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

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 [].

CUSIP No. 03	060R101	13D	Pa	ge 2
1	NAME OF REPORTING PE	RSON:	Leucadia Nation	al Corporation
2	CHECK THE APPROPRIAT	E BOX IF A MEMBE	R OF A GROUP:	(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS:		 N/A	
5	CHECK BOX IF DISCLOS ITEM 2(d) OR 2(e):	URE OF LEGAL PRO		UIRED PURSUANT TO
6	CITIZENSHIP OR PLACE			New York
	7 SO	LE VOTING POWER:		-0-
NUMBER OF SHARES BENEFICIALLY		ARED VOTING POWE	R: 30,	361,440(1)(2)
OWNED BY EACH REPORTING	9 SO	LE DISPOSITIVE P	OWER:	-0-
PERSON WITH		ARED DISPOSITIVE	POWER: 29,	336,440 (1)
11	AGGREGATE AMOUNT BEN	EFICIALLY OWNED		NG PERSON: 361,440(1)(2)
12	CHECK BOX IF THE AGG	REGATE AMOUNT IN	ROW (11) EXCLU	DES CERTAIN
13	PERCENT OF CLASS REP	RESENTED BY AMOU	NT IN ROW (11):	26.5%(1)(2)
14	TYPE OF REPORTING PE	RSON:	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

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.

CUSIP No. 03	8060R101		13D		Page 3		
1	NAME OF REPORTING	PERSON:	Phlco	rp, Inc			
2	CHECK THE APPROPR	IATE BOX IF	A MEMBER OF .	A GROUP	:	(a) (b)	[X]
3	SEC USE ONLY						
4	SOURCE OF FUNDS:		N/A				
5	CHECK BOX IF DISC ITEM 2(d) OR 2(e)	:	LEGAL PROCEEDI			PURSUAN'	г то
6	CITIZENSHIP OR PI					ınsylvan	 ia
	7	SOLE VOTIN	IG POWER:			-0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOI	TING POWER:		30,361,44	0(1)(2)	
EACH REPORTING PERSON WITH	9	SOLE DISPO	SITIVE POWER:			-0-	
FERSON WITT	10	SHARED DIS	SPOSITIVE POWE	R:	29,336,44	0(1)	
11	AGGREGATE AMOUNT	BENEFICIALI	LY OWNED BY EA		RTING PER 30,361,44		
12	CHECK BOX IF THE SHARES:	AGGREGATE A	AMOUNT IN ROW		CLUDES CE	CRTAIN	
13	PERCENT OF CLASS	REPRESENTED			1): 26.	5%(1)(2)
14	TYPE OF REPORTING	FERSON:		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 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.

CUSIP No. 03			13D		Page 4		
1	NAME OF REPORTING	F PERSON:	 B	Baldwin E	nterprises,	Inc.	
2	CHECK THE APPROPE	RIATE BOX I				(a) (b)	
3	SEC USE ONLY						
4	SOURCE OF FUNDS:			iC			
5	CHECK BOX IF DISC	:	LEGAL PROC			PURSUANT	
6	CITIZENSHIP OR PI					lorado	
	7	SOLE VOTI	NG POWER:			-0-	
NUMBER OF SHARES BENEFICIALLY	7	SHARED VC		 R:	30,361,4	 40(1)(2)	
OWNED BY EACH REPORTING	9	SOLE DISF	OSITIVE PC	OWER:		-0-	
PERSON WITH		SHARED DI	SPOSITIVE	POWER:	29,336,4	40(1)	
11	AGGREGATE AMOUNT	BENEFICIAI		BY EACH R	EPORTING PE		
12	CHECK BOX IF THE SHARES:			ROW (11)	EXCLUDES C	ERTAIN [_]	
13	PERCENT OF CLASS	REPRESENTE	D BY AMOUN	T 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 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.

