

Edgar Filing: AMERICREDIT CORP - Form SC 13D/A

AMERICREDIT CORP
Form SC 13D/A
March 05, 2008

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 6)

AmeriCredit Corp.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of class of securities)

03060R101

(CUSIP number)

JOSEPH A. ORLANDO
VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
LEUCADIA NATIONAL CORPORATION
315 PARK AVENUE SOUTH
NEW YORK, NEW YORK 10010

WITH A COPY TO:

ANDREA A. BERNSTEIN, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153

(Name, address and telephone number of person authorized to
receive notices and communications)

March 4, 2008

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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1 NAME OF REPORTING PERSON: Leucadia National Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2 (d) OR 2 (e): []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: New York

7 SOLE VOTING POWER: -0-

NUMBER OF
SHARES

8 SHARED VOTING POWER: 30,361,440 (1) (2)

BENEFICIALLY
OWNED BY

EACH
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER: -0-

10 SHARED DISPOSITIVE POWER: 29,336,440 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
30,361,440 (1) (2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES: []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 26.5% (1) (2)

14 TYPE OF REPORTING PERSON: CO

(1) Includes an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

(2) Includes 1,025,000 shares of common stock, representing approximately 0.9% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant

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to the terms of the voting and proxy agreement between Baldwin Enterprises, Inc. and Ramius Capital Group, L.L.C. and its affiliates. See Item 6 of Amendment No. 1 to the Statement on Schedule 13D, filed January 29, 2008, for a description of the voting and proxy agreement.

-----		-----	
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-----		-----	
1	NAME OF REPORTING PERSON:	Phlcorp, Inc.	
-----		-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
-----		-----	
3	SEC USE ONLY		
-----		-----	
4	SOURCE OF FUNDS:	N/A	
-----		-----	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	<input type="checkbox"/>	
-----		-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Pennsylvania	
-----		-----	
	7	SOLE VOTING POWER:	-0-
NUMBER OF	-----		
SHARES	8	SHARED VOTING POWER:	30,361,440 (1) (2)
BENEFICIALLY	-----		
OWNED BY	9	SOLE DISPOSITIVE POWER:	-0-
EACH	-----		
REPORTING	10	SHARED DISPOSITIVE POWER:	29,336,440 (1)
PERSON WITH	-----		
-----		-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	30,361,440 (1) (2)	
-----		-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>	
-----		-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	26.5% (1) (2)	
-----		-----	
14	TYPE OF REPORTING PERSON:	CO	
-----		-----	

(1) Includes an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and

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Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

(2) Includes 1,025,000 shares of common stock, representing approximately 0.9% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of the voting and proxy agreement between Baldwin Enterprises, Inc. and Ramius Capital Group, L.L.C. and its affiliates. See Item 6 of Amendment No. 1 to the Statement on Schedule 13D, filed January 29, 2008, for a description of the voting and proxy agreement.

-----		-----	
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-----		-----	
1	NAME OF REPORTING PERSON:	Baldwin Enterprises, Inc.	
-----		-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
-----		-----	
3	SEC USE ONLY		
-----		-----	
4	SOURCE OF FUNDS:	WC	
-----		-----	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	<input type="checkbox"/>	
-----		-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Colorado	
-----		-----	
	7	SOLE VOTING POWER:	-0-
-----		-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	30,361,440 (1) (2)
-----		-----	
	9	SOLE DISPOSITIVE POWER:	-0-
-----		-----	
	10	SHARED DISPOSITIVE POWER:	29,336,440 (1)
-----		-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	30,361,440 (1) (2)	
-----		-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>	
-----		-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	26.5% (1) (2)	
-----		-----	
14	TYPE OF REPORTING PERSON:	CO	
-----		-----	

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(1) Includes an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

(2) Includes 1,025,000 shares of common stock, representing approximately 0.9% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of the voting and proxy agreement between Baldwin Enterprises, Inc. and Ramius Capital Group, L.L.C. and its affiliates. See Item 6 of Amendment No. 1 to the Statement on Schedule 13D, filed January 29, 2008, for a description of the voting and proxy agreement.

