which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 3.2% (including the initial purchaser’s fees and other costs) and it will revolve for 24 months after which it will amortize based upon the cash flows on the contributed Loans.

On June 15, 2016, we extended the maturity of our $310.0 million revolving secured line of credit facility from June 22, 2018 to June 22, 2019. There were no other material changes to the terms of the facility.

On June 23, 2016, we extended the date on which our $400.0 million Warehouse Facility II will cease to revolve from July 18, 2017 to June 23, 2019. The interest rate on borrowings under the facility was increased from LIBOR plus 200 basis points to LIBOR plus 225 basis points. There were no other material changes to the terms of the facility.

On August 18, 2016, we extended the date on which our $100.0 million Warehouse Facility V will cease to revolve from September 10, 2017 to August 18, 2019. The maturity of the facility was also extended from September 10, 2019 to August 18, 2021. The interest rate on borrowings under the facility has been increased from LIBOR plus 160 basis points to LIBOR plus 225 basis points. There were no other material changes to the terms of the facility.

On October 27, 2016, we completed a $350.0 million Term ABS financing which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 2.9% (including the initial purchaser's fees and other costs) and it will revolve for 24 months after which it will amortize based upon the cash flows on the contributed Loans.

Cash and cash equivalents increased to $14.6 million as of December 31, 2016 from $6.3 million as of December 31, 2015. As of December 31, 2016 and December 31, 2015 we had $948.0 million and $875.6 million in unused and available lines of credit, respectively. Our total balance sheet indebtedness increased to $2,603.7 million as of December 31, 2016 from $2,067.8 million as of December 31, 2015 primarily due to the growth in new Consumer Loan assignments and stock repurchases.

Contractual Obligations

A summary of the total future contractual obligations requiring repayments as of December 31, 2016 is as follows:

(In millions)	Payments Due by Period					
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Other
Long-term debt, including current maturities (1)	$2,622.1	$749.7	$1,322.4	$300.0	$250.0	$—
Dealer Holdback (2)	733.2	137.8	254.3	195.8	145.3	—
Operating lease obligations	5.7	1.7	2.4	1.6	—	—
Purchase obligations (3)	3.0	0.7	1.4	0.9	—	—
Other future obligations (4)	27.7	—	—	—	—	27.7
Total contractual obligations	$3,391.7	$889.9	$1,580.5	$498.3	$395.3	$27.7

(1) Long-term debt obligations included in the above table consist solely of principal repayments. The amounts are presented on a principal basis to exclude deferred debt issuance costs of $16.8 million and the unamortized debt discount of $1.6 million. We are also obligated to make interest payments at the applicable interest rates, as discussed in Note 8 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference. Based on the actual amounts outstanding under our revolving secured line of credit, our Warehouse facilities, and our senior notes as of December 31, 2016, the forecasted amounts outstanding on all other debt and the actual interest rates in effect as of December 31, 2016, interest is expected to be approximately $75.5 million during 2017; $59.2 million during 2018; and $132.0 million during 2019 and thereafter.

(2) We have contractual obligations to pay Dealer Holdback to our Dealers. Payments of Dealer Holdback are contingent upon the receipt of consumer payments and the repayment of advances. The amounts presented represent our forecast as of December 31, 2016.

(3) Purchase obligations consist primarily of contractual obligations related to our information system and facility needs.

(4) Other future obligations included in the above table consist solely of reserves for uncertain tax positions. Payments are contingent upon examination and would occur in the periods in which the uncertain tax positions are settled.

Based upon anticipated cash flows, management believes that cash flows from operations and its various financing alternatives will provide sufficient financing for debt maturities and for future operations. Our ability to borrow funds may be impacted by economic and financial market conditions. If the various financing alternatives were to become limited or unavailable to us, our operations and liquidity could be materially and adversely affected.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Market Risk

We are exposed primarily to market risks associated with movements in interest rates. Our policies and procedures prohibit the use of financial instruments for speculative purposes. A discussion of our accounting policies for derivative instruments is included in Note 2 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

Interest Rate Risk. We rely on various sources of financing, some of which contain floating rates of interest and expose us to risks associated with increases in interest rates. We manage such risk primarily by entering into interest rate cap agreements.

As of December 31, 2016, we did not have a balance outstanding on our revolving secured line of credit, which does not have interest rate protection.

As of December 31, 2016, we had interest rate cap agreements outstanding to manage the interest rate risk on Warehouse Facility II and Warehouse Facility V. However, as of December 31, 2016, there was no floating debt outstanding under either facility.

As of December 31, 2016, we had $12.0 million in floating rate debt outstanding under Warehouse Facility IV covered by an interest rate cap with a cap rate of 5.50% on the underlying benchmark rate. Based on the difference between the underlying benchmark rate on Warehouse Facility IV as of December 31, 2016 and the interest rate cap rate, the interest rate on Warehouse Facility IV could increase by a maximum of 4.73%. This maximum interest rate increase would reduce annual after-tax earnings by approximately $0.4 million, assuming we maintain a level amount of floating rate debt.

As of December 31, 2016, we did not have a balance outstanding under Warehouse Facility VI, which did not have interest rate protection.

As of December 31, 2016, we had $385.0 million in floating rate debt outstanding under Term ABS 2016-1 covered by an interest rate cap with a cap rate of 5.00% on the underlying benchmark rate. Based on the difference between the underlying benchmark rate on Term ABS 2016-1 as of December 31, 2016 and the interest rate cap rate, the interest rate on Term ABS 2016-1 could increase by a maximum of 4.30%. This maximum interest rate increase would reduce annual after-tax earnings by approximately $10.4 million, assuming we maintain a level amount of floating rate debt.

New Accounting Updates

See Note 2 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference, for information concerning the following new accounting updates and the impact of the implementation of these updates on our financial statements:

- Restricted Cash
- Measurement of Credit Losses on Financial Instruments
- Improvements to Employee Share-Based Payment Accounting
- Leases
- Revenue from Contracts with Customers
- Disclosures about Short-Duration Contracts
- Customer's Accounting for Fees Paid in a Cloud Computing Arrangement
- Simplifying the Presentation of Debt Issuance Costs
- Amendments to the Consolidation Analysis

Forward-Looking Statements

We make forward-looking statements in this report and may make such statements in future filings with the SEC. We may also make forward-looking statements in our press releases or other public or shareholder communications. Our forward-looking statements are subject to risks and uncertainties and include information about our expectations and possible or assumed future results of operations. When we use any of the words "may," "will," "should," "believe," "expect," "anticipate," "assume," "forecast," "estimate," "intend," "plan," “target” or similar expressions, we are making forward-looking statements.

We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all of our forward-looking statements. These forward-looking statements represent our outlook only as of the date of this report. While we believe that our forward-looking statements are reasonable, actual results could differ materially since the statements are based on our current expectations, which are subject to risks and uncertainties. Factors that might cause such a difference include, but are not limited to, the factors set forth under Item 1A of this Form 10-K, which is incorporated herein by reference, elsewhere in this report and the risks and uncertainties discussed in our other reports filed or furnished from time to time with the SEC.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information called for by Item 7A is incorporated herein by reference from the information in Item 7 under the caption "Market Risk" in this Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders of
Credit Acceptance Corporation

We have audited the accompanying consolidated balance sheets of Credit Acceptance Corporation (a Michigan corporation) and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Credit Acceptance Corporation and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 10, 2017 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Southfield, Michigan
February 10, 2017

CONSOLIDATED BALANCE SHEETS

(Dollars in millions, except per share data)	As of December 31, 2016	2015
ASSETS:		
Cash and cash equivalents	$14.6	$6.3
Restricted cash and cash equivalents	224.7	167.4
Restricted securities available for sale	45.3	48.3
Loans receivable (including $1.4 and $12.6 from affiliates as of December 31, 2016 and December 31, 2015, respectively)	4,207.0	3,345.1
Allowance for credit losses	(320.4)	(243.6)
Loans receivable, net	3,886.6	3,101.5
Property and equipment, net	18.2	18.9
Income taxes receivable	2.3	10.0
Other assets (1)	26.3	20.2
Total Assets	$4,218.0	$3,372.6
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Liabilities:		
Accounts payable and accrued liabilities	$143.9	$127.8
Revolving secured line of credit	—	57.7
Secured financing (1)	2,062.4	1,470.1
Senior notes (1)	541.3	540.0
Deferred income taxes, net	273.1	248.9
Income taxes payable	23.6	—
Total Liabilities	3,044.3	2,444.5
Commitments and Contingencies - See Note 16		
Shareholders' Equity:		
Preferred stock, $.01 par value, 1,000,000 shares authorized, none issued	—	—
Common stock, $.01 par value, 80,000,000 shares authorized, 19,877,381 and 20,132,972 shares issued and outstanding as of December 31, 2016 and December 31, 2015, respectively	0.2	0.2
Paid-in capital	131.7	100.8
Retained earnings	1,042.0	827.2
Accumulated other comprehensive loss	(0.2)	(0.1)
Total Shareholders' Equity	1,173.7	928.1
Total Liabilities and Shareholders' Equity	$4,218.0	$3,372.6

(1) Prior year amounts have been reclassified to reflect the adoption of Accounting Standards Update ("ASU") No. 2015-03, as amended by ASU No. 2015-15, which resulted in a reclassification of certain deferred debt issuance costs from other assets to secured financing and senior notes. For additional information see Note 2 and Note 8 to the consolidated financial statements.

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(Dollars in millions, except per share data)	For the Years Ended December 31,		
	2016	2015	2014
Revenue:			
Finance charges	$874.3	$ 730.5	$ 630.4
Premiums earned	43.0	48.2	52.3
Other income	51.9	46.6	40.8
Total revenue	969.2	825.3	723.5
Costs and expenses:			
Salaries and wages	126.5	116.4	100.2
General and administrative	48.2	37.8	34.3
Sales and marketing	49.4	45.9	36.8
Provision for credit losses	90.2	41.5	12.8
Interest	97.7	76.0	56.7
Provision for claims	26.0	33.2	40.0
Loss on extinguishment of debt	—	—	21.8
Total costs and expenses	438.0	350.8	302.6
Income before provision for income taxes	531.2	474.5	420.9
Provision for income taxes	198.4	174.8	154.7
Net income	$332.8	$ 299.7	$ 266.2
Net income per share:			
Basic	$16.37	$ 14.35	$ 11.96
Diluted	$16.31	$ 14.28	$ 11.92
Weighted average shares outstanding:			
Basic	20,331,769	20,891,695	22,257,104
Diluted	20,410,116	20,980,753	22,331,401

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Net income	$332.8	$299.7	$266.2
Other comprehensive income (loss), net of tax:			
Unrealized gain (loss) on securities, net of tax	(0.1)	—	0.1
Other comprehensive income (loss)	(0.1)	—	0.1
Comprehensive income	$332.7	$299.7	$266.3

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in millions)	Common Stock					
	Number	Amount	Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, January 1, 2014	22,943,078	$ 0.2	$63.2	$686.9	$ (0.2)	$ 750.1
Net income	—	—	—	266.2	—	266.2
Other comprehensive income (loss)	—	—	—	—	0.1	0.1
Stock-based compensation	—	—	15.3	—	—	15.3
Restricted stock awards, net of forfeitures	5,462	—	—	—	—	—
Repurchase of common stock	(2,686,744)	—	(4.0)	(339.7)	—	(343.7)
Restricted stock units converted to common stock	300,875	—	—	—	—	—
Stock options exercised	35,000	—	0.6	—	—	0.6
Tax benefits from stock-based compensation plans	—	—	13.6	—	—	13.6
Balance, December 31, 2014	20,597,671	0.2	88.7	613.4	(0.1)	702.2
Net income	—	—	—	299.7	—	299.7
Stock-based compensation	—	—	12.4	—	—	12.4
Restricted stock awards, net of forfeitures	4,024	—	—	—	—	—
Repurchase of common stock	(470,071)	—	(0.6)	(85.9)	—	(86.5)
Restricted stock units converted to common stock	1,348	—	—	—	—	—
Tax benefits from stock-based compensation plans	—	—	0.3	—	—	0.3
Balance, December 31, 2015	20,132,972	0.2	100.8	827.2	(0.1)	928.1
Net income	—	—	—	332.8	—	332.8
Other comprehensive income (loss)	—	—	—	—	(0.1)	(0.1)
Stock-based compensation	—	—	7.4	—	—	7.4
Restricted stock awards, net of forfeitures	6,643	—	—	—	—	—
Repurchase of common stock	(666,330)	—	(3.7)	(118.0)	—	(121.7)
Restricted stock units converted to common stock	404,096	—	—	—	—	—
Tax benefits from stock-based compensation plans	—	—	27.2	—	—	27.2
Balance, December 31, 2016	19,877,381	$ 0.2	$131.7	$1,042.0	$ (0.2)	$ 1,173.7

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Cash Flows From Operating Activities:			
Net income	$332.8	$299.7	$266.2
Adjustments to reconcile cash provided by operating activities:			
Provision for credit losses	90.2	41.5	12.8
Depreciation	6.1	5.7	5.5
Amortization	9.2	8.5	7.7
Loss on retirement of property and equipment	0.1	0.3	0.2
Provision for deferred income taxes	24.2	35.6	56.1
Loss on extinguishment of debt	—	—	21.8
Stock-based compensation	7.4	12.4	15.3
Change in operating assets and liabilities:			
Increase in accounts payable and accrued liabilities	11.8	13.0	0.6
Decrease (increase) in income taxes receivable	7.7	(8.6)	(0.3)
Increase (decrease) in income taxes payable	23.6	(2.9)	(17.0)
Increase in other assets	(5.9)	(1.0)	(3.7)
Net cash provided by operating activities	507.2	404.2	365.2
Cash Flows From Investing Activities:			
Increase in restricted cash and cash equivalents	(57.3)	(9.8)	(46.3)
Purchases of restricted securities available for sale	(39.1)	(34.1)	(65.4)
Proceeds from sale of restricted securities available for sale	35.9	34.4	15.9
Maturities of restricted securities available for sale	5.8	4.1	49.6
Principal collected on Loans receivable	1,955.8	1,739.6	1,540.0
Advances to Dealers	(1,881.3)	(1,795.1)	(1,471.4)
Purchases of Consumer Loans	(754.2)	(371.9)	(204.3)
Accelerated payments of Dealer Holdback	(53.6)	(52.6)	(41.7)
Payments of Dealer Holdback	(142.0)	(150.1)	(135.5)
Purchases of property and equipment	(5.5)	(4.0)	(4.3)
Net cash used in investing activities	(935.5)	(639.5)	(363.4)
Cash Flows From Financing Activities:			
Borrowings under revolving secured line of credit	1,615.4	1,657.0	2,796.2
Repayments under revolving secured line of credit	(1,673.1)	(1,718.8)	(2,779.5)
Proceeds from secured financing	2,169.3	1,247.0	1,754.7
Repayments of secured financing	(1,575.8)	(1,101.4)	(1,357.3)
Proceeds from issuance of senior notes	—	248.2	300.0
Repayment of senior notes	—	—	(350.0)
Payments of debt issuance costs and debt extinguishment costs	(9.0)	(11.0)	(30.4)
Repurchase of common stock	(121.7)	(86.5)	(343.7)
Proceeds from stock options exercised	—	—	0.6
Tax benefits from stock-based compensation plans	27.2	0.3	13.6
Other financing activities	4.3	0.4	(3.8)
Net cash provided by financing activities	436.6	235.2	0.4
Net increase (decrease) in cash and cash equivalents	8.3	(0.1)	2.2
Cash and cash equivalents, beginning of period	6.3	6.4	4.2
Cash and cash equivalents, end of period	$14.6	$6.3	$6.4
Supplemental Disclosure of Cash Flow Information:			

Cash paid during the period for interest	$88.0	$61.8	$55.2
Cash paid during the period for income taxes	$111.2	$146.9	$99.9

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS

Principal Business. Since 1972, Credit Acceptance Corporation (referred to as the “Company”, “Credit Acceptance”, “we”, “our” or “us”) has offered financing programs that enable automobile dealers to sell vehicles to consumers, regardless of their credit history. Our financing programs are offered through a nationwide network of automobile dealers who benefit from sales of vehicles to consumers who otherwise could not obtain financing; from repeat and referral sales generated by these same customers; and from sales to customers responding to advertisements for our financing programs, but who actually end up qualifying for traditional financing.