CUSIP No. 0				13D		Page 5		
			G PERSON:			•		
	CHECK THE	APPROPI	RIATE BOX 1	IF A MEMBE	ER OF A GR	OUP:	(a) (b)	[X]
3	SEC USE O	NLY						
4	SOURCE OF				WC			
5	CHECK BOX			LEGAL PRO		IS REQUIRED		
6	CITIZENSH	IP OR P	LACE OF ORG	GANIZATION	ν:	Dei	laware	
			SOLE VOT	ING POWER:	:		-0-	
NUMBER OF SHARES BENEFICIALL	Y			OTING POWE	ER:	3,250,000	0(1)	
OWNED BY EACH REPORTING		9	SOLE DISE				-0-	
PERSON WIT	н	10	SHARED DI	ISPOSITIVE		3,250,000	0(1)	
11	AGGREGATE	AMOUNT	BENEFICIAI	LLY OWNED	BY EACH R	EPORTING PER 3,250,000		
12	CHECK BOX		AGGREGATE			EXCLUDES CI	ERTAIN	

13	PERCENT OF	' CLASS	REPRESENTED	BY AMOUNT I	IN ROW (11	2.8%(1)
14	TYPE OF RE	PORTING	F PERSON:		PN		
(1) Consists approximatel for purposes owned pursua Lehman Broth 13D, filed 3	Ly 2.8% of s of this Sant to the ners OTC De	the constatement terms of the constant terms	nmon stock of at on Schedu of option ag res Inc. See	utstanding a le 13D, may reements bet Item 6 of t	as of Janu be deemed tween RCG the Staten	aary 31, 200 d to be bene Baldwin, L. ment on Sche	8, that, ficially P. and dule
CUSIP No. 03	 3060R101			13D		Page 6	
1	NAME OF RE	PORTING	F PERSON:	RCG	Sextant N	 Master Fund,	Ltd.
2	CHECK THE	APPROPF	RIATE BOX IF	A MEMBER OF	A GROUP:	 :	(a) [X] (b) [_]
3	SEC USE ON	ILY					
4	SOURCE OF	FUNDS:		WC			
5	CHECK BOX		CLOSURE OF L	EGAL PROCEED	OINGS IS F	REQUIRED PUR	SUANT TO
6	CITIZENSHI	P OR PI	ACE OF ORGA			_	Islands
		7	SOLE VOTIN	G POWER:			-0-
NUMBER OF SHARES BENEFICIALLY		8	SHARED VOT			697 ,	240
OWNED BY EACH REPORTING PERSON WITH		9	SOLE DISPO			697 ,	240
FERSON WITT	1		SHARED DIS				-0-
11	AGGREGATE	AMOUNT	BENEFICIALL	Y OWNED BY E	EACH REPOR	RTING PERSON 697,	
12	CHECK BOX SHARES:	IF THE	AGGREGATE A	MOUNT IN ROW	V (11) EXC		IN [_]

13	PERCENT	OF CLASS	REPRESEN'	TED BY A	AMOUNT I	N ROW	(11):	Less	than	1%
14	TYPE OF	REPORTING	F PERSON:			CO				
CUSIP No. 03				130			Page	e 7 		
1	NAME OF	REPORTING	G PERSON:		RCG	 Enterp				
2	CHECK TH	E APPROPE	RIATE BOX				OUP:		(a)	[X] [_]
3	SEC USE	ONLY								
4	SOURCE C	F FUNDS:			WC					
		X IF DISC D) OR 2(e)		F LEGAL			S REQUI		JRSUAN	T TC
6	CITIZENS	HIP OR PI	LACE OF O	RGANIZAT	CION:			Cayma	ın Isl	ands
NUMBER OF		7	SOLE VO						-0-	
NOMBER OF SHARES BENEFICIALLY OWNED BY	?	8	SHARED '					327	7,760	
EACH REPORTING PERSON WITH		9	SOLE DI		Æ POWER	:		327	7,760	
FERSON WITE	ı		SHARED I						-0-	
		E AMOUNT						327	7,760	
	CHECK BC SHARES:	X IF THE	AGGREGAT	E AMOUNI	IN ROW	(11)	EXCLUDE	ES CERT	CAIN [_]	
13		OF CLASS	REPRESEN'	TED BY A	AMOUNT I	N ROW	(11):		than	
14	TYPE OF	REPORTING	F PERSON:			CO				

