

AMERICREDIT CORP  
Form SC 13D  
October 05, 2010

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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. 13)

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)

October 1, 2010  
(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) <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:   | New York                                |                              |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) SOLE VOTING POWER:   | -0-                                     |                              |
|   | 8) SHARED VOTING POWER:   | -0-                                     |                              |
|   | 9) SOLE DISPOSITIVE POWER:  | -0-                                     |                              |
|   | 10) SHARED DISPOSITIVE POWER:   |   | -0-                          |
| 11)   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                           |   | -0-                          |
| 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):                                     |   | -0-%                         |
| 14)   | TYPE OF REPORTING PERSON:   |   | CO                           |

CUSIP No. 03060R101

13D

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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                            |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) SOLE VOTING POWER:   | -0-                                     |                          |
|   | 8) SHARED VOTING POWER:   |   | -0-                      |
|   | 9) SOLE DISPOSITIVE POWER:  | -0-                                     |                          |
|   | 10) SHARED DISPOSITIVE POWER:   |   | -0-                      |
| 11)   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                           |   | -0-                      |
| 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):                                     |   | -0-%                     |
| 14)   | TYPE OF REPORTING PERSON:   |   | CO                       |

1) NAME OF REPORTING PERSON: Baldwin Enterprises, Inc.

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

NUMBER OF	7) SOLE VOTING POWER:	-0-	
SHARES	8) SHARED VOTING POWER:		-0-
BENEFICIALLY	9) SOLE DISPOSITIVE POWER:	-0-	
OWNED BY	10) SHARED DISPOSITIVE POWER:		-0-
EACH			
REPORTING			
PERSON WITH			

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: -0-

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): -0-%

14) TYPE OF REPORTING PERSON: CO

1) NAME OF REPORTING PERSON: BEI Arch Holdings, LLC

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

NUMBER OF 7) SOLE VOTING POWER: -0-

SHARES 8) SHARED VOTING POWER: -0-

BENEFICIALLY 9) SOLE DISPOSITIVE POWER: -0-

OWNED BY 10) SHARED DISPOSITIVE POWER: -0-

EACH REPORTING PERSON WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: -0-

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): -0-%

14) TYPE OF REPORTING PERSON: OO

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|---|---|---|--------------------------|
| 1)  | NAME OF REPORTING PERSON:   | BEI – Longhorn, LLC                     |                          |
| 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:   | Delaware                                |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) SOLE VOTING POWER:   | -0-                                     |                          |
|   | 8) SHARED VOTING POWER:   |   | -0-                      |
|   | 9) SOLE DISPOSITIVE POWER:  | -0-                                     |                          |
|   | 10) SHARED DISPOSITIVE POWER:   |   | -0-                      |
| 11)   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                           |   | -0-                      |
| 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):                                     |   | -0-%                     |
| 14)   | TYPE OF REPORTING PERSON:   |   | OO                       |

This Amendment No. 13 (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 12, 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 5. INTEREST IN SECURITIES OF THE ISSUER

(c) (e) On October 1, 2010, the Reporting Persons ceased to own any shares of Common Stock of the Company as a result of the consummation of a merger transaction pursuant to which the Company became a wholly-owned indirect subsidiary of General Motors Company. Pursuant to the merger, the Reporting Persons received \$24.50 per share for their 33,900,440 shares of Common Stock.

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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: October 5, 2010

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

BEI ARCH HOLDINGS, LLC

By: Baldwin Enterprises, Inc.  
Its Sole Member

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando  
Title: Vice President

BEI-LONGHORN, LLC

By: BEI Arch Holdings, LLC  
Its Sole Member

By: Baldwin Enterprises, Inc.  
Its Sole Member

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando  
Title: Vice President