Without our financing programs, consumers are often unable to purchase vehicles or they purchase unreliable ones. Further, as we report to the three national credit reporting agencies, an important ancillary benefit of our programs is that we provide consumers with an opportunity to improve their lives by improving their credit score and move on to more traditional sources of financing.

We refer to automobile dealers who participate in our programs and who share our commitment to changing consumers’ lives as “Dealers”. Upon enrollment in our financing programs, the Dealer enters into a Dealer servicing agreement with us that defines the legal relationship between Credit Acceptance and the Dealer. The Dealer servicing agreement assigns the responsibilities for administering, servicing, and collecting the amounts due on retail installment contracts (referred to as “Consumer Loans”) from the Dealers to us. We are an indirect lender from a legal perspective, meaning the Consumer Loan is originated by the Dealer and assigned to us.

Substantially all of the Consumer Loans assigned to us are made to consumers with impaired or limited credit histories. The following table shows the percentage of Consumer Loans assigned to us with either FICO® scores below 650 or no FICO® scores:

	For the Years Ended December 31,		
Consumer Loan Assignment Volume	2016	2015	2014
Percentage of total unit volume with either FICO® scores below 650 or no FICO® scores	95.8%	96.1%	95.7%

We have two programs: the Portfolio Program and the Purchase Program. Under the Portfolio Program, we advance money to Dealers (referred to as a “Dealer Loan”) in exchange for the right to service the underlying Consumer Loans. Under the Purchase Program, we buy the Consumer Loans from the Dealers (referred to as a “Purchased Loan”) and keep all amounts collected from the consumer. Dealer Loans and Purchased Loans are collectively referred to as “Loans”. The following table shows the percentage of Consumer Loans assigned to us under each of the programs for each of the last three years:

	Unit Volume		Dollar Volume (1)	
For the Years Ended December 31,	Portfolio Program	Purchase Program	Portfolio Program	Purchase Program
2014	90.7%	9.3%	87.8%	12.2%
2015	87.4%	12.6%	82.8%	17.2%
2016	78.6%	21.4%	71.4%	28.6%

(1) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback (as defined below) and accelerated Dealer Holdback are not included.

Portfolio Program

As payment for the vehicle, the Dealer generally receives the following:

- a down payment from the consumer;
- a non-recourse cash payment (“advance”) from us; and
- after the advance has been recovered by us, the cash from payments made on the Consumer Loan, net of certain collection costs and our servicing fee (“Dealer Holdback”).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

We record the amount advanced to the Dealer as a Dealer Loan, which is classified within Loans receivable in our consolidated balance sheets. Cash advanced to the Dealer is automatically assigned to the Dealer's open pool of advances. We generally require Dealers to group advances into pools of at least 100 Consumer Loans. At the Dealer's option, a pool containing at least 100 Consumer Loans can be closed and subsequent advances assigned to a new pool. All advances within a Dealer's pool are secured by the future collections on the related Consumer Loans assigned to the pool. For Dealers with more than one pool, the pools are cross-collateralized so the performance of other pools is considered in determining eligibility for Dealer Holdback. We perfect our security interest in the Dealer Loans by taking possession of the Consumer Loans, which list us as lien holder on the vehicle title.

The Dealer servicing agreement provides that collections received by us during a calendar month on Consumer Loans assigned by a Dealer are applied on a pool-by-pool basis as follows:

- First, to reimburse us for certain collection costs;
- Second, to pay us our servicing fee, which generally equals 20% of collections;
- Third, to reduce the aggregate advance balance and to pay any other amounts due from the Dealer to us; and
- Fourth, to the Dealer as payment of Dealer Holdback.

If the collections on Consumer Loans from a Dealer's pool are not sufficient to repay the advance balance and any other amounts due to us, the Dealer will not receive Dealer Holdback.

Dealers have an opportunity to receive an accelerated Dealer Holdback payment each time 100 Consumer Loans have been assigned to us. The amount paid to the Dealer is calculated using a formula that considers the forecasted collections and the advance balance on the related Consumer Loans.

Since typically the combination of the advance and the consumer's down payment provides the Dealer with a cash profit at the time of sale, the Dealer's risk in the Consumer Loan is limited. We cannot demand repayment of the advance from the Dealer except in the event the Dealer is in default of the Dealer servicing agreement. Advances are made only after the consumer and Dealer have signed a Consumer Loan contract, we have received the executed Consumer Loan contract and supporting documentation in either physical or electronic form, and we have approved all of the related stipulations for funding. The Dealer can also opt to repurchase Consumer Loans that have been assigned to us under the Portfolio Program, at their discretion, for a fee.

For accounting purposes, the transactions described under the Portfolio Program are not considered to be loans to consumers. Instead, our accounting reflects that of a lender to the Dealer. The classification as a Dealer Loan for accounting purposes is primarily a result of (1) the Dealer's financial interest in the Consumer Loan and (2) certain elements of our legal relationship with the Dealer.

Purchase Program

The Purchase Program differs from our Portfolio Program in that the Dealer receives a one-time payment from us at the time of assignment to purchase the Consumer Loan instead of a cash advance at the time of assignment and future Dealer Holdback payments. For accounting purposes, the transactions described under the Purchase Program are considered to be originated by the Dealer and then purchased by us.

Program Enrollment

Dealers may enroll in our Portfolio Program by (1) paying an up-front, one-time fee of $9,850, or (2) agreeing to allow us to retain 50% of their first accelerated Dealer Holdback payment. Access to the Purchase Program is typically only granted to Dealers that meet one of the following:

- received first accelerated Dealer Holdback payment under the Portfolio Program;
- franchise dealership; or
- independent dealership that meets certain criteria upon enrollment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include our accounts and our wholly-owned subsidiaries. All significant intercompany transactions have been eliminated. Our primary subsidiaries as of December 31, 2016 are: Buyer's Vehicle Protection Plan, Inc. ("BVPP"), Vehicle Remarketing Services, Inc. ("VRS"), VSC Re Company ("VSC Re"), CAC Warehouse Funding Corp. II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, Credit Acceptance Funding LLC 2014-1, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Funding LLC 2015-1, Credit Acceptance Funding LLC 2015-2, Credit Acceptance Funding LLC 2016-1, Credit Acceptance Funding LLC 2016-2 and Credit Acceptance Funding LLC 2016-3.

Business Segment Information

We currently operate in one reportable segment which represents our core business of offering Dealers financing programs and related products and services that enable them to sell vehicles to consumers regardless of their credit history. For information regarding our one reportable segment and related entity wide disclosures, see Note 15 to the consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The accounts which are subject to significant estimation include the allowance for credit losses, finance charge revenue, premiums earned, stock-based compensation expense, contingencies, and uncertain tax positions. Actual results could materially differ from those estimates.

Cash and Cash Equivalents

Cash equivalents consist of readily marketable securities with original maturities at the date of acquisition of three months or less. As of December 31, 2016 and 2015, we had $14.3 million and $6.0 million, respectively, in cash and cash equivalents that were not insured by the Federal Deposit Insurance Corporation ("FDIC").

Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents consist of cash pledged as collateral for secured financings and cash held in a trust for future vehicle service contract claims. As of December 31, 2016 and 2015, we had $224.1 million and $165.1 million, respectively, in restricted cash and cash equivalents that were not insured by the FDIC.

Restricted Securities Available for Sale

Restricted securities available for sale consist of amounts held in a trust for future vehicle service contract claims. We determine the appropriate classification of our investments in debt securities at the time of purchase and reevaluate such determinations at each balance sheet date. Debt securities for which we do not have the intent or ability to hold to maturity are classified as available for sale, and stated at fair value with unrealized gains and losses, net of income taxes included in the determination of comprehensive income and reported as a component of shareholders' equity.

Loans Receivable and Allowance for Credit Losses

Consumer Loan Assignment. For legal purposes, a Consumer Loan is considered to have been assigned to us after the following has occurred:

- the consumer and Dealer have signed a Consumer Loan contract; and
- we have received the executed Consumer Loan contract and supporting documentation in either physical or electronic form.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

For accounting and financial reporting purposes, a Consumer Loan is considered to have been assigned to us after the following has occurred:

- the Consumer Loan has been legally assigned to us; and
- we have made a funding decision and generally have provided funding to the Dealer in the form of either an advance under the Portfolio Program or one-time purchase payment under the Purchase Program.

Portfolio Segments and Classes. We are considered to be a lender to our Dealers for Consumer Loans assigned under our Portfolio Program and a purchaser of Consumer Loans assigned under our Purchase Program. As a result, our Loan portfolio consists of two portfolio segments: Dealer Loans and Purchased Loans. Each portfolio segment is comprised of one class of Consumer Loan assignments, which is Consumer Loans originated by Dealers to finance purchases of vehicles and related ancillary products by consumers with impaired or limited credit histories.

Dealer Loans. Amounts advanced to Dealers for Consumer Loans assigned under the Portfolio Program are recorded as Dealer Loans and are aggregated by Dealer for purposes of recognizing revenue and evaluating impairment. We account for Dealer Loans based on forecasted cash flows instead of contractual cash flows as we do not expect to collect all of the contractually specified amounts due to the credit quality of the underlying Consumer Loans. The outstanding balance of each Dealer Loan included in Loans receivable is comprised of the following:

- the aggregate amount of all cash advances paid;
- finance charges;
- Dealer Holdback payments;
- accelerated Dealer Holdback payments; and
- recoveries.

Less:

- collections (net of certain collection costs); and
- write-offs.

An allowance for credit losses is maintained at an amount that reduces the net asset value (Dealer Loan balance less the allowance) to the value of forecasted future cash flows discounted at the yield established at the time of assignment. This allowance calculation is completed for each individual Dealer. Future cash flows are comprised of estimated future collections on the Consumer Loans, less any estimated Dealer Holdback payments. We write off Dealer Loans once there are no forecasted future cash flows on any of the associated Consumer Loans, which generally occurs 120 months after the last Consumer Loan assignment.

Future collections on Dealer Loans are forecasted for each individual Dealer based on the historical performance of Consumer Loans with similar characteristics, adjusted for recent trends in payment patterns. Dealer Holdback is forecasted for each individual Dealer based on the expected future collections and current advance balance of each Dealer Loan. Cash flows from any individual Dealer Loan are often different than estimated cash flows at the time of assignment. If such difference is favorable, the difference is recognized prospectively into income over the remaining life of the Dealer Loan through a yield adjustment. If such difference is unfavorable, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established. Because differences between estimated cash flows at the time of assignment and actual cash flows occur often, an allowance is required for a significant portion of our Dealer Loan portfolio. An allowance for credit losses does not necessarily indicate that a Dealer Loan is unprofitable, and seldom are cash flows from a Dealer Loan insufficient to repay the initial amounts advanced to the Dealer.

Purchased Loans. Amounts paid to Dealers for Consumer Loans assigned under the Purchase Program are recorded as Purchased Loans and are aggregated into pools based on the month of purchase for purposes of recognizing revenue and evaluating impairment. We account for Purchased Loans based on forecasted cash flows instead of contractual cash flows as we do not expect to collect all of the contractually specified amounts due to the credit quality of the assigned Consumer Loans. The outstanding balance of each Purchased Loan pool included in Loans receivable is comprised of the following:

- the aggregate amount of all amounts paid during the month of purchase to purchase Consumer Loans from Dealers;
- finance charges; and
- recoveries.

Less:
- collections (net of certain collection costs); and
- write-offs.

An allowance for credit losses is maintained at an amount that reduces the net asset value (Purchased Loan pool balance less the allowance) to the value of forecasted future cash flows discounted at the yield established at the time of assignment. This allowance calculation is completed for each individual monthly pool of Purchased Loans. Future cash flows are comprised of estimated future collections on the pool of Purchased Loans. We write off pools of Purchased Loans once there are no forecasted future cash flows on any of the Purchased Loans included in the pool, which generally occurs 120 months after the month of purchase.

Future collections on Purchased Loans are forecasted for each individual pool based on the historical performance of Consumer Loans with similar characteristics, adjusted for recent trends in payment patterns. Cash flows from any individual pool of Purchased Loans are often different than estimated cash flows at the time of assignment. If such difference is favorable, the difference is recognized prospectively into income over the remaining life of the pool of Purchased Loans through a yield adjustment. If such difference is unfavorable, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established.

Credit Quality. Substantially all of the Consumer Loans assigned to us are made to individuals with impaired or limited credit histories or higher debt-to-income ratios than are permitted by traditional lenders. Consumer Loans made to these individuals generally entail a higher risk of delinquency, default and repossession and higher losses than loans made to consumers with better credit. Since most of our revenue and cash flows are generated from these Consumer Loans, our ability to accurately forecast Consumer Loan performance is critical to our business and financial results. At the time the Consumer Loan is submitted to us for assignment, we forecast future expected cash flows from the Consumer Loan. Based on these forecasts, an advance or one-time purchase payment is made to the related Dealer at a price designed to maximize economic profit, a non-GAAP financial measure that considers our return on capital, our cost of capital and the amount of capital invested.

We monitor and evaluate the credit quality of Consumer Loans on a monthly basis by comparing our current forecasted collection rates to our initial expectations. We use a statistical model that considers a number of credit quality indicators to estimate the expected collection rate for each Consumer Loan at the time of assignment. The credit quality indicators considered in our model include attributes contained in the consumer's credit bureau report, data contained in the consumer's credit application, the structure of the proposed transaction, vehicle information and other factors. We continue to evaluate the expected collection rate of each Consumer Loan subsequent to assignment primarily through the monitoring of consumer payment behavior. Our evaluation becomes more accurate as the Consumer Loans age, as we use actual performance data in our forecast. Since all known, significant credit quality indicators have already been factored into our forecasts and pricing, we are not able to use any specific credit quality indicators to predict or explain variances in actual performance from our initial expectations. Any variances in performance from our initial expectations are the result of Consumer Loans performing differently than historical Consumer Loans with similar characteristics. We periodically adjust our statistical pricing model for new trends that we identify through our evaluation of these forecasted collection rate variances.

When overall forecasted collection rates underperform our initial expectations, the decline in forecasted collections has a more adverse impact on the profitability of the Purchased Loans than on the profitability of the Dealer Loans. For Purchased Loans, the decline in forecasted collections is absorbed entirely by us. For Dealer Loans, the decline in the forecasted collections is substantially offset by a decline in forecasted payments of Dealer Holdback.

Methodology Changes. During 2016, we enhanced our methodology for forecasting the amount and timing of future collections on Consumer Loans. During 2014, we enhanced our methodologies for forecasting the timing of future collections on Consumer Loans and the timing of future Dealer Holdback payments on Dealer Loans. For additional information regarding these methodology changes, see Note 5 to the consolidated financial statements. For the three year period ended December 31, 2016, we did not make any other methodology changes for Loans that had a material impact on our financial statements.

Property and Equipment

Purchases of property and equipment are recorded at cost. Depreciation is provided on a straight-line basis over the estimated useful life of the asset. Estimated useful lives are generally as follows: buildings – 40 years, building improvements – 10 years, data processing equipment – 3 years, software – 5 years, office furniture and equipment – 7 years, and leasehold improvements – the lesser of the lease term or 7 years. The cost of assets sold or retired and the related accumulated depreciation are removed from the balance sheet at the time of disposition and any resulting gain or loss is included in operations. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and improvements are capitalized. We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Costs incurred during the application development stage of software developed for internal use are capitalized and generally depreciated on a straight-line basis over five years. Costs incurred to maintain existing software are expensed as incurred. For additional information regarding our property and equipment, see Note 6 to the consolidated financial statements.