CUSIP No. 03	3060R101		13D		Page 8		
1	NAME OF REPORTING	F PERSON:		Ramius Ca	pital Grou	p, L.L.C.	
2	CHECK THE APPROPF	RIATE BOX 1	IF A MEMBI	ER OF A GF	COUP:	(a) (b)	 [X] [_]
3	SEC USE ONLY						
4	SOURCE OF FUNDS:			00			
5	CHECK BOX IF DISC					D PURSUAN'	 T TO
6	CITIZENSHIP OR PI	LACE OF ORC		 N:		elaware	
	7	SOLE VOT	ING POWER	 :		-0-	
NUMBER OF SHARES BENEFICIALLY		SHARED VO	OTING POW	 ER:	1	,025,000	
OWNED BY EACH REPORTING		SOLE DISE	POSITIVE 1	POWER:	1	,025,000	
PERSON WITH		SHARED DI	SPOSITIV	E POWER:		-0-	
11	AGGREGATE AMOUNT	BENEFICIAI	LLY OWNED	BY EACH F		ERSON: ,025,000	
12	CHECK BOX IF THE SHARES:	AGGREGATE	AMOUNT II	N ROW (11)	EXCLUDES	CERTAIN	
13	PERCENT OF CLASS	REPRESENTE	ED BY AMOI	UNT IN ROW	(11): L	ess than	 1%
14	TYPE OF REPORTING	F PERSON:		IA,	00		
CUSIP No. 03	3060R101		- 13D -		Page 9		
1	NAME OF REPORTING	 F PERSON:		 C4S & Co.	, L.L.C.		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) (b)	[X]
3	SEC USE ONLY		
4	SOURCE OF FUNDS: 00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIR ITEM 2(d) OR 2(e):	RED PURSUAN	T TC
6		Delaware	
	7 SOLE VOTING POWER:	-0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY		1,025,000	
EACH REPORTING		1,025,000	
PERSON WITH	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 SHARES:	CERTAIN	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	Less than	 1%
14	TYPE OF REPORTING PERSON: 00		
CUSIP No. 03		10	
1	NAME OF REPORTING PERSON: Peter A. Cohen		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) (b)	
3	SEC USE ONLY		
	SOURCE OF FUNDS.		

5	CHECK BOX IF DIS ITEM 2(d) OR 2(e			EDINGS :		D PURSUAN	IT TC
6	CITIZENSHIP OR P	LACE OF ORC				SA	
	7	SOLE VOT	ING POWER:			-0-	
NUMBER OF SHARES BENEFICIALLY		SHARED VO	TING POWER:		1	,025,000	
OWNED BY EACH REPORTING		SOLE DISE	POSITIVE POW	 IER :		-0-	
PERSON WITE		SHARED DI	SPOSITIVE P	OWER:	1	,025,000	
11	AGGREGATE AMOUNT	BENEFICIAI	LY OWNED BY	EACH RI		ERSON: ,025,000	
12	CHECK BOX IF THE SHARES:	AGGREGATE	AMOUNT IN R	: ROW (11)	EXCLUDES	CERTAIN	
13	PERCENT OF CLASS	REPRESENTE	D BY AMOUNT	'IN ROW	(11): L	ess than	1%
14	TYPE OF REPORTIN	G PERSON:		IN			
CHAID No. 00	0.0001.01						
CUSIP No. 03			13D - –		Page 1	1	
1	NAME OF REPORTIN	G PERSON:	Мо	rgan B.	Stark		
2	CHECK THE APPROP	RIATE BOX 1	F A MEMBER	OF A GRO	OUP:		[X] [_]
3	SEC USE ONLY						
4	SOURCE OF FUNDS:		00				
	CHECK BOX IF DIS			EDINGS :	IS REQUIRE		
6	CITIZENSHIP OR P	LACE OF ORC				SA	
		SOLE VOTA					

NUMBER OF SHARES BENEFICIALLY		8	SHARED VOTI			•	 5 , 000	
OWNED BY EACH REPORTING		9	SOLE DISPOS	ITIVE POWER:			-0-	
PERSON WITH		0	SHARED DISP	OSITIVE POWE	IR:	1,02	 5 , 000	
11	AGGREGATE AM	OUNT E	ENEFICIALLY	OWNED BY EA	ACH REPORTING		 ON: 5,000	
12	CHECK BOX IF SHARES:	THE A	GGREGATE AM	OUNT IN ROW	(11) EXCLUDE	S CER	 TAIN [_]	
13	PERCENT OF C	LASS F	EPRESENTED	BY AMOUNT IN	N ROW (11):	Less	than	1%
14	TYPE OF REPO	RTING	PERSON:		IN			
CUSIP No. 03	3060R101 			13D	Page 	: 12 		
1	NAME OF REPO	 RTING	PERSON:	Thoma	as W. Strauss			
2	CHECK THE AP	 PROPRI	ATE BOX IF	A MEMBER OF	A GROUP:		(a) (b)	[X]
3	SEC USE ONLY							
4	SOURCE OF FU	NDS:		00				
	CHECK BOX IF	DISCI	OSURE OF LE	GAL PROCEEDI	NGS IS REQUI			TO TO
6	CITIZENSHIP	OR PLA	CE OF ORGAN			USA		
		7	SOLE VOTING				-0-	
NUMBER OF SHARES BENEFICIALLY				NG POWER:		1,025		
OWNED BY EACH REPORTING		9	SOLE DISPOS	SITIVE POWER:			-0-	
PERSON WITH		0	SHARED DISP	OSITIVE POWE	 IR:	1,025		

