

AMERICREDIT CORP
Form SC 13D/A
December 16, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 11)

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)

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December 15, 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) <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	7) SOLE VOTING POWER:	-0-	
	8) SHARED VOTING POWER:	32,715,440	
	9) SOLE DISPOSITIVE POWER:	-0-	
BENEFICIALLY	10) SHARED DISPOSITIVE POWER:	32,715,440	

OWNED BY

EACH REPORTING

PERSON WITH

11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	32,715,440	
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):	24.9%	
14)	TYPE OF REPORTING PERSON:	CO	

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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	7) SOLE VOTING POWER:	-0-	
	8) SHARED VOTING POWER:	32,715,440	
	9) SOLE DISPOSITIVE POWER:	-0-	
BENEFICIALLY	10) SHARED DISPOSITIVE POWER:	32,715,440	

OWNED BY

EACH

REPORTING

PERSON WITH

11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	32,715,440	
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):	24.9%	
14)	TYPE OF REPORTING PERSON:	CO	

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1) NAME OF REPORTING PERSON: Baldwin Enterprises, Inc.
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: Colorado
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7) SOLE VOTING POWER: -0-
8) SHARED VOTING POWER: 32,715,440
9) SOLE DISPOSITIVE POWER: -0-
10) SHARED DISPOSITIVE POWER: 32,715,440

OWNED BY

EACH

REPORTING

PERSON WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 32,715,440
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 24.9%
14) TYPE OF REPORTING PERSON: CO

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1) NAME OF REPORTING PERSON: BEI Arch Holdings, LLC.
 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: Delaware
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
 7) SOLE VOTING POWER: -0-
 8) SHARED VOTING POWER: 32,715,440
 9) SOLE DISPOSITIVE POWER: -0-
 10) SHARED DISPOSITIVE POWER: 32,715,440

OWNED BY

EACH

REPORTING

PERSON WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 32,715,440
 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 24.9%
 14) TYPE OF REPORTING PERSON: 00

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1) NAME OF REPORTING PERSON: BEI – Longhorn, LLC

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (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 SHARES	7) SOLE VOTING POWER:	-0-
	8) SHARED VOTING POWER:	32,715,440
	9) SOLE DISPOSITIVE POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	10) SHARED DISPOSITIVE POWER:	32,715,440

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 32,715,440

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 24.9%

14) TYPE OF REPORTING PERSON: 00

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This Amendment No. 11 (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 10, 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").

The purpose of this Amendment is to reflect on the cover page for each Reporting Person, Item 13, the correct percentage of common stock represented by the aggregate beneficial ownership of such Reporting Persons, after giving effect to the issuance by the Company of an aggregate of 15,122,670 shares of common stock on December 12, 2008.

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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: December 16, 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

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

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By: Baldwin Enterprises, Inc.

Its Sole Member

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