Deferred Debt Issuance Costs

Deferred debt issuance costs associated with secured financings and senior notes are included as a deduction from the carrying amount of the related debt liability, and deferred debt issuance costs associated with our revolving secured line of credit are included in other assets. Expenses associated with the issuance of debt instruments are capitalized and amortized as interest expense over the term of the debt instrument using the effective interest method for asset-backed secured financings (“Term ABS”) and senior notes and the straight-line method for lines of credit and revolving secured warehouse (“Warehouse”) facilities. For additional information regarding deferred debt issuance costs, see Note 8 to the consolidated financial statements.

Derivative Instruments

We rely on various sources of financing, some of which contain floating rates of interest and expose us to risks associated with increases in interest rates. We manage such risk primarily by entering into interest rate cap agreements (“derivative instruments”). These derivative instruments are not designated as hedges, and changes in their fair value increase or decrease interest expense.

We recognize derivative instruments as either other assets or accounts payable and accrued liabilities on our consolidated balance sheets. For additional information regarding our derivative instruments, see Note 9 to the consolidated financial statements.

Finance Charges

Finance charges is comprised of: (1) servicing fees earned as a result of servicing Consumer Loans assigned to us by Dealers under the Portfolio Program; (2) finance charge income from Purchased Loans; (3) fees earned from our third party ancillary product offerings; (4) monthly program fees charged to Dealers under the Portfolio Program; and (5) fees associated with certain Loans. We recognize finance charges under the interest method such that revenue is recognized on a level-yield basis based upon forecasted cash flows. For Dealer Loans only, certain direct origination costs such as salaries and credit reports are deferred and the net costs are recognized as an adjustment to finance charges over the life of the related Dealer Loan on a level-yield basis.

We provide Dealers the ability to offer vehicle service contracts to consumers through our relationships with Third Party Providers (“TPPs”). A vehicle service contract provides the consumer protection by paying for the repair or replacement of certain components of the vehicle in the event of a mechanical failure. The wholesale cost of the vehicle service contract is charged to the Dealer’s advance balance, and paid to the TPP, net of an administrative fee retained by us. We recognize our fee as part of finance charges on a level-yield basis based upon forecasted cash flows. The difference between the wholesale cost and the retail price to the consumer is paid to the Dealer as a commission. The commission is charged to the Dealer’s advance balance. TPPs process claims on vehicle service contracts that are underwritten by third party insurers. We bear the risk of loss for claims on certain vehicle service contracts that are reinsured by us. We market the vehicle service contracts directly to our Dealers.

We provide Dealers the ability to offer Guaranteed Asset Protection (“GAP”) to consumers through our relationships with TPPs. GAP provides the consumer protection by paying the difference between the loan balance and the amount covered by the consumer’s insurance policy in the event of a total loss of the vehicle due to severe damage or theft. The wholesale cost of GAP is charged to the Dealer’s advance balance, and paid to the TPP, net of an administrative fee retained by us. We recognize our fee as part of finance charges on a level-yield basis based upon forecasted cash flows. The difference between the wholesale cost and the retail price to the consumer is paid to the Dealer as a commission. The commission is charged to the Dealer’s advance balance. TPPs process claims on GAP contracts that are underwritten by third party insurers.

Program fees represent monthly fees charged to Dealers for access to our Credit Approval Processing System (“CAPS”); administration, servicing and collection services offered by us; documentation related to or affecting our program; and all tangible and intangible property owned by Credit Acceptance. We charge a monthly fee of $599 to Dealers participating in our Portfolio Program and we collect it from future Dealer Holdback payments. As a result, we record program fees under the Portfolio Program as a yield adjustment, recognizing these fees as finance charge revenue over the forecasted net cash flows of the Dealer Loan.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Reinsurance

VSC Re, our wholly-owned subsidiary, is engaged in the business of reinsuring coverage under vehicle service contracts sold to consumers by Dealers on vehicles financed by us. VSC Re currently reinsures vehicle service contracts that are offered through one of our TPPs. Vehicle service contract premiums, which represent the selling price of the vehicle service contract to the consumer, less fees and certain administrative costs, are contributed to a trust account controlled by VSC Re. These premiums are used to fund claims covered under the vehicle service contracts. VSC Re is a bankruptcy remote entity. As such, our exposure to fund claims is limited to the trust assets controlled by VSC Re and our net investment in VSC Re.

Premiums from the reinsurance of vehicle service contracts are recognized over the life of the policy in proportion to expected costs of servicing those contracts. Expected costs are determined based on our historical claims experience. Claims are expensed through a provision for claims in the period the claim was incurred. Capitalized acquisition costs are comprised of premium taxes and are amortized as general and administrative expense over the life of the contracts in proportion to premiums earned.

We have consolidated the trust assets within our financial statements based on our determination of the following:

- We have a variable interest in the trust. We have a residual interest in the assets of the trust, which is variable in nature, given that it increases or decreases based upon the actual loss experience of the related service contracts. In addition, VSC Re is required to absorb any losses in excess of the trust's assets.
- The trust is a variable interest entity. The trust has insufficient equity at risk as no parties to the trust were required to contribute assets that provide them with any ownership interest.
- We are the primary beneficiary of the trust. We control the amount of premium written and placed in the trust through Consumer Loan assignments under our Programs, which is the activity that most significantly impacts the economic performance of the trust. We have the right to receive benefits from the trust that could potentially be significant. In addition, VSC Re has the obligation to absorb losses of the trust that could potentially be significant.

Other Income

Other income consists of the following:

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Ancillary product profit sharing	$15.5	$11.9	$11.1
GPS-SID fees	13.5	16.4	12.8
Remarketing fees	9.2	6.9	6.2
Dealer enrollment fees	5.0	4.8	4.6
Dealer support products and services	4.7	4.9	4.6
Other	4.0	1.7	1.5
Total	$51.9	$46.6	$40.8

Ancillary product profit sharing consists of payments received from TPPs based upon the performance of vehicle service contracts and GAP contracts. Vehicle service contract profit sharing payments are received twice a year, if eligible, and are recognized as income over the life of the vehicle service contracts. GAP profit sharing payments are received once a year, if eligible, and are recognized as income over the life of the GAP contracts.

GPS-SID fees consist of fees we receive from TPPs for providing Dealers in certain states the ability to purchase GPS Starter Interrupt Devices ("GPS-SID"). Through this program, Dealers can install GPS-SID on vehicles financed by us that can be activated if the consumer fails to make payments on their account, and can result in the prompt repossession of the vehicle. Dealers purchase GPS-SID directly from TPPs and the TPPs pay us a vendor fee for each device sold. GPS-SID fee income is recognized when the unit is sold.

Remarketing fees consist of fees retained from the sale of repossessed vehicles by VRS, our wholly-owned subsidiary that is responsible for remarketing vehicles for Credit Acceptance. VRS coordinates vehicle repossessions with a nationwide network of repossession contractors, the redemption of the vehicle by the consumer, or the sale of the vehicle through a nationwide network of vehicle auctions. VRS recognizes income from the retained fees at the time of the sale and does not retain a fee if a repossessed vehicle is redeemed by the consumer prior to the sale.

Dealer enrollment fees include fees from Dealers that enroll in our Portfolio Program. Depending on the enrollment option selected by the Dealer, Dealers may have enrolled by paying us an upfront, one-time fee, or by agreeing to allow us to retain 50% of their first accelerated Dealer Holdback payment. For additional information regarding program enrollment, see Note 1 to the consolidated financial statements. A portion of the $9,850 upfront, one-time fee is considered to be Dealer support products and services revenue. The remaining portion of the $9,850 fee is considered to be a Dealer enrollment fee, which is amortized on a straight-line basis over the estimated life of the Dealer relationship. The 50% portion of the first accelerated Dealer Holdback payment is also considered to be a Dealer enrollment fee. We do not recognize any of this Dealer enrollment fee until the Dealer has met the eligibility requirements to receive an accelerated Dealer Holdback payment and the amount of the first payment, if any, has been calculated. Once the accelerated Dealer Holdback payment has been calculated, we defer the 50% portion that we keep and recognize it on a straight-line basis over the remaining estimated life of the Dealer relationship.

Dealer support products and services consist of income earned from products and services provided to Dealers to assist with their operations, including sales & marketing, purchasing supplies & materials and acquiring vehicle inventory. Income is recognized in the period the product or service is provided.

Stock-Based Compensation Plans

We have stock-based compensation plans for team members and non-employee directors, which are described more fully in Note 14 to the consolidated financial statements. We apply a fair-value-based measurement method in accounting for stock-based compensation plans and recognize stock-based compensation expense over the requisite service period of the grant as salaries and wages expense.

Employee Benefit Plan

We sponsor a 401(k) plan that covers substantially all of our team members. We offer matching contributions to the 401(k) plan based on each enrolled team members' eligible annual gross pay (subject to statutory limitations). Our matching contribution rate is equal to 100% of the first 1% participants contribute and an additional 50% of the next 5% participants contribute, for a maximum matching contribution of 3.5% of each participant's eligible annual gross pay. For the years ended December 31, 2016, 2015 and 2014, we recognized compensation expense of $3.6 million, $3.1 million, and $2.5 million, respectively, for our matching contributions to the plan.

Income Taxes

Provisions for federal, state and foreign income taxes are calculated on reported pre-tax earnings based on current tax law and also include, in the current period, the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provisions differ from the amounts currently receivable or payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes.

Deferred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax bases and are stated at enacted tax rates expected to be in effect when taxes are actually paid or recovered.

We follow a two-step approach for recognizing uncertain tax positions. First, we evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more-likely-than-not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, for positions that we determine are more-likely-than-not to be sustained, we recognize the tax benefit as the largest benefit that has a greater than 50% likelihood of being sustained. We establish a reserve for uncertain tax positions liability that is comprised of unrecognized tax benefits and related interest. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. We recognize interest and penalties related to uncertain tax positions in provision for income taxes. For additional information regarding our income taxes, see Note 11 to the consolidated financial statements.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expenses were $0.3 million for the years ended December 31, 2016, 2015 and 2014.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

New Accounting Updates Not Yet Adopted

Restricted Cash. In November 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-18, which amends Topic 230 (Statement of Cash Flows) and requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. ASU No. 2016-18 is intended to reduce diversity in practice in how restricted cash or restricted cash equivalents are presented and classified in the statement of cash flows. ASU No. 2016-18 is effective for fiscal years, and interim periods, beginning after December 15, 2017, with early adoption permitted. The standard requires application using a retrospective transition method. The adoption of ASU No. 2016-18 will change the presentation and classification of restricted cash and restricted cash equivalents in our consolidated statements of cash flows.

Measurement of Credit Losses on Financial Instruments. In June 2016, the FASB issued ASU No. 2016-13, which includes an impairment model (known as the current expected credit loss (CECL) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses. ASU No. 2016-13 is effective for fiscal years, and interim periods, beginning after December 15, 2019. Early application is permitted for fiscal years, and interim periods, beginning after December 15, 2018. While we continue to assess the impact of ASU No. 2016-13, based on our preliminary assessment, we believe the adoption will have a material impact on our consolidated financial statements and related disclosures.

Improvements to Employee Share-Based Payment Accounting. In March 2016, the FASB issued ASU No. 2016-09, which simplifies the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. ASU No. 2016-09 is effective for fiscal years, and interim periods, beginning after December 15, 2016. Early application is permitted, but we have not yet adopted ASU No. 2016-09. We are currently assessing the impact the adoption of ASU No. 2016-09 will have on our consolidated financial statements and related disclosures. The adoption of ASU No. 2016-09 on January 1, 2017 will change how we recognize tax benefits from stock-based compensation plans in our consolidated financial statements.

Leases. In February 2016, the FASB issued ASU No. 2016-02, which requires lessees to recognize a right-of-use asset and related lease liability for leases classified as operating leases at the commencement date that have lease terms of more than 12 months. This ASU retains the classification distinction between finance leases and operating leases. ASU No. 2016-02 is effective for fiscal years, and interim periods, beginning after December 15, 2018. Early application is permitted, but we have not yet adopted ASU No. 2016-02. We are currently assessing the impact the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures.

Revenue from Contracts with Customers. In May 2014, the FASB issued ASU No. 2014-09, which supersedes the revenue recognition requirements Topic 605 (Revenue Recognition), and most industry-specific guidance. ASU No. 2014-09 is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU No. 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU No. 2014-09 permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). In August 2015, the FASB issued ASU No. 2015-14 to defer the effective date of ASU No. 2014-09 by one year to fiscal years beginning after December 15, 2017. ASU No. 2015-14 also permits early adoption of ASU No. 2014-09, but not before the original effective date, which was for fiscal years beginning after December 15, 2016. We currently anticipate adopting ASU 2014-09, as amended by ASU No. 2015-14, using the modified retrospective method and do not believe the adoption will have a material impact on the timing of our revenue recognition as it is not applicable to our finance charges and premiums earned sources of revenue. We are currently evaluating the effect that ASU 2014-09, as amended by ASU No. 2015-14, will have on our other income source of revenue.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

New Accounting Updates Adopted During the Current Year

Disclosures about Short-Duration Contracts. In May 2015, the FASB issued ASU No. 2015-09, which amends Topic 944 (Financial Services - Insurance) and enhances disclosures for short-duration insurance contracts. ASU No. 2015-09 is intended to increase transparency regarding significant estimates made in measuring liabilities for unpaid claims and claim adjustment expenses. It does not otherwise change the accounting for short-duration insurance contracts. ASU No. 2015-09 is effective for fiscal years beginning after December 15, 2015, and interim periods within annual periods beginning after December 15, 2016, with early adoption permitted. The adoption of ASU No. 2015-09 for the year ended December 31, 2016 expanded our disclosures related to the reinsurance of vehicle service contracts.

Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. In April 2015, the FASB issued ASU No. 2015-05 which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance will not change the customer's accounting for service contracts. ASU No. 2015-05 is effective for fiscal years, and interim periods, beginning after December 15, 2015 with early adoption permitted. The adoption of ASU No. 2015-05 on January 1, 2016 did not have a material impact on our consolidated financial statements and related disclosures.

Simplifying the Presentation of Debt Issuance Costs. In April 2015, the FASB issued ASU No. 2015-03, which amends Topic 835 (Interest) and requires the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability instead of a deferred charge. In August 2015, the FASB issued ASU No. 2015-15, which amends Subtopic 835-30 (Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements) and states that the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU Nos. 2015-03 and 2015-15 are effective for fiscal years, and interim periods, beginning after December 15, 2015, with early adoption permitted. The adoption of ASU No. 2015-03, as amended by ASU No. 2015-15, on January 1, 2016 resulted in a reclassification of deferred debt issuance costs as of December 31, 2015, from other assets ($16.8 million) to secured financing ($8.5 million) and senior notes ($8.3 million), in our consolidated balance sheets.

Amendments to the Consolidation Analysis. In February 2015, the FASB issued ASU No. 2015-02, which amends Topic 810 (Consolidation) and requires an entity to evaluate whether it should consolidate certain legal entities. ASU No. 2015-02 is effective for fiscal years, and interim periods, beginning after December 15, 2015 with early adoption permitted. The adoption of ASU No. 2015-02 on January 1, 2016 did not have a material impact on our consolidated financial statements and related disclosures.

Reclassification

On January 1, 2016, we adopted ASU No. 2015-03, as amended by ASU No. 2015-15, which resulted in a reclassification of certain deferred debt issuance costs as of December 31, 2015, from other assets ($16.8 million) to secured financing ($8.5 million) and senior notes ($8.3 million), in our consolidated balance sheets. For additional information, see Note 8 to the consolidated financial statements.

Subsequent Events

We have evaluated events and transactions occurring subsequent to the consolidated balance sheet date of December 31, 2016 for items that could potentially be recognized or disclosed in these financial statements. We did not identify any items which would require disclosure in or adjustment to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

3. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate their value.

Cash and Cash Equivalents and Restricted Cash and Cash Equivalents. The carrying amounts approximate their fair value due to the short maturity of these instruments.

Restricted Securities Available for Sale. The fair value of U.S. Government and agency securities and corporate bonds is based on quoted market values in active markets. For asset-backed securities and mortgage-backed securities we use model-based valuation techniques for which all significant assumptions are observable in the market.