11	AGGREGATE AMOUNT BEN	EFICIALLY OWNED BY EA		PERSON: 1,025,000	
12	CHECK BOX IF THE AGG SHARES:	REGATE AMOUNT IN ROW	(11) EXCLUDES	CERTAIN	
13	PERCENT OF CLASS REP	RESENTED BY AMOUNT IN	ROW (11):	Less than	1%
14	TYPE OF REPORTING PE	RSON:	IN		
CUSIP No. 03		13D	Page		
1	NAME OF REPORTING PE	RSON: Jeffr	ey M. Solomon		
2	CHECK THE APPROPRIAT	E BOX IF A MEMBER OF .	A GROUP:		[X]
3	SEC USE ONLY				
4	SOURCE OF FUNDS:	00			
	CHECK BOX IF DISCLOS ITEM 2(d) OR 2(e):	URE OF LEGAL PROCEEDI	NGS IS REQUIR	ED PURSUAN	TC
6	CITIZENSHIP OR PLACE			usa	
	7 sc	LE VOTING POWER:		-0-	
NUMBER OF SHARES BENEFICIALLY	8 SH	ARED VOTING POWER:		1,025,000	
OWNED BY EACH REPORTING	9 SC	LE DISPOSITIVE POWER:		-0-	
PERSON WITH		ARED DISPOSITIVE POWE	R:		
		EFICIALLY OWNED BY EA	:	PERSON: 1,025,000	
	CHECK BOX IF THE AGG SHARES:	REGATE AMOUNT IN ROW	(11) EXCLUDES	[_]	
13		RESENTED BY AMOUNT IN			1%

14 TYPE OF REPORTING PERSON: IN

This Amendment No. 6 (this "Amendment") amends the Statement on Schedule 13D originally filed on January 22, 2008 (the "Original Schedule") by the Reporting Persons, which Original Schedule was subsequently amended (the Original Schedule as amended by Amendments No. 1 through 6, is referred to as the "Schedule 13D") by the Reporting Persons and is filed by and on behalf of the Reporting Persons with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of AmeriCredit Corp., a Texas corporation (the "Company"). Unless otherwise indicated, all capitalized terms used herein have the meaning ascribed to them in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby supplemented, with effect from the date of this Amendment, by adding the following:

On March 4, 2008, Leucadia and the Company entered into a standstill agreement, which is described in Item 6 of this Amendment and incorporated herein by reference.

On March 4, 2008, the Company announced that two Leucadia designees were elected to the Company's Board of Directors (the "Board"), as further described in Item 6 of this Amendment and incorporated herein by reference.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby supplemented, with effect from the date of this Amendment, by adding the following:

On March 4, 2008, Leucadia and the Company entered into a two year standstill agreement (the "Standstill Agreement") providing for, among other matters, a cap of 29.9% ownership for the Reporting Persons (subject to certain provisions), representation for Leucadia on the Board (with Leucadia having the right to designate two of the Company's nine directors and the Company agreeing not to increase the size of the Board above nine directorships without the consent of both Leucadia's designees to the Board and a majority of the Board unaffiliated with Leucadia), Leucadia's agreement to vote for the Board's director nominees, certain restrictions on proposals that may be made by the Reporting Persons (including as to the composition of the Board) without approval of the Board, and the Company's agreement to enter into a registration rights agreement covering all shares of the Company's common stock owned by Leucadia, all on the terms and conditions set forth in the Standstill Agreement. The restrictions under the Standstill Agreement will terminate early if the Reporting Persons own less than 5% of the Common Stock. The Standstill Agreement is attached hereto as Exhibit 1 and is incorporated in its entirety herein by reference.

Pursuant to the Standstill Agreement, on March 4, 2008, the Company

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.

14

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

Name: Joseph A. Orlando Title: Vice President

RCG SEXTANT MASTER FUND, LTD.

By: Ramius Capital Group, L.L.C.

Its Investment Manager

15

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

EXHIBIT INDEX

Exhibit No.

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