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 1 NAME OF REPORTING PERSON: RCG Baldwin, L.P.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEM 2(d) OR 2(e): []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7 SOLE VOTING POWER: -0-

NUMBER OF
 SHARES

 8 SHARED VOTING POWER: 3,250,000 (1)

BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

 9 SOLE DISPOSITIVE POWER: -0-

10 SHARED DISPOSITIVE POWER: 3,250,000 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
 3,250,000 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES: []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.8%(1)

14 TYPE OF REPORTING PERSON: PN

(1) Consists of an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

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1 NAME OF REPORTING PERSON: RCG Sextant Master Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands

7 SOLE VOTING POWER: -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER: 697,240

9 SOLE DISPOSITIVE POWER: 697,240

10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 697,240

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON: RCG Enterprise, Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e): []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands

7 SOLE VOTING POWER: -0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER: 327,760

OWNED BY
EACH
REPORTING

9 SOLE DISPOSITIVE POWER: 327,760

PERSON WITH

10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
327,760

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES: []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON: Ramius Capital Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEM 2(d) OR 2(e): []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7 SOLE VOTING POWER: -0-

NUMBER OF
 SHARES 8 SHARED VOTING POWER: 1,025,000

BENEFICIALLY
 OWNED BY 9 SOLE DISPOSITIVE POWER: 1,025,000

EACH
 REPORTING 10 SHARED DISPOSITIVE POWER: -0-
 PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
 1,025,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES: []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

14 TYPE OF REPORTING PERSON: IA, 00

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1 NAME OF REPORTING PERSON: C4S & Co., L.L.C.

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
7	SOLE VOTING POWER:	-0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	1,025,000
	9	SOLE DISPOSITIVE POWER:	1,025,000
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	1,025,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	Less than 1%	
14	TYPE OF REPORTING PERSON:	OO	

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1	NAME OF REPORTING PERSON:	Peter A. Cohen	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	OO	

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: USA

7 SOLE VOTING POWER: -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER: 1,025,000

9 SOLE DISPOSITIVE POWER: -0-

10 SHARED DISPOSITIVE POWER: 1,025,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
1,025,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

14 TYPE OF REPORTING PERSON: IN

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1 NAME OF REPORTING PERSON: Morgan B. Stark

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: USA

7 SOLE VOTING POWER: -0-

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	8	SHARED VOTING POWER:	1,025,000
	-----	9	SOLE DISPOSITIVE POWER:	-0-
	-----	10	SHARED DISPOSITIVE POWER:	1,025,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,025,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

14 TYPE OF REPORTING PERSON: IN

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1 NAME OF REPORTING PERSON: Thomas W. Strauss

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: USA

7 SOLE VOTING POWER: -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	8	SHARED VOTING POWER:	1,025,000
	-----	9	SOLE DISPOSITIVE POWER:	-0-
	-----	10	SHARED DISPOSITIVE POWER:	1,025,000

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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,025,000

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

 14 TYPE OF REPORTING PERSON: IN

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 1 NAME OF REPORTING PERSON: Jeffrey M. Solomon

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: USA

 7 SOLE VOTING POWER: -0-

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 8 SHARED VOTING POWER: 1,025,000

 9 SOLE DISPOSITIVE POWER: -0-

 10 SHARED DISPOSITIVE POWER: 1,025,000

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,025,000

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than 1%

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filed a Current Report on Form 8-K with the Securities and Exchange Commission announcing, among other things, that the Board had created two new director positions and elected Ian M. Cumming, Leucadia's Chairman, and Justin R. Wheeler, a Vice President of Leucadia, to fill those positions.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT 1 Standstill Agreement, dated March 4, 2008, between Leucadia National Corporation and AmeriCredit Corp.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 5, 2008

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President and Chief
Financial Officer

PHLCORP, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President

BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando
Title: Vice President

RCG BALDWIN, L.P.

By: Ramius Advisors, LLC
Its General Partner

By: Baldwin Enterprises, Inc.
As Attorney-In-Fact

By: /s/ Joseph A. Orlando

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Name: Joseph A. Orlando
Title: Vice President

RCG SEXTANT MASTER FUND, LTD.

By: Ramius Capital Group, L.L.C.
Its Investment Manager

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By: C4S & Co., L.L.C.
As Managing Member

RCG ENTERPRISE, LTD

By: Ramius Capital Group, L.L.C.
Its Investment Manager

By: C4S & Co., L.L.C.
As Managing Member

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., L.L.C.
As Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

/s/ Jeffrey M. Solomon

JEFFREY M. SOLOMON
Individually and as attorney-in-fact for
Peter A. Cohen, Morgan B. Stark and
Thomas W. Strauss

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EXHIBIT INDEX

Exhibit No.

- 1 Standstill Agreement, dated March 4, 2008, between Leucadia National Corporation and AmeriCredit Corp.