Loans Receivable, net. The fair value is determined by calculating the present value of future net cash flows estimated by us utilizing a discount rate comparable with the rate used to calculate our allowance for credit losses.

Revolving Secured Line of Credit. The fair value is determined by calculating the present value of the debt instrument based on current rates for debt with a similar risk profile and maturity.

Secured Financing. The fair value of our Term ABS financings is determined using quoted market prices, however, these instruments trade in a market with a low trading volume. For our warehouse facilities, the fair values are determined by calculating the present value of each debt instrument based on current rates for debt with similar risk profiles and maturities.

Senior Notes. The fair value is determined using quoted market prices in an active market.

A comparison of the carrying amount and estimated fair value of these financial instruments is as follows:

(In millions)	As of December 31,			
	2016		2015	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets				
Cash and cash equivalents	$14.6	$ 14.6	$6.3	$ 6.3
Restricted cash and cash equivalents	224.7	224.7	167.4	167.4
Restricted securities available for sale	45.3	45.3	48.3	48.3
Loans receivable, net	3,886.6	3,955.9	3,101.5	3,126.3
Liabilities				
Revolving secured line of credit	$—	$ —	$57.7	$ 57.7
Secured financing (1)	2,062.4	2,072.0	1,470.1	1,471.9
Senior notes (1)	541.3	560.5	540.0	549.6

(1) Prior year carrying amounts have been reclassified to reflect the adoption of ASU 2015-03, as amended by ASU No. 2015-15, which resulted in a reclassification of certain deferred debt issuance costs from other assets to secured financing and senior notes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. We group assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1	Valuation is based upon quoted prices for identical instruments traded in active markets.
Level 2	Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
Level 3	Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates or assumptions that market participants would use in pricing the asset or liability.

The following table provides the level of measurement used to determine the fair value for each of our financial instruments:

(In millions)	As of December 31, 2016			
	Level 1	Level 2	Level 3	Total Fair Value
Assets				
Cash and cash equivalents	$14.6	$ —	$ —	$ 14.6
Restricted cash and cash equivalents	224.7	—	—	224.7
Restricted securities available for sale (1)	37.1	8.2	—	45.3
Loans receivable, net	—	—	3,955.9	3,955.9
Liabilities				
Revolving secured line of credit	$—	$ —	$ —	$ —
Secured financing	—	2,072.0	—	2,072.0
Senior notes	560.5	—	—	560.5

(In millions)	As of December 31, 2015			
	Level 1	Level 2	Level 3	Total Fair Value
Assets				
Cash and cash equivalents	$6.3	$ —	$ —	$ 6.3
Restricted cash and cash equivalents	167.4	—	—	167.4
Restricted securities available for sale (1)	38.7	9.6	—	48.3
Loans receivable, net	—	—	3,126.3	3,126.3
Liabilities				
Revolving secured line of credit	$—	$ 57.7	$ —	$ 57.7
Secured financing	—	1,471.9	—	1,471.9
Senior notes	549.6	—	—	549.6

(1) Measured and recorded at fair value on a recurring basis.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

4. RESTRICTED SECURITIES AVAILABLE FOR SALE

Restricted securities available for sale consist of the following:

(In millions)	As of December 31, 2016			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government and agency securities	$20.4	$ —	$ (0.1)	$ 20.3
Corporate bonds	16.9	0.1	(0.2)	16.8
Asset-backed securities	5.0	—	—	5.0
Mortgage-backed securities	3.2	—	—	3.2
Total restricted securities available for sale	$45.5	$ 0.1	$ (0.3)	$ 45.3

(In millions)	As of December 31, 2015			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government and agency securities	$21.8	$ —	$ (0.1)	$ 21.7
Corporate bonds	17.1	—	(0.1)	17.0
Asset-backed securities	5.5	—	—	5.5
Mortgage-backed securities	4.1	—	—	4.1
Total restricted securities available for sale	$48.5	$ —	$ (0.2)	$ 48.3

The fair value and gross unrealized losses for restricted securities available for sale, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

(In millions)	Securities Available for Sale with Gross Unrealized Losses as of December 31, 2016					
	Less than 12 Months		12 Months or More			
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Total Estimated Fair Value	Total Gross Unrealized Losses
U.S. Government and agency securities	$16.4	$ (0.1)	$ —	$ —	$ 16.4	$ (0.1)
Corporate bonds	11.8	(0.2)	—	—	11.8	(0.2)
Asset-backed securities	2.8	—	—	—	2.8	—
Mortgage-backed securities	2.4	—	—	—	2.4	—
Total restricted securities available for sale	$33.4	$ (0.3)	$ —	$ —	$ 33.4	$ (0.3)

(In millions)	Securities Available for Sale with Gross Unrealized Losses as of December 31, 2015					
	Less than 12 Months		12 Months or More			
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Total Estimated Fair Value	Total Gross Unrealized Losses
U.S. Government and agency securities	$16.0	$ (0.1)	$ 0.7	$ —	$ 16.7	$ (0.1)
Corporate bonds	12.6	(0.1)	1.7	—	14.3	(0.1)

Asset-backed securities	5.4	—	—	—	5.4	—
Mortgage-backed securities	3.1	—	—	—	3.1	—
Total restricted securities available for sale	$37.1	$ (0.2)	$ 2.4	$ —	$ 39.5	$ (0.2)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The cost and estimated fair values of debt securities by contractual maturity were as follows (securities with multiple maturity dates are classified in the period of final maturity). Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(In millions)	As of December 31,			
	2016		2015	
Contractual Maturity	Cost	Estimated Fair Value	Cost	Estimated Fair Value
Within one year	$1.6	$ 1.6	$2.6	$ 2.6
Over one year to five years	39.3	39.1	42.5	42.4
Over five years to ten years	2.2	2.2	0.5	0.5
Over ten years	2.4	2.4	2.9	2.8
Total restricted securities available for sale	$45.5	$ 45.3	$48.5	$ 48.3

5. LOANS RECEIVABLE

Loans receivable consists of the following:

(In millions)	As of December 31, 2016		
	Dealer Loans	Purchased Loans	Total
Loans receivable	$3,209.0	$ 998.0	$4,207.0
Allowance for credit losses	(309.3)	(11.1)	(320.4)
Loans receivable, net	$2,899.7	$ 986.9	$3,886.6

(In millions)	As of December 31, 2015		
	Dealer Loans	Purchased Loans	Total
Loans receivable	$2,823.4	$ 521.7	$3,345.1
Allowance for credit losses	(235.1)	(8.5)	(243.6)
Loans receivable, net	$2,588.3	$ 513.2	$3,101.5

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

A summary of changes in Loans receivable is as follows:

(In millions)	For the Year Ended December 31, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$2,823.4	$ 521.7	$3,345.1
New Consumer Loan assignments (1)	1,881.3	754.2	2,635.5
Principal collected on Loans receivable	(1,668.1)	(287.7)	(1,955.8)
Accelerated Dealer Holdback payments	53.6	—	53.6
Dealer Holdback payments	142.0	—	142.0
Transfers (2)	(10.1)	10.1	—
Write-offs	(14.4)	(0.4)	(14.8)
Recoveries (3)	1.3	0.1	1.4
Balance, end of period	$3,209.0	$ 998.0	$4,207.0

(In millions)	For the Year Ended December 31, 2015		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$2,389.8	$ 330.0	$2,719.8
New Consumer Loan assignments (1)	1,795.1	371.9	2,167.0
Principal collected on Loans receivable	(1,548.8)	(190.8)	(1,739.6)
Accelerated Dealer Holdback payments	52.6	—	52.6
Dealer Holdback payments	150.1	—	150.1
Transfers (2)	(10.6)	10.6	—
Write-offs	(6.4)	(0.2)	(6.6)
Recoveries (3)	1.6	0.2	1.8
Balance, end of period	$2,823.4	$ 521.7	$3,345.1

(In millions)	For the Year Ended December 31, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$2,155.5	$ 252.7	$2,408.2
New Consumer Loan assignments (1)	1,471.4	204.3	1,675.7
Principal collected on Loans receivable	(1,392.5)	(147.5)	(1,540.0)
Accelerated Dealer Holdback payments	41.7	—	41.7
Dealer Holdback payments	135.5	—	135.5
Transfers (2)	(20.5)	20.5	—
Write-offs	(3.1)	(0.1)	(3.2)
Recoveries (3)	1.8	0.1	1.9
Balance, end of period	$2,389.8	$ 330.0	$2,719.8

(1) The Dealer Loans amount represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program. The Purchased Loans amount represents one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.

(2)

Under our Portfolio Program, certain events may result in Dealers forfeiting their rights to Dealer Holdback. We transfer the Dealer's outstanding Dealer Loan balance to Purchased Loans in the period this forfeiture occurs.

(3) Represents collections received on previously written off Loans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Contractual net cash flows are comprised of the contractual repayments of the underlying Consumer Loans for Dealer and Purchased Loans, less the related Dealer Holdback payments for Dealer Loans. The difference between the contractual net cash flows and the expected net cash flows is referred to as the nonaccretable difference. This difference is neither accreted into income nor recorded in our balance sheets. We do not believe that the contractual net cash flows of our Loan portfolio are relevant in assessing our financial position. We are contractually owed repayments on many Consumer Loans, primarily those older than 120 months, where we are not forecasting any future net cash flows.

The excess of expected net cash flows over the outstanding balance of Loans receivable, net is referred to as the accretable yield and is recognized on a level-yield basis as finance charge income over the remaining lives of the Loans. A summary of changes in the accretable yield is as follows:

(In millions)	For the Year Ended December 31, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$874.2	$ 198.6	$1,072.8
New Consumer Loan assignments (1)	782.6	284.7	1,067.3
Accretion (2)	(723.8)	(159.5)	(883.3)
Provision for credit losses	87.3	2.9	90.2
Forecast changes	(35.4)	15.3	(20.1)
Transfers (3)	(2.3)	6.1	3.8
Balance, end of period	$982.6	$ 348.1	$1,330.7

(In millions)	For the Year Ended December 31, 2015		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$725.2	$ 136.5	$861.7
New Consumer Loan assignments (1)	743.7	138.4	882.1
Accretion (2)	(637.2)	(102.7)	(739.9)
Provision for credit losses	41.8	(0.3)	41.5
Forecast changes	3.6	20.3	23.9
Transfers (3)	(2.9)	6.4	3.5
Balance, end of period	$874.2	$ 198.6	$1,072.8

(In millions)	For the Year Ended December 31, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$667.5	$ 112.8	$780.3
New Consumer Loan assignments (1)	593.8	77.2	671.0
Accretion (2)	(562.8)	(77.6)	(640.4)
Provision for credit losses	13.7	(0.9)	12.8
Forecast changes	19.4	13.6	33.0
Transfers (3)	(6.4)	11.4	5.0
Balance, end of period	$725.2	$ 136.5	$861.7

(1) The Dealer Loans amount represents the net cash flows expected at the time of assignment on Consumer Loans assigned under our Portfolio Program, less the related advances paid to Dealers. The Purchased Loans amount represents the net cash flows expected at the time of assignment on Consumer Loans assigned under our Purchase Program, less the related one-time payments made to Dealers.

(2) Represents finance charges excluding the amortization of deferred direct origination costs for Dealer Loans.

(3) Under our Portfolio Program, certain events may result in Dealers forfeiting their rights to Dealer Holdback. We transfer the Dealer's outstanding Dealer Loan balance and related expected future net cash flows to Purchased Loans in the period this forfeiture occurs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Additional information related to new Consumer Loan assignments is as follows:

(In millions)	For the Year Ended December 31, 2016		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	$2,997.0	$1,553.2	$4,550.2
Expected net cash flows at the time of assignment (2)	2,663.9	1,038.9	3,702.8
Fair value at the time of assignment (3)	1,881.3	754.2	2,635.5

(In millions)	For the Year Ended December 31, 2015		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	$2,821.4	$741.1	$3,562.5
Expected net cash flows at the time of assignment (2)	2,538.8	510.3	3,049.1
Fair value at the time of assignment (3)	1,795.1	371.9	2,167.0

(In millions)	For the Year Ended December 31, 2014		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	$2,251.4	$394.7	$2,646.1
Expected net cash flows at the time of assignment (2)	2,065.2	281.5	2,346.7
Fair value at the time of assignment (3)	1,471.4	204.3	1,675.7

(1) The Dealer Loans amount represents the repayments that we were contractually owed at the time of assignment on Consumer Loans assigned under our Portfolio Program, less the related Dealer Holdback payments that we would be required to make if we collected all of the contractual repayments. The Purchased Loans amount represents the repayments that we were contractually owed at the time of assignment on Consumer Loans assigned under our Purchase Program.

(2) The Dealer Loans amount represents the repayments that we expected to collect at the time of assignment on Consumer Loans assigned under our Portfolio Program, less the related Dealer Holdback payments that we expected to make. The Purchased Loans amount represents the repayments that we expected to collect at the time of assignment on Consumer Loans assigned under our Purchase Program.

(3) The Dealer Loans amount represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program. The Purchased Loans amount represents one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Credit Quality

We monitor and evaluate the credit quality of Consumer Loans assigned under our Portfolio and Purchase Programs on a monthly basis by comparing our current forecasted collection rates to our initial expectations. For additional information regarding credit quality, see Note 2 to the consolidated financial statements. The following table compares our forecast of Consumer Loan collection rates as of December 31, 2016, with the forecasts as of December 31, 2015, as of December 31, 2014, and at the time of assignment, segmented by year of assignment:

Consumer Loan Assignment Year	Forecasted Collection Percentage as of (1)				Current Forecast Variance from		
	December 31, 2016	December 31, 2015	December 31, 2014	Initial Forecast	December 31, 2015	December 31, 2014	Initial Forecast
2007	68.2 %	68.1 %	68.0 %	70.7 %	0.1 %	0.2 %	-2.5 %
2008	70.4 %	70.3 %	70.3 %	69.7 %	0.1 %	0.1 %	0.7 %
2009	79.4 %	79.4 %	79.4 %	71.9 %	0.0 %	0.0 %	7.5 %
2010	77.6 %	77.4 %	77.2 %	73.6 %	0.2 %	0.4 %	4.0 %
2011	74.7 %	74.2 %	74.0 %	72.5 %	0.5 %	0.7 %	2.2 %
2012	73.7 %	73.2 %	73.4 %	71.4 %	0.5 %	0.3 %	2.3 %
2013	73.4 %	73.4 %	73.7 %	72.0 %	0.0 %	-0.3 %	1.4 %
2014	71.8 %	72.6 %	72.6 %	71.8 %	-0.8 %	-0.8 %	0.0 %
2015	66.1 %	67.8 %	—	67.7 %	-1.7 %	—	-1.6 %
2016	65.1 %	—	—	65.4 %	—	—	-0.3 %

(1) Represents the total forecasted collections we expect to collect on the Consumer Loans as a percentage of the repayments that we were contractually owed on the Consumer Loans at the time of assignment. Contractual repayments include both principal and interest. Forecasted collection rates are negatively impacted by canceled Consumer Loans as the contractual amount owed is not removed from the denominator for purposes of computing forecasted collection rates in the table.

Consumer Loans assigned in 2009 through 2013 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2007 and 2015 have yielded forecasted collection results materially worse than our initial estimates. For Consumer Loans assigned in 2008, 2014 and 2016, actual results have been very close to our initial estimates.

For the year ended December 31, 2016, forecasted collection rates improved for Consumer Loans assigned in 2010 through 2012, declined for Consumer Loans assigned in 2014 and 2015 and were generally consistent with expectations at the start of the period for all other assignment years presented.

For the year ended December 31, 2015, forecasted collection rates improved for Consumer Loans assigned in 2010 and 2011, declined for Consumers Loans assigned in 2012 and 2013 and were generally consistent with expectations at the start of the period for all other assignment years presented.

During the fourth quarter of 2016, we enhanced our methodology for forecasting the amount and timing of future collections on Consumer Loans through the utilization of more recent data and new forecast variables. Implementation of the enhanced forecasting methodology as of October 31, 2016:

- decreased the forecasted collection rates for Consumer Loans assigned in 2015 and 2016 and increased the forecasted collection rates for Consumer Loans assigned in 2011 through 2013;

- reduced forecasted net cash flows by $1.8 million, all of which related to Dealer Loans; and
- did not have a material impact on provision for credit losses or net income.

During the fourth quarter of 2014, we enhanced our methodologies for forecasting the timing of future collections on Consumer Loans and the timing of future Dealer Holdback payments on Dealer Loans through the utilization of more recent data, different segmentations and new forecast variables. Implementation of the enhanced forecasting methodologies decreased provision for credit losses in 2014 by $2.9 million, all of which related to Dealer Loans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The initial forecast for Consumer Loans assigned in 2016 was lower than the initial forecast for Consumer Loans assigned in 2015, which reflects a change in the mix of Consumer Loan assignments received in 2016.

Advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program are aggregated into pools for purposes of recognizing revenue and evaluating impairment. As a result of this aggregation, we are not able to segment the carrying amounts of the majority of our Loan portfolio by year of assignment. We are able to segment our Loan portfolio by the performance of the Loan pools. Performance considers both the amount and timing of expected net cash flows and is measured by comparing the balance of the Loan pool to the discounted value of the expected future net cash flows of each Loan pool using the yield established at the time of assignment. The following table segments our Loan portfolio by the performance of the Loan pools:

(In millions)	As of December 31, 2016					
	Loan Pool Performance Meets or Exceeds Initial Estimates			Loan Pool Performance Less than Initial Estimates		
	Dealer Loans	Purchased Loans	Total	Dealer Loans	Purchased Loans	Total
Loans receivable	$1,002.2	$ 705.8	$1,708.0	$2,206.8	$ 292.2	$2,499.0
Allowance for credit losses	—	—	—	(309.3)	(11.1)	(320.4)
Loans receivable, net	$1,002.2	$ 705.8	$1,708.0	$1,897.5	$ 281.1	$2,178.6

(In millions)	As of December 31, 2015					
	Loan Pool Performance Meets or Exceeds Initial Estimates			Loan Pool Performance Less than Initial Estimates		
	Dealer Loans	Purchased Loans	Total	Dealer Loans	Purchased Loans	Total
Loans receivable	$1,066.8	$ 478.1	$1,544.9	$1,756.6	$ 43.6	$1,800.2
Allowance for credit losses	—	—	—	(235.1)	(8.5)	(243.6)
Loans receivable, net	$1,066.8	$ 478.1	$1,544.9	$1,521.5	$ 35.1	$1,556.6

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

A summary of changes in the allowance for credit losses is as follows:

(In millions)	For the Year Ended December 31, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$235.1	$ 8.5	$243.6
Provision for credit losses	87.3	2.9	90.2
Write-offs	(14.4)	(0.4)	(14.8)
Recoveries (1)	1.3	0.1	1.4
Balance, end of period	$309.3	$ 11.1	$320.4

(In millions)	For the Year Ended December 31, 2015		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$198.1	$ 8.8	$206.9
Provision for credit losses	41.8	(0.3)	41.5
Write-offs	(6.4)	(0.2)	(6.6)
Recoveries (1)	1.6	0.2	1.8
Balance, end of period	$235.1	$ 8.5	$243.6

(In millions)	For the Year Ended December 31, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	$185.7	$ 9.7	$195.4
Provision for credit losses	13.7	(0.9)	12.8
Write-offs	(3.1)	(0.1)	(3.2)
Recoveries (1)	1.8	0.1	1.9
Balance, end of period	$198.1	$ 8.8	$206.9

(1) Represents collections received on previously written off Loans.

6. PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

(In millions)	As of December 31,	
	2016	2015
Land and land improvements	$2.5	$2.3
Building and improvements	14.5	14.6
Data processing equipment and software	29.5	28.2
Office furniture and equipment	3.9	3.9
Leasehold improvements	2.0	1.6
Total property and equipment	52.4	50.6
Less: Accumulated depreciation on property and equipment	(34.2)	(31.7)
Total property and equipment, net	$18.2	$18.9

Depreciation expense on property and equipment was $6.1 million, $5.7 million and $5.5 million for the years ended December 31, 2016, 2015 and 2014, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

7. REINSURANCE

A summary of reinsurance activity is as follows:

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Net assumed written premiums	$40.6	$45.0	$48.3
Net premiums earned	43.0	48.2	52.3
Provision for claims	26.0	33.2	40.0
Amortization of capitalized acquisition costs	1.1	1.2	1.3

The trust assets and related reinsurance liabilities are as follows:

(In millions)		As of December 31,	
	Balance Sheet location	2016	2015
Trust assets	Restricted cash and cash equivalents	$0.5	$0.8
Trust assets	Restricted securities available for sale	45.3	48.3
Unearned premium	Accounts payable and accrued liabilities	32.8	35.2
Claims reserve (1)	Accounts payable and accrued liabilities	1.0	1.2

(1) The claims reserve represents our liability for incurred-but-not-reported claims and is estimated based on historical claims experience.

The following tables present information about incurred and paid claims development for the five year period ended December 31, 2016:
(Dollars in millions)

	Cumulative Incurred Claims					As of December 31, 2016	
	As of December 31,						
Incident Year	2012	2013	2014	2015	2016	Claims Reserve	Cumulative Number of Reported Claims
2012	$34.7	$34.8	$34.9	$34.9	$34.9	$—	35,990
2013		40.6	40.8	40.8	40.8	—	40,210
2014			39.8	39.9	39.9	—	40,940
2015				33.1	33.4	—	33,150
2016					25.7	1.0	25,420
Total					$174.7	$1.0	175,710

(In millions)	Cumulative Paid Claims				
	As of December 31,				
Incident Year	2012	2013	2014	2015	2016
2012	$33.3	$34.8	$34.9	$34.9	$34.9
2013		38.9	40.8	40.8	40.8
2014			38.3	39.9	39.9
2015				31.9	33.4

2016	24.7
Total	$173.7

Average Annual Percentage Payout of Incurred Claims by Age

Claim Age (Years)	1	2	3	4	5
Payout Percentage	95.6%	4.3%	0.1%	—%	—%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

8. DEBT

Debt consists of the following:

(In millions)	As of December 31, 2016			
	Principal Outstanding	Unamortized Debt Issuance Costs	Unamortized Discount	Carrying Amount
Revolving secured line of credit (1)	$—	$ —	$ —	$—
Secured financing (2)	2,072.1	(9.7)	—	$2,062.4
Senior notes	550.0	(7.1)	(1.6)	$541.3
Total debt	$2,622.1	$ (16.8)	$ (1.6)	$2,603.7

(In millions)	As of December 31, 2015			
	Principal Outstanding	Unamortized Debt Issuance Costs	Unamortized Discount	Carrying Amount
Revolving secured line of credit (1)	$57.7	$ —	$ —	$57.7
Secured financing (2) (3)	1,478.6	(8.5)	—	$1,470.1
Senior notes (3)	550.0	(8.3)	(1.7)	$540.0
Total debt	$2,086.3	$ (16.8)	$ (1.7)	$2,067.8

(1) Excludes deferred debt issuance costs of $2.4 million and $2.2 million as of December 31, 2016 and December 31, 2015, respectively, which are included in other assets.

(2) Warehouse facilities and Term ABS financings.

(3) Prior year amounts have been reclassified to reflect the adoption of ASU 2015-03, as amended by ASU No. 2015-15, which resulted in a reclassification of certain deferred debt issuance costs from other assets to secured financing and senior notes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

General information for each of our financing transactions in place as of December 31, 2016 is as follows:
(Dollars in millions)

Financings	Wholly-owned Subsidiary	Maturity Date		Financing Amount	Interest Rate as of December 31, 2016
Revolving Secured Line of Credit	n/a	06/22/19		$ 310.0	At our option, either LIBOR plus 187.5 basis points or the prime rate plus 87.5 basis points
Warehouse Facility II (1)	CAC Warehouse Funding Corp. II	06/23/19	(2)	$ 400.0	LIBOR plus 225 basis points (3)
Warehouse Facility IV (1)	CAC Warehouse Funding LLC IV	04/30/18	(2)	$ 75.0	LIBOR plus 200 basis points (3)
Warehouse Facility V (1)	CAC Warehouse Funding LLC V	08/18/19	(4)	$ 100.0	LIBOR plus 225 basis points (3)
Warehouse Facility VI (1)	CAC Warehouse Funding LLC VI	09/30/18	(2)	$ 75.0	LIBOR plus 200 basis points
Term ABS 2014-1 (1)	Credit Acceptance Funding LLC 2014-1	04/15/16	(2)	$ 299.0	Fixed rate
Term ABS 2014-2 (1)	Credit Acceptance Funding LLC 2014-2	09/15/16	(2)	$ 349.0	Fixed rate
Term ABS 2015-1 (1)	Credit Acceptance Funding LLC 2015-1	01/16/17	(2)	$ 300.6	Fixed rate
Term ABS 2015-2 (1)	Credit Acceptance Funding LLC 2015-2	08/15/17	(2)	$ 300.2	Fixed rate
Term ABS 2016-1 (1)	Credit Acceptance Funding LLC 2016-1	02/15/18	(2)	$ 385.0	LIBOR plus 195 basis points (3)
Term ABS 2016-2 (1)	Credit Acceptance Funding LLC 2016-2	05/15/18	(2)	$ 350.2	Fixed rate
Term ABS 2016-3 (1)	Credit Acceptance Funding LLC 2016-3	10/15/18	(2)	$ 350.0	Fixed rate
2021 Senior Notes	n/a	02/15/21		$ 300.0	Fixed rate
2023 Senior Notes	n/a	03/15/23		$ 250.0	Fixed rate

(1) Financing made available only to a specified subsidiary of the Company.
(2) Represents the revolving maturity date. The outstanding balance will amortize after the revolving maturity date based on the cash flows of the pledged assets.
(3) Interest rate cap agreements are in place to limit the exposure to increasing interest rates.
(4) Represents the revolving maturity date. The outstanding balance will amortize after the revolving maturity date and any amounts remaining on August 18, 2021 will be due on that date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Additional information related to the amounts outstanding on each facility is as follows:

(In millions)	For the Years Ended December 31, 2016	2015
Revolving Secured Line of Credit		
Maximum outstanding principal balance	$186.4	$206.3
Average outstanding principal balance	30.8	39.1
Warehouse Facility II		
Maximum outstanding principal balance	$200.1	$200.8
Average outstanding principal balance	3.8	7.9
Warehouse Facility IV		
Maximum outstanding principal balance	$12.0	$35.0
Average outstanding principal balance	12.0	9.2
Warehouse Facility V		
Maximum outstanding principal balance	$100.0	$99.2
Average outstanding principal balance	1.6	12.2
Warehouse Facility VI		
Maximum outstanding principal balance	$49.9	$15.0
Average outstanding principal balance	3.3	1.5

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

(Dollars in millions)	As of December 31, 2016		2015	
Revolving Secured Line of Credit				
Principal balance outstanding	$—		$57.7	
Amount available for borrowing (1)	310.0		252.3	
Interest rate	—	%	2.30	%
Warehouse Facility II				
Principal balance outstanding	$—		$—	
Amount available for borrowing (1)	400.0		400.0	
Loans pledged as collateral	—		—	
Restricted cash and cash equivalents pledged as collateral	1.5		1.2	
Interest rate	—	%	—	%
Warehouse Facility IV				
Principal balance outstanding	$12.0		$12.0	
Amount available for borrowing (1)	63.0		63.0	
Loans pledged as collateral	23.0		24.5	
Restricted cash and cash equivalents pledged as collateral	0.9		0.9	
Interest rate	2.77	%	2.42	%
Warehouse Facility V				
Principal balance outstanding	$—		$—	
Amount available for borrowing (1)	100.0		100.0	
Loans pledged as collateral	—		—	
Restricted cash and cash equivalents pledged as collateral	1.0		1.0	
Interest rate	—	%	—	%
Warehouse Facility VI				
Principal balance outstanding	$—		$14.7	
Amount available for borrowing (1)	75.0		60.3	
Loans pledged as collateral	—		20.7	
Restricted cash and cash equivalents pledged as collateral	0.1		0.9	
Interest rate	—	%	2.24	%
Term ABS 2013-1				
Principal balance outstanding	$—		$39.6	
Loans pledged as collateral	—		144.5	
Restricted cash and cash equivalents pledged as collateral	—		14.6	
Interest rate	—	%	1.56	%
Term ABS 2013-2				
Principal balance outstanding	$—		$163.5	
Loans pledged as collateral	—		234.7	
Restricted cash and cash equivalents pledged as collateral	—		21.4	
Interest rate	—	%	1.71	%
Term ABS 2014-1				
Principal balance outstanding	$106.5		$299.0	
Loans pledged as collateral	307.2		366.4	
Restricted cash and cash equivalents pledged as collateral	28.3		31.9	
Interest rate	2.02	%	1.72	%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Term ABS 2014-2		
Principal balance outstanding	$267.6	$349.0
Loans pledged as collateral	413.9	430.5
Restricted cash and cash equivalents pledged as collateral	34.9	37.7
Interest rate	2.10 %	2.05 %
Term ABS 2015-1		
Principal balance outstanding	$300.6	$300.6
Loans pledged as collateral	374.5	372.4
Restricted cash and cash equivalents pledged as collateral	29.6	29.3
Interest rate	2.26 %	2.26 %
Term ABS 2015-2		
Principal balance outstanding	$300.2	$300.2
Loans pledged as collateral	372.6	390.4
Restricted cash and cash equivalents pledged as collateral	28.1	27.7
Interest rate	2.63 %	2.63 %
Term ABS 2016-1		
Principal balance outstanding	$385.0	$—
Loans pledged as collateral	474.0	—
Restricted cash and cash equivalents pledged as collateral	34.8	—
Interest rate	2.65 %	— %
Term ABS 2016-2		
Principal balance outstanding	$350.2	$—
Loans pledged as collateral	490.7	—
Restricted cash and cash equivalents pledged as collateral	34.4	—
Interest rate	2.83 %	— %
Term ABS 2016-3		
Principal balance outstanding	$350.0	$—
Loans pledged as collateral	489.6	—
Restricted cash and cash equivalents pledged as collateral	30.6	—
Interest rate	2.53 %	— %
2021 Senior Notes		
Principal balance outstanding	$300.0	$300.0
Interest rate	6.125 %	6.125 %
2023 Senior Notes		
Principal balance outstanding	$250.0	$250.0
Interest rate	7.375 %	7.375 %

(1) Availability may be limited by the amount of assets pledged as collateral.

Revolving Secured Line of Credit Facility

We have a $310.0 million revolving secured line of credit facility with a commercial bank syndicate. Borrowings under the revolving secured line of credit facility, including any letters of credit issued under the facility, are subject to a borrowing-base limitation. This limitation equals 80% of the net book value of Loans, less a hedging reserve (not exceeding $1.0 million), and the amount of other debt secured by the collateral which secures the revolving secured line of credit facility. Borrowings under the revolving secured line of credit facility agreement are secured by a lien on most of our assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Warehouse Facilities

We have four Warehouse facilities with total borrowing capacity of $650.0 million. Each of the facilities are with different institutional investors. Under each Warehouse facility, we can contribute Loans to our wholly-owned subsidiaries in return for cash and equity in each subsidiary. In turn, each subsidiary pledges the Loans as collateral to institutional investors to secure financing that will fund the cash portion of the purchase price of the Loans. The financing provided to each subsidiary under the applicable facility is limited to the lesser of 80% of the net book value of the contributed Loans plus the restricted cash and cash equivalents pledged as collateral on such Loans or the facility limit.

The financings create indebtedness for which the subsidiaries are liable and which is secured by all the assets of each subsidiary. Such indebtedness is non-recourse to us, even though we are consolidated for financial reporting purposes with the subsidiaries. Because the subsidiaries are organized as legal entities separate from us, their assets (including the contributed Loans) are not available to our creditors.

The subsidiaries pay us a monthly servicing fee equal to 6% of the collections received with respect to the contributed Loans. The fee is paid out of the collections. Except for the servicing fee and holdback payments due to Dealers, if a facility is amortizing, we do not have any rights in any portion of such collections until all outstanding principal, accrued and unpaid interest, fees and other related costs have been paid in full. If a facility is not amortizing, the applicable subsidiary may be entitled to retain a portion of such collections provided that the borrowing base requirements of the facility are satisfied.

Term ABS Financings

We have wholly-owned subsidiaries (the “Funding LLCs”) that have completed secured financing transactions with qualified institutional investors or lenders. In connection with these transactions, we contributed Loans on an arms-length basis to each Funding LLC for cash and the sole membership interest in that Funding LLC. In turn, each Funding LLC, other than that of Term ABS 2016-1, contributed the Loans to a respective trust that issued notes to qualified institutional investors. The Funding LLC for the Term ABS 2016-1 transaction pledged the Loans to institutional lenders. The Term ABS 2014-1, 2014-2, 2015-1, 2015-2, 2016-2 and 2016-3 transactions each consist of three classes of notes. The Class C Notes for Term ABS 2014-1 and 2014-2 do not bear interest and have been retained by us.

Each financing at the time of issuance has a specified revolving period during which we may be required, and are likely, to contribute additional Loans to each Funding LLC. If applicable, each Funding LLC will then contribute the Loans to their respective trust. At the end of the revolving period, the debt outstanding under each financing will begin to amortize.

The financings create indebtedness for which the trusts or Funding LLC are liable and which is secured by all the assets of each trust or Funding LLC. Such indebtedness is non-recourse to us, even though we are consolidated for financial reporting purposes with the trusts and the Funding LLCs. Because the Funding LLCs are organized as legal entities separate from us, their assets (including the contributed Loans) are not available to our creditors. We receive a monthly servicing fee on each financing equal to 6% of the collections received with respect to the contributed Loans. The fee is paid out of the collections. Except for the servicing fee and Dealer Holdback payments due to Dealers, if a facility is amortizing, we do not have any rights in any portion of such collections until all outstanding principal, accrued and unpaid interest, fees and other related costs have been paid in full. If a facility is not amortizing, the applicable subsidiary may be entitled to retain a portion of such collections provided that the borrowing base requirements of the facility are satisfied. However, in our capacity as servicer of the Loans, we do have a limited right to exercise a "clean-up call" option to purchase Loans from the Funding LLCs and/or the trusts under certain specified circumstances. For those Funding LLCs with a trust, when the trust's underlying indebtedness is paid in full, either through collections or through a prepayment of the indebtedness, the trust is to pay any remaining collections over to its Funding LLC as the sole beneficiary of the trust. For all Funding LLCs, after the indebtedness is paid in full, any remaining collections will ultimately be available to be distributed to us as the sole member of the respective Funding LLC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The table below sets forth certain additional details regarding the outstanding Term ABS Financings:
(Dollars in millions)

Term ABS Financings	Close Date	Net Book Value of Loans Contributed at Closing	24 Month Revolving Period
Term ABS 2014-1	April 16, 2014	$ 374.7	Through April 15, 2016
Term ABS 2014-2	September 25, 2014	437.6	Through September 15, 2016
Term ABS 2015-1	January 29, 2015	375.9	Through January 16, 2017
Term ABS 2015-2	August 20, 2015	375.5	Through August 15, 2017
Term ABS 2016-1	February 26, 2016	481.4	Through February 15, 2018
Term ABS 2016-2	May 12, 2016	437.8	Through May 15, 2018
Term ABS 2016-3	October 27, 2016	437.8	Through October 15, 2018

Senior Notes

On March 30, 2015, we issued $250.0 million aggregate principal amount of 7.375% senior notes due 2023 (the “2023 senior notes”). The 2023 senior notes were issued pursuant to an indenture, dated as of March 30, 2015, among the Company, as issuer, the Company’s subsidiaries Buyers Vehicle Protection Plan, Inc. and Vehicle Remarketing Services, Inc., as guarantors (collectively, the “Guarantors”), and U.S. Bank National Association, as trustee.

The 2023 senior notes mature on March 15, 2023 and bear interest at a rate of 7.375% per annum, computed on the basis of a 360-day year composed of twelve 30-day months and payable semi-annually on March 15 and September 15 of each year, beginning on September 15, 2015. The 2023 senior notes were issued at a price of 99.266% of their aggregate principal amount, resulting in gross proceeds of $248.2 million, and a yield to maturity of 7.5% per annum. We used the net proceeds from the offering of the notes for general corporate purposes, including repayment of outstanding borrowings under our revolving secured line of credit facility.

On January 22, 2014, we issued $300.0 million aggregate principal amount of 6.125% senior notes due 2021 (the “2021 senior notes”). The 2021 senior notes were issued pursuant to an indenture, dated as of January 22, 2014, among the Company, the Guarantors, and U.S. Bank National Association, as trustee.

The 2021 senior notes mature on February 15, 2021 and bear interest at a rate of 6.125% per annum, computed on the basis of a 360-day year composed of twelve 30-day months and payable semi-annually on February 15 and August 15 of each year, beginning on August 15, 2014. We used the net proceeds from the 2021 senior notes, together with borrowings under our revolving credit facilities, to redeem in full the $350.0 million aggregate principal amount of our 9.125% first priority senior secured notes due 2017 (the “2017 senior notes”) on February 21, 2014. During the first quarter of 2014, we recognized a pre-tax loss on extinguishment of debt of $21.8 million related to the redemption of the 2017 senior notes.

Both the 2021 senior notes and the 2023 senior notes (the "senior notes") are guaranteed on a senior basis by the Guarantors, which are also guarantors of obligations under our revolving secured line of credit facility. Other existing and future subsidiaries of ours may become guarantors of the senior notes in the future. The indentures for the senior notes provide for a guarantor of the senior notes to be released from its obligations under its guarantee of the senior notes under specified circumstances.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Principal Debt Maturities

The scheduled principal maturities of our debt as of December 31, 2016 are as follows:
(In millions)

Year	Revolving Secured Line of Credit Facility	Warehouse Facilities	Term ABS Financings (1)	Senior Notes	Total
2017	$ —	$ —	$ 749.6	$—	$749.6
2018	—	8.0	808.7	—	816.7
2019	—	4.0	501.8	—	505.8
2020	—	—	—	—	—
2021	—	—	—	300.0	300.0
Thereafter	—	—	—	250.0	250.0
Total	$ —	$ 12.0	$ 2,060.1	$550.0	$2,622.1

(1) The principal maturities of the Term ABS transactions are estimated based on forecasted collections.

Debt Covenants

As of December 31, 2016, we were in compliance with our covenants under the revolving secured line of credit facility, including those that require the maintenance of certain financial ratios and other financial conditions. These covenants require a minimum ratio of (1) our net earnings, adjusted for specified items, before income taxes, depreciation, amortization and fixed charges to (2) our fixed charges. These covenants also limit the maximum ratio of our funded debt less unrestricted cash and cash equivalents to tangible net worth. Additionally, we must maintain consolidated net income of not less than $1 for the two most recently ended fiscal quarters. Some of these covenants may indirectly limit the repurchase of common stock or payment of dividends on common stock.

Our Warehouse facilities and Term ABS financings also contain covenants that measure the performance of the contributed assets. As of December 31, 2016, we were in compliance with all such covenants. As of the end of the year, we were also in compliance with our covenants under the senior notes indentures.

9. DERIVATIVE AND HEDGING INSTRUMENTS

Interest Rate Caps. We utilize interest rate cap agreements to manage the interest rate risk on certain secured financings. The following tables provide the terms of our interest rate cap agreements that were in effect as of December 31, 2016 and 2015:
(Dollars in millions)
As of December 31, 2016

Facility Amount	Facility Name	Purpose	Start	End	Notional	Cap Interest Rate (1)
$400.0	Warehouse Facility II	Cap Floating Rate	06/2016	12/2017	$ 325.0	5.50 %
75.0	Warehouse Facility IV	Cap Floating Rate	03/2014	03/2017	18.8	5.50 %
		Cap Floating Rate	04/2016	04/2019	56.2	5.50 %

					75.0	
100.0	Warehouse Facility V	Cap Floating Rate	06/2015	07/2018	75.0	5.50 %
385.0	Term ABS 2016-1	Cap Floating Rate	04/2016	02/2019	385.0	5.00 %

(Dollars in millions)
As of December 31, 2015

Facility Amount	Facility Name	Purpose	Start	End	Notional	Cap Interest Rate (1)
$400.0	Warehouse Facility II	Cap Floating Rate	12/2014	06/2016	$ 325.0	5.50 %
75.0	Warehouse Facility IV	Cap Floating Rate	03/2014	03/2017	75.0	5.50 %
100.0	Warehouse Facility V	Cap Floating Rate	06/2015	07/2018	75.0	5.50 %

(1) Rate excludes the spread over the LIBOR rate.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The interest rate caps have not been designated as hedging instruments. As of December 31, 2016 and 2015, the interest rate caps had a fair value of less than $0.1 million as the capped rates were significantly above market rates.

Information related to the effect of derivative instruments not designated as hedging instruments on our consolidated statements of income for the years ended December 31, 2016, 2015 and 2014 is as follows:

(In millions) Derivatives Not Designated as Hedging Instruments	Location	Amount of (Loss)/ Gain Recognized in Income on Derivatives For the Years Ended December 31, 2016	2015	2014
Interest rate caps	Interest expense	$(0.1)	$ —	$(0.1)

10. RELATED PARTY TRANSACTIONS

In the normal course of our business, affiliated Dealers assign Consumer Loans to us under the Portfolio and Purchase Programs. Dealer Loans and Purchased Loans with affiliated Dealers are on the same terms as those with non-affiliated Dealers. Affiliated Dealers are comprised of Dealers owned or controlled by: (1) Donald Foss, our founder, significant shareholder and former Chairman of the Board; and (2) a member of Mr. Foss's immediate family.

Affiliated Dealer Loan balances were $1.4 million and $12.6 million as of December 31, 2016 and 2015, respectively. As of December 31, 2016 and 2015, affiliated Dealer Loan balances were 0.0% and 0.4%, respectively, of total consolidated Dealer Loan balances. A summary of related party Loan activity is as follows:

(Dollars in millions)	For the Years Ended December 31, 2016		2015		2014	
	Affiliated Dealer activity	% of consolidated	Affiliated Dealer activity	% of consolidated	Affiliated Dealer activity	% of consolidated
Dealer Loan revenue	$1.5	0.2 %	$2.5	0.4 %	$1.6	0.3 %
New Consumer Loan assignments (1)	8.9	0.3 %	5.9	0.3 %	4.2	0.3 %
Accelerated Dealer Holdback payments	0.2	0.4 %	0.2	0.4 %	0.1	0.2 %
Dealer Holdback payments	1.0	0.7 %	1.4	0.9 %	1.4	1.0 %

(1) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.

On June 7, 2016, Mr. Foss sold certain affiliated Dealers previously owned or controlled by him to a third party. As a result, we no longer consider these Dealers to be affiliated and accordingly, we have excluded these Dealers from the affiliated amounts reported above effective June 7, 2016.

On January 3, 2017, Mr. Foss retired as officer, director and employee of the Company and entered into a shareholder agreement with the Company. Under the shareholder agreement, Mr. Foss has agreed, until the final adjournment of the tenth annual meeting of shareholders held by the Company after the date of the shareholder agreement, to cause all shares of the Company beneficially owned by him or any of his affiliates or associates to be voted in accordance with the recommendation of the Company’s Board of Directors with respect to election and removal of directors, certain routine matters and any other proposal to be submitted to the Company’s shareholders with respect to any extraordinary transaction providing for the acquisition of all of the Company’s outstanding common stock. As a result, we will not consider the remaining Dealers owned or controlled by Mr. Foss or a member of Mr. Foss’s immediate family to be affiliated with us while Mr. Foss’s voting interests in the Company are subject to the voting restrictions under the shareholder agreement and accordingly, we will exclude these Dealers from the affiliated amounts reported in future periods effective January 3, 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

11. INCOME TAXES

The income tax provision consists of the following:

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Income before provision for income taxes:	$531.2	$474.5	$420.9
Current provision for income taxes:			
Federal	157.2	127.9	90.9
State	15.8	10.6	7.3
	173.0	138.5	98.2
Deferred provision for income taxes:			
Federal	22.4	33.7	52.0
State	1.8	1.9	4.1
	24.2	35.6	56.1
Interest and penalties expense:			
Interest	1.2	0.7	0.4
Penalties	—	—	—
	1.2	0.7	0.4
Provision for income taxes	$198.4	$174.8	$154.7

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities consist of the following:

(In millions)	As of December 31,	
	2016	2015
Deferred tax assets:		
Allowance for credit losses	$118.2	$89.8
Stock-based compensation	18.3	18.8
Deferred state net operating loss	6.5	5.1
Other, net	11.6	11.3
Total deferred tax assets	154.6	125.0
Deferred tax liabilities:		
Valuation of Loans receivable	417.8	364.2
Deferred Loan origination costs	2.5	2.5
Other, net	7.4	7.2
Total deferred tax liabilities	427.7	373.9
Net deferred tax liability	$273.1	$248.9

The deferred state net operating loss tax asset arising from the operating loss carry forward for state income tax purposes is expected to expire at various times beginning in 2023, if not utilized. We do not anticipate expiration of the net operating loss carry forwards prior to their utilization.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

A reconciliation of the U.S. federal statutory rate to our effective tax rate is as follows:

	For the Years Ended December 31,		
	2016	2015	2014
U.S. federal statutory rate	35.0%	35.0%	35.0%
State income taxes	2.0 %	1.6 %	1.7 %
Other	0.3 %	0.2 %	0.1 %
Effective tax rate	37.3%	36.8%	36.8%

The differences between the U.S. federal statutory rate and our effective tax rates for 2016, 2015 and 2014 are primarily due to state income taxes. The increases in the effective tax rates over the three year period were primarily due to higher effective tax rates in certain state tax jurisdictions.

The following table is a summary of changes in gross unrecognized tax benefits:

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Unrecognized tax benefits at January 1,	$21.8	$16.6	$13.2
Additions based on tax positions related to current year	8.2	7.4	5.5
Reductions for tax positions of prior years	—	—	(0.2)
Reductions as a result of a lapse of the statute of limitations	(2.3)	(2.2)	(1.9)
Unrecognized tax benefits at December 31,	$27.7	$21.8	$16.6

The total amount of gross unrecognized tax benefit that, if recognized, would favorably affect our effective income tax rate in future periods, was $27.7 million as of December 31, 2016. Accrued interest related to uncertain tax positions was $4.9 million and $3.8 million as of December 31, 2016 and 2015, respectively.

We are subject to income tax in federal and state jurisdictions. The IRS has completed their federal tax examinations for years prior to 2013. With respect to state jurisdictions, we are generally no longer subject to tax examinations on returns filed for years prior to 2009.

12. NET INCOME PER SHARE

Basic net income per share has been computed by dividing net income by the basic number of weighted average shares outstanding. Diluted net income per share has been computed by dividing net income by the diluted number of weighted average shares outstanding using the treasury stock method. The share effect is as follows:

	For the Years Ended December 31,		
	2016	2015	2014
Weighted average shares outstanding:			
Common shares	20,065,423	20,364,435	21,739,300
Vested restricted stock units	266,346	527,260	517,804
Basic number of weighted average shares outstanding	20,331,769	20,891,695	22,257,104
Dilutive effect of stock options	—	—	3,293
Dilutive effect of restricted stock and restricted stock units	78,347	89,058	71,004
Dilutive number of weighted average shares outstanding	20,410,116	20,980,753	22,331,401

For the years ended December 31, 2016, 2015 and 2014, there were no stock options, restricted stock or restricted stock units that would have been anti-dilutive.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

13. STOCK REPURCHASES

The following table summarizes our stock repurchases for the years ended December 31, 2016, 2015, and 2014:

(Dollars in millions)	For the Years Ended December 31,					
	2016		2015		2014	
Stock Repurchases	Number of Shares Repurchased	Cost	Number of Shares Repurchased	Cost	Number of Shares Repurchased	Cost
Open Market (1)	495,662	$88.5	464,006	$85.4	—	$—
Tender Offer (2)	—	—	—	—	2,548,868	325.3
Other (3)	170,668	33.2	6,065	1.1	137,876	18.4
Total	666,330	$121.7	470,071	$86.5	2,686,744	$343.7

(1) Represents repurchases under authorizations by the board of directors for the repurchase of shares by us from time to time in the open market or in privately negotiated transactions. On November 23, 2015, the board of directors authorized the repurchase of up to one million shares of our common stock in addition to the board's prior authorizations. As of December 31, 2016, we had authorization to repurchase 364,788 shares of our common stock.
(2) Tender offer cost amounts include transaction costs of $0.3 million for 2014.
(3) Represents shares of common stock released to us by team members as payment of tax withholdings due upon the vesting of restricted stock and restricted stock units.

14. STOCK-BASED COMPENSATION PLANS

Pursuant to our Amended and Restated Incentive Compensation Plan (the "Incentive Plan"), we can grant stock-based awards in the form of restricted stock, restricted stock units and stock options to team members, officers, directors, and contractors at any time prior to March 26, 2022. On March 26, 2012, our board of directors approved an amendment to our Incentive Plan, increasing the number of shares authorized for issuance by 500,000 shares, to 2.0 million shares. The shares available for future grants under the Incentive Plan totaled 235,663 as of December 31, 2016.

Restricted Stock

We grant performance-based and time-based shares of restricted stock to team members in accordance with our Incentive Plan. The grant-date fair value per share is estimated to equal the market price of our common stock on the date of grant. Based on the terms of individual restricted stock grant agreements, shares vest under one of the following methods:

- Over a period of 15 years, based on continuous employment and a combination of the cumulative improvement in our annual adjusted economic profit, a non-GAAP financial measure, and the attainment of annual adjusted economic profit targets.
- Over a period of three years, based on continuous employment.

A summary of the non-vested restricted stock activity under the Incentive Plan for the year ended December 31, 2016 is presented below:

Restricted Stock	Number of Shares	Weighted Average

		Grant-Date Fair Value Per Share
Non-vested as of December 31, 2015	182,311	$ 109.17
Granted	7,657	196.96
Vested	(20,408)	115.74
Forfeited	(1,014)	184.75
Non-vested as of December 31, 2016	168,546	$ 111.91

The grant-date weighted average fair value of shares granted in 2016, 2015 and 2014 was $196.96, $183.30, and $138.14, respectively. The total fair value of shares vested was $4.4 million in 2016, $2.6 million in 2015 and $1.9 million in 2014.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Restricted Stock Units

We grant performance-based restricted stock units to team members and directors in accordance with our Incentive Plan. The grant-date fair value per share is estimated to equal the market price of our common stock on the date of grant. Each restricted stock unit represents and has a value equal to one share of common stock. Based on the terms of individual restricted stock grant agreements, restricted stock unit vest under one of the following methods:

- Over a period of ten years, based on continuous employment and the cumulative improvement in our annual adjusted economic profit.
- Over a period of five years, based upon the compounded annual growth rate in our adjusted economic profit.
- Over a period of one to three years, based on continuous employment and the compounded annual growth rate in our adjusted EPS, a non-GAAP financial measure.

A summary of the restricted stock unit activity under the Incentive Plan for the year ended December 31, 2016, is presented below:

Restricted Stock Units	Number of Restricted Stock Units	Weighted Average Grant-Date Fair Value Per Share	Aggregate Intrinsic Value (2) (in millions)	Weighted Average Remaining Contractual Term (in years)
Outstanding as of December 31, 2015	859,419	$ 69.73		
Granted	500	181.04		
Converted	(404,096)	16.73		
Outstanding as of December 31, 2016 (1)	455,823	$ 101.75	$ 99.1	6.2
Vested as of December 31, 2016	220,360	$ 95.12	$ 47.9	4.3

(1) No RSUs outstanding at December 31, 2016 were convertible to shares of common stock.
(2) The intrinsic value of RSUs is measured by applying the closing stock price as of December 31, 2016 to the applicable number of units.

The grant-date weighted average fair value of RSUs granted in 2016, 2015 and 2014 was $181.04, $139.00, and $130.16, respectively. The total intrinsic value of RSUs converted to common stock during 2016, 2015 and 2014 was $78.7 million, $0.2 million, and $40.1 million, respectively.

Stock Options

Pursuant to our Director Stock Option Plan (the "Director Plan"), we had reserved 200,000 shares of our common stock for future granting of options to members of our Board of Directors. The exercise price of the options was no less than the fair market value on the date of the grant. Options expired ten years from the date of grant. The Director Plan was terminated as to future grants on May 13, 2004, with shareholder approval of the Incentive Plan. The Director Plan had no options outstanding since 2014 and the total intrinsic value of stock options exercised in 2014 was $5.1 million.

Stock-based compensation expense

Stock-based compensation expense consists of the following:

(In millions)	For the Years Ended December 31,		
	2016	2015	2014
Restricted stock	$2.8	$3.2	$3.3
Restricted stock units	4.6	9.2	12.0
Total	$7.4	$12.4	$15.3

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

While the stock-based awards are often expected to vest in equal, annual installments over the corresponding requisite service periods of the grants, the related stock-based compensation expense is not recognized on a straight-line basis over the same periods. Each installment is accounted for as a separate award and as a result, the fair value of each installment is recognized as stock-based compensation expense on a straight-line basis over the related expected vesting period. Assuming performance targets are achieved in the periods currently estimated, we expect to recognize the remaining expense for stock-based awards outstanding as of December 31, 2016 over a weighted average period of 2.7 years, as follows:
(In millions)

For the Years Ended December 31,	Restricted Stock Units	Restricted Stock	Total Projected Expense
2017	$ 2.5	$ 2.0	$ 4.5
2018	1.7	1.5	3.2
2019	1.1	1.2	2.3
2020	0.8	1.0	1.8
2021	0.4	0.9	1.3
Thereafter	0.1	2.5	2.6
Total	$ 6.6	$ 9.1	$ 15.7

15. BUSINESS SEGMENT AND OTHER INFORMATION

Business Segment Overview

We identify operating segments as components of our business for which separate financial information is regularly evaluated by the chief operating decision-maker ("CODM") in making decisions regarding resource allocation and assessing performance. We periodically review and redefine our segment reporting as internal management reporting practices evolve and the components of our business change. Currently, the CODM reviews consolidated financial statements and metrics to allocate resources and assess performance. Thus, we have determined that we operate in one reportable operating segment. The consolidated financial statements reflect the financial results of our one reportable operating segment.

Geographic Information

For the three years ended December 31, 2016, 2015 and 2014, all of our revenues were derived from the United States. As of December 31, 2016 and 2015, all of our long-lived assets were located in the United States.

Products and Services Information

Our primary product consists of offering automobile dealers financing programs that enable them to sell vehicles to consumers, regardless of their credit history, through our nationwide network of Dealers. We also provide Dealers the ability to offer or purchase ancillary products on vehicles financed by us.

Major Customer Information

We did not have any Dealers that provided 10% or more of our revenue during 2016, 2015, or 2014. Additionally, no single Dealer's Loans receivable balance accounted for more than 10% of total Loans receivable as of December 31, 2016 or 2015.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

16. COMMITMENTS AND CONTINGENCIES

Litigation and Other Legal Matters

In the normal course of business and as a result of the consumer-oriented nature of the industry in which we operate, we and other industry participants are frequently subject to various consumer claims, litigation and regulatory investigations seeking damages, fines and statutory penalties. The claims allege, among other theories of liability, violations of state, federal and foreign truth-in-lending, credit availability, credit reporting, consumer protection, warranty, debt collection, insurance and other consumer-oriented laws and regulations, including claims seeking damages for physical and mental damages relating to the repossession and sale of consumers' vehicles and other debt collection activities. As the assignee of Consumer Loans originated by Dealers, we may also be named as a co-defendant in lawsuits filed by consumers principally against Dealers. We may also have disputes and litigation with Dealers. The claims may allege, among other theories of liability, that we breached our Dealer servicing agreement. Many of these cases are filed as purported class actions and seek damages in large dollar amounts. Current actions to which we are a party include the following matters.

On November 7, 2016, we received a civil investigative demand from the Federal Trade Commission seeking information on the Company’s polices, practices and procedures in allowing car dealers to use GPS Starter Interrupters on consumer vehicles. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On March 18, 2016, we received a subpoena from the Attorney General of the State of Maryland, relating to the Company’s repossession and sale policies and procedures in the state of Maryland. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On February 19, 2016, we received a First Amended Complaint filed by Westlake Services d/b/a Westlake Financial Service and Nowcom Corporation, alleging that the Company has attempted to monopolize the indirect financing profit sharing program market in violation of Section 2 of the Sherman Act and seeking, among other things, injunctive relief and unspecified money damages, which, if awarded, would likely be trebled pursuant to the Sherman Act. The case was filed in the United States District Court, Central District of California, Western Division. On April 6, 2016, the Court dismissed the claims brought by Nowcom Corporation. We cannot predict the duration or outcome of this lawsuit at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this lawsuit. The Company intends to vigorously defend itself in this matter.

On September 18, 2015, we received a subpoena from the Attorney General of the State of New York, Civil Rights Bureau relating to the Company’s origination and collection of Consumer Loans in the state of New York. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On December 9, 2014, we received a civil investigative subpoena from the U.S. Department of Justice pursuant to the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 directing us to produce certain information relating to subprime automotive finance and related securitization activities. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On December 4, 2014, we received a civil investigative demand from the Office of the Attorney General of the Commonwealth of Massachusetts relating to the origination and collection of non-prime auto loans in Massachusetts. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

An adverse ultimate disposition in any action to which we are a party or otherwise subject could have a material adverse impact on our financial position, liquidity and results of operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONCLUDED)

Lease Commitments

We lease office space and office equipment. We expect that in the normal course of business, leases will be renewed or replaced by other leases. Total rental expense on all operating leases was $1.5 million for 2016, 2015 and 2014, respectively. Contingent rentals under the operating leases were insignificant. Our total minimum future lease commitments under operating leases as of December 31, 2016 are as follows:

(In millions)

Year	Minimum Future Lease Commitments
2017	$ 1.9
2018	1.3
2019	1.0
2020	1.0
2021	0.5
Total	$ 5.7

17. QUARTERLY FINANCIAL DATA (unaudited)

The following quarterly financial data for the years ended December 31, 2016 and 2015 has been prepared in accordance with GAAP:

(In millions, except per share data)	2016			
	Quarters Ended			
Income Statement Data	March 31	June 30	September 30	December 31
Revenue	$227.9	$238.5	$ 246.6	$ 256.2
Income before provision for income taxes	118.4	134.7	136.5	141.6
Net income	74.4	84.9	85.9	87.6
Net income per share (1):				
Basic	$3.64	$4.17	$ 4.22	$ 4.35
Diluted	$3.63	$4.17	$ 4.21	$ 4.33

(In millions, except per share data)	2015			
	Quarters Ended			
Income Statement Data	March 31	June 30	September 30	December 31
Revenue	$194.2	$203.1	$ 210.2	$ 217.8
Income before provision for income taxes	113.3	117.4	117.9	125.9
Net income	71.5	74.2	74.0	80.0
Net income per share (1):				
Basic	$3.42	$3.54	$ 3.53	$ 3.86
Diluted	$3.41	$3.54	$ 3.53	$ 3.84

(1) Basic and diluted net income per share are computed independently for each of the quarters presented. Therefore, the sum of quarterly basic and diluted per share information may not equal annual basic and diluted net income per share.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

(a) Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Internal Control Over Financial Reporting. There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting.

We are responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2016. In making this assessment, we used the criteria set forth in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment, we believe that as of December 31, 2016, our internal control over financial reporting is effective based on those criteria.

Our independent registered public accounting firm, Grant Thornton LLP, audited our internal control over financial reporting as of December 31, 2016 and their report dated February 10, 2017 expressed an unqualified opinion on our internal control over financial reporting and is included in this Item 9A.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders of
Credit Acceptance Corporation

We have audited the internal control over financial reporting of Credit Acceptance Corporation (a Michigan corporation) and subsidiaries (the “Company”) as of December 31, 2016, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 Internal Control-Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2016, and our report dated February 10, 2017 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Southfield, Michigan
February 10, 2017

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information is contained under the captions “Election of Directors” (excluding the “Report of the Audit Committee”) and “Section 16 (a) Beneficial Ownership Reporting Compliance” in our Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information is contained under the caption “Compensation of Executive Officers” (excluding the “Report of the Executive Compensation Committee”) in our Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information is contained under the caption “Common Stock Ownership of Certain Beneficial Owners and Management” in our Proxy Statement and is incorporated herein by reference.

Our Amended and Restated Incentive Compensation Plan (the “Incentive Plan”), which was approved by shareholders on May 17, 2012, provides for the granting of restricted stock, restricted stock units and stock options to team members, officers, and directors. As of December 31, 2016, there were no options issued or outstanding under the Incentive Plan.

The following table sets forth (1) the number of shares of common stock to be issued upon the exercise of outstanding options or restricted stock units, (2) the weighted average exercise price of outstanding options, if applicable, and (3) the number of shares remaining available for future issuance, as of December 31, 2016:

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options	Number of shares remaining available for future issuance under equity compensation plans (a)
Equity compensation plan approved by shareholders:			
Incentive Plan	455,823	—	235,663

(a) For additional information regarding our equity compensation plans, see Note 14 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information is contained under the caption “Certain Relationships and Transactions” and “Election of Directors – Meetings and Committees of the Board of Directors” in our Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information is contained under the caption "Independent Accountants" in our Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) The following consolidated financial statements of the Company and the Report of Independent Registered Public Accounting Firm are contained in Item 8 — Financial Statements and Supplementary Data of this Form 10-K, which is incorporated herein by reference.

Report of Independent Registered Public Accounting Firm

Consolidated Financial Statements:

— Consolidated Balance Sheets as of December 31, 2016 and 2015

— Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014

— Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014

— Consolidated Statements of Shareholders' Equity for the years ended December 31, 2016, 2015 and 2014

— Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

(3) The Exhibits filed in response to Item 601 of Regulation S-K are listed in the Exhibit Index, which is incorporated herein by reference.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CREDIT ACCEPTANCE CORPORATION

By:	/s/ BRETT A. ROBERTS Brett A. Roberts Chief Executive Officer (Principal Executive Officer)
Date:	February 10, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on February 10, 2017 on behalf of the registrant and in the capacities indicated.

Signature	Title
/s/ BRETT A. ROBERTS Brett A. Roberts	Chief Executive Officer and Director (Principal Executive Officer)
/s/ KENNETH S. BOOTH Kenneth S. Booth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ THOMAS N. TRYFOROS Thomas N. Tryforos	Lead Director
/s/ GLENDA J. FLANAGAN Glenda J. Flanagan	Director
/s/ SCOTT J. VASSALLUZZO Scott J. Vassalluzzo	Director

EXHIBIT INDEX

The following documents are filed as part of this report. Those exhibits previously filed and incorporated herein by reference are identified below. Exhibits not required for this report have been omitted. Unless otherwise noted, the Company's commission file number for all exhibits incorporated by reference herein is 000-20202.

Exhibit No.	Description
3.1	Articles of Incorporation, as amended July 1, 1997 (incorporated by reference to an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 1997)
3.2	Amended and Restated Bylaws of the Company, as amended February 24, 2005 (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
4.1	Fifth Amended and Restated Credit Agreement, dated as of June 17, 2011, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 22, 2011)
4.2	Loan and Security Agreement dated as of August 19, 2011 among the Company, CAC Warehouse Funding LLC IV, BMO Capital Markets Corp., Bank of Montreal and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 24, 2011)
4.3	Backup Servicing Agreement dated as of August 19, 2011 among the Company, CAC Warehouse Funding LLC IV, Wells Fargo Bank, National Association, Bank of Montreal and BMO Capital Markets Corp. (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 24, 2011)
4.4	Amended and Restated Intercreditor Agreement, dated as of February 1, 2010, among Credit Acceptance Corporation, the other Grantors party thereto, representatives of the Secured Parties thereunder and Comerica Bank, as administrative agent under the Original Credit Agreement (as defined therein) and as collateral agent (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 5, 2010)
4.5	First Amendment to the Fifth Amended and Restated Credit Agreement, dated as of June 15, 2012, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 15, 2012)
4.6	Fifth Amended and Restated Loan and Security Agreement dated as of December 27, 2012 among the Company, CAC Warehouse Funding Corporation II, Variable Funding Capital Company LLC, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated January 3, 2013)
4.7	Amended and Restated Backup Servicing Agreement dated as of December 27, 2012 among the Company, CAC Warehouse Funding Corporation II, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated January 3, 2013)
4.8	Third Amended and Restated Sale and Contribution Agreement dated as of December 27, 2012 between the Company and CAC Warehouse Funding Corporation II (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated January 3, 2013)
4.9	First Amendment to Loan and Security Agreement dated as of April 5, 2013 among the Company, CAC Warehouse Funding LLC IV, Bank of Montreal, BMO Capital Markets Corp., and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated April 5, 2013)
4.10	Amended and Restated Sale and Contribution Agreement dated as of April 5, 2013 between the Company and CAC Warehouse Funding LLC IV (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated April 5, 2013)
4.11	Second Amendment to the Fifth Amended and Restated Credit Agreement, dated as of June 20, 2013, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 24, 2013)

4.12	Third Amendment to the Fifth Amended and Restated Credit Agreement, dated as of December 9, 2013, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)
4.13	Fourth Amendment to the Fifth Amended and Restated Credit Agreement, dated as of January 15, 2014, by and among the Company, Comerica Bank and the other banks signatory thereto and Comerica Bank, as administrative agent for the Banks (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)
4.14	Indenture, dated as of January 22, 2014, among Credit Acceptance Corporation, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated January 27, 2014)

4.15	Amendment No. 1 to Fifth Amended and Restated Loan and Security Agreement, dated as of December 2, 2013, among the Company, CAC Warehouse Funding Corporation II, Variable Funding Capital Company LLC, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)
4.16	Amendment No. 1 to the Third Amended and Restated Sale and Contribution Agreement, dated as of December 2, 2013 between the Company and CAC Warehouse Funding Corporation II (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)
4.17	Second Amendment to Loan and Security Agreement, dated as of December 4, 2013, among the Company, CAC Warehouse Funding LLC IV, Bank of Montreal, BMO Capital Markets Corp., and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)
4.18	First Amendment to Amended and Restated Sale and Contribution Agreement, dated as of December 4, 2013, between the Company and CAC Warehouse Funding LLC IV (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)
4.19	Indenture dated as of April 16, 2014, between Credit Acceptance Auto Loan Trust 2014-1 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated April 22, 2014)
4.20	Sale and Servicing Agreement dated as of April 16, 2014 among the Company, Credit Acceptance Auto Loan Trust 2014-1, Credit Acceptance Funding LLC 2014-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated April 22, 2014)
4.21	Backup Servicing Agreement dated as of April 16, 2014, among the Company, Credit Acceptance Funding LLC 2014-1, Credit Acceptance Auto Loan Trust 2014-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated April 22, 2014)
4.22	Amended and Restated Trust Agreement dated as of April 16, 2014, between Credit Acceptance Funding LLC 2014-1 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated April 22, 2014)
4.23	Sale and Contribution Agreement dated as of April 16, 2014, between the Company and Credit Acceptance Funding LLC 2014-1 (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated April 22, 2014)
4.24	Sixth Amended and Restated Credit Agreement, dated as of June 23, 2014, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated June 25, 2014)
4.25	Second Amendment to the Fifth Amended and Restated Loan and Security Agreement dated as of July 18, 2014 among the Company, CAC Warehouse Funding Corporation II, Variable Funding Capital Company LLC, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated July 23, 2014)
4.26	First Amendment to the Amended and Restated Backup Servicing Agreement dated as of July 18, 2014 among the Company, CAC Warehouse Funding Corporation II, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated July 23, 2014).
4.27	Loan and Security Agreement, dated as of September 15, 2014, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated September 18, 2014)
4.28	Backup Servicing Agreement, dated as of September 15, 2014, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated September 18, 2014)
4.29	Contribution Agreement, dated as of September 15, 2014, between the Company and CAC Warehouse Funding LLC V (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated September 18, 2014)

4.30	Indenture, dated as of September 25, 2014, between Credit Acceptance Auto Loan Trust 2014-2 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.31	Sale and Servicing Agreement, dated as of September 25, 2014, among the Company, Credit Acceptance Auto Loan Trust 2014-2, Credit Acceptance Funding LLC 2014-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.32	Backup Servicing Agreement, dated as of September 25, 2014, among the Company, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Auto Loan Trust 2014-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)

4.33	Amended and Restated Trust Agreement, dated as of September 25, 2014, between Credit Acceptance Funding LLC 2014-2 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.34	Sale and Contribution Agreement, dated as of September 25, 2014, between the Company and Credit Acceptance Funding LLC 2014-2 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.35	Indenture dated as of January 29, 2015, between Credit Acceptance Auto Loan Trust 2015-1 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 3, 2015)
4.36	Sale and Servicing Agreement dated as of January 29, 2015, among the Company, Credit Acceptance Auto Loan Trust 2015-1, Credit Acceptance Funding LLC 2015-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 3, 2015)
4.37	Backup Servicing Agreement dated as of January 29, 2015, among the Company, Credit Acceptance Funding LLC 2015-1, Credit Acceptance Auto Loan Trust 2015-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 3, 2015)
4.38	Amended and Restated Trust Agreement dated as of January 29, 2015, between Credit Acceptance Funding LLC 2015-1 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 3, 2015)
4.39	Sale and Contribution Agreement dated as of January 29, 2015, between the Company and Credit Acceptance Funding LLC 2015-1 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 3, 2015)
4.40	Indenture, dated as of March 30, 2015, among Credit Acceptance Corporation, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated March 30, 2015)
4.41	Registration Rights Agreement, dated March 30, 2015, among Credit Acceptance Corporation, Buyers Vehicle Protection Plan, Inc., Vehicle Remarketing Services, Inc. and the representative of the initial purchasers of the Company's 7.375% Senior Notes due 2023 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated March 30, 2015)
4.42	Third Amendment to Loan and Security Agreement, dated as of May 13, 2015, among the Company, CAC Warehouse Funding LLC IV, Bank of Montreal, BMO Capital Markets Corp., and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 13, 2015)
4.43	First Amendment to Backup Servicing Agreement, dated as of May 13, 2015 among the Company, CAC Warehouse Funding LLC IV, Bank of Montreal, BMO Capital Markets Corp., and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 13, 2015)
4.44	Third Amendment to Fifth Amended and Restated Loan and Security Agreement dated as of May 19, 2015 among the Company, CAC Warehouse Funding Corporation II, Wells Fargo Securities, LLC and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 19, 2015)
4.45	First Amendment to Sixth Amended and Restated Credit Agreement, dated as of June 11, 2015, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 11, 2015)
4.46	First Amendment to Loan and Security Agreement, dated as of June 11, 2015 among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank, and Systems & Services Technologies, Inc. (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 11, 2015)
4.47	Indenture dated as of August 20, 2015, between Credit Acceptance Auto Loan Trust 2015-2 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 20, 2015)

4.48	Sale and Servicing Agreement dated as of August 20, 2015, among the Company, Credit Acceptance Auto Loan Trust 2015-2, Credit Acceptance Funding LLC 2015-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 20, 2015)
4.49	Backup Servicing Agreement dated as of August 20, 2015, among the Company, Credit Acceptance Funding LLC 2015-2, Credit Acceptance Auto Loan Trust 2015-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 20, 2015)
4.50	Amended and Restated Trust Agreement dated as of August 20, 2015, between Credit Acceptance Funding LLC 2015-2 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 20, 2015)

4.51	Sale and Contribution Agreement dated as of August 20, 2015, between the Company and Credit Acceptance Funding LLC 2015-2 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 20, 2015)
4.52	Loan and Security Agreement dated as of September 30, 2015 among the Company, CAC Warehouse Funding LLC VI, and Flagstar Bank, FSB (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2015)
4.53	Sale and Contribution Agreement dated as of September 30, 2015 between the Company and CAC Warehouse Funding LLC VI (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2015)
4.54	Loan and Security Agreement, dated as of February 26, 2016, among the Company, Credit Acceptance Funding LLC 2016-1, Wells Fargo Bank, National Association and Bank of Montreal (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 26, 2016)
4.55	Backup Servicing Agreement, dated as of February 26, 2016, among the Company, Credit Acceptance Funding LLC 2016-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 26, 2016)
4.56	Sale and Contribution Agreement, dated as of February 26, 2016, between the Company and Credit Acceptance Funding LLC 2016-1 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 26, 2016)
4.57	Indenture, dated as of May 12, 2016, between Credit Acceptance Auto Loan Trust 2016-2 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 12, 2016)
4.58	Sale and Servicing Agreement, dated as of May 12, 2016, among the Company, Credit Acceptance Auto Loan Trust 2016-2, Credit Acceptance Funding LLC 2016-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 12, 2016)
4.59	Backup Servicing Agreement, dated as of May 12, 2016, among the Company, Credit Acceptance Funding LLC 2016-2, Credit Acceptance Auto Loan Trust 2016-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 12, 2016)
4.60	Amended and Restated Trust Agreement, dated as of May 12, 2016, between Credit Acceptance Funding LLC 2016-2 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 12, 2016)
4.61	Sale and Contribution Agreement, dated as of May 12, 2016, between the Company and Credit Acceptance Funding LLC 2016-2 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated May 12, 2016)
4.62	Second Amendment to Sixth Amended and Restated Credit Agreement, dated as of June 15, 2016, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 15, 2016)
4.63	Sixth Amended and Restated Loan and Security Agreement, dated as of June 23, 2016, among the Company, CAC Warehouse Funding Corporation II and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 23, 2016)
4.64	Fourth Amended and Restated Sale and Contribution Agreement, dated as of June 23, 2016, between the Company and CAC Warehouse Funding Corporation II (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 23, 2016)
4.65	Second Amendment to Loan and Security Agreement, dated as of August 18, 2016, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 18, 2016)
4.66	First Amendment to Contribution Agreement, dated as of August 18, 2016, between the Company and CAC Warehouse Funding LLC V (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated August 18, 2016)
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	Indenture, dated as of October 27, 2016, between Credit Acceptance Auto Loan Trust 2016-3 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 27, 2016)
4.68	Sale and Servicing Agreement, dated as of October 27, 2016, among the Company, Credit Acceptance Auto Loan Trust 2016-3, Credit Acceptance Funding LLC 2016-3, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 27, 2016)

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4.69	Backup Servicing Agreement, dated as of October 27, 2016, among the Company, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Auto Loan Trust 2016-3, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 27, 2016)
4.70	Amended and Restated Trust Agreement, dated as of October 27, 2016, between Credit Acceptance Funding LLC 2016-3 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 27, 2016)
4.71	Sale and Contribution Agreement, dated as of October 27, 2016, between the Company and Credit Acceptance Funding LLC 2016-3 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 27, 2016)
4.72	Amended and Restated Intercreditor Agreement, dated as of October 27, 2016 among the Company, CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Funding LLC 2016-2, Credit Acceptance Funding LLC 2016-1, Credit Acceptance Funding LLC 2015-2, Credit Acceptance Funding LLC 2015-1, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Funding LLC 2014-1, Credit Acceptance Auto Loan Trust 2016-3, Credit Acceptance Auto Loan Trust 2016-2, Credit Acceptance Auto Loan Trust 2015-2, Credit Acceptance Auto Loan Trust 2015-1, Credit Acceptance Auto Loan Trust 2014-2, Credit Acceptance Auto Loan Trust 2014-1, Wells Fargo Bank, National Association, Fifth Third Bank, Bank of Montreal, Flagstar Bank, FSB, and Comerica Bank (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 27, 2016)
10.1	Credit Acceptance Corporation 1992 Stock Option Plan, as amended and restated May 1999 (incorporated by reference to an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 1999)*
10.2	Credit Acceptance Corporation Director Stock Option Plan (incorporated by reference to an exhibit to the Company's Form 10-K Annual Report for the year ended December 31, 2001)
10.3	Form of Restricted Stock Grant Agreement (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K dated March 2, 2005)*
10.4	Incentive Compensation Bonus Formula for 2005 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K dated April 4, 2005)*
10.5	Form of Restricted Stock Grant Agreement, dated February 22, 2007 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 28, 2007)*
10.6	Credit Acceptance Corporation Restricted Stock Unit Award Agreement, dated February 22, 2007 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 28, 2007)*
10.7	Credit Acceptance Corporation Restricted Stock Unit Award Agreement, dated October 2, 2008 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 7, 2008)*
10.8	Credit Acceptance Corporation Restricted Stock Unit Award Agreement, dated November 13, 2008 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated November 19, 2008)*
10.9	Credit Acceptance Corporation Restricted Stock Unit Award Agreement, dated November 13, 2008 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated November 19, 2008)*
10.10	Credit Acceptance Corporation Restricted Stock Unit Award Agreement, dated March 27, 2009 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated April 2, 2009)*
10.11	Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended, April 6, 2009 (incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A, dated April 10, 2009)*
10.12	Form of Credit Acceptance Corporation Restricted Stock Unit Award Agreement (incorporated by reference to an exhibit to the Company's Form 10-Q for the quarterly period ended September 30, 2009)*
10.13	Form of Credit Acceptance Corporation Board of Directors Restricted Stock Unit Award Agreement (incorporated by reference to an exhibit to the Company's Form 10-Q for the quarterly period ended September 30, 2009)*

10.14	Credit Acceptance Corporation Restricted Stock Unit Award Agreement, dated March 26, 2012 (incorporated by reference to an exhibit to the Company’s Form 10-Q for the quarterly period ended March 31, 2012)*
10.15	Credit Acceptance Corporation Restricted Stock Award Agreement, dated March 26, 2012 (incorporated by reference to an exhibit to the Company’s Form 10-Q for the quarterly period ended March 31, 2012)*
10.16	Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended, March 26, 2012 (incorporated by reference to Annex A to the Company’s Definitive Proxy Statement on Schedule 14A, dated April 5, 2012)*

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10.17	Form of Credit Acceptance Corporation Restricted Stock Unit Award Agreement (incorporated by reference to an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2013)*
10.18	Shareholder Agreement, dated as of January 3, 2017, between Credit Acceptance Corporation and Donald A. Foss (incorporated by reference to an exhibit to the Company’s Current Report on Form 8-K, dated January 4, 2017)*
12	Ratio of Earnings to Fixed Charges
21	Schedule of Credit Acceptance Corporation Subsidiaries
23	Consent of Grant Thornton LLP
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act
32.1	Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101(INS)	XBRL Instance Document
101(SCH)	XBRL Taxonomy Extension Schema Document
101(CAL)	XBRL Taxonomy Extension Calculation Linkbase Document
101(DEF)	XBRL Taxonomy Extension Definition Linkbase Document
101(LAB)	XBRL Taxonomy Label Linkbase Document
101(PRE)	XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement.

Other instruments, notes or extracts from agreements defining the rights of holders of long-term debt of the Company or its subsidiaries have not been filed because (i) in each case the total amount of long-term debt permitted there under does not exceed 10% of the Company's consolidated assets and (ii) the Company hereby agrees that it will furnish such instruments, notes and extracts to the Securities and Exchange Commission upon its request.
Amendments and modifications to other exhibits previously filed have been omitted when in the opinion of the registrant such exhibits as amended or modified are no longer material or, in certain instances, are no longer required to be filed as exhibits.

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