

WORLD ACCEPTANCE CORP

Form 424B3

April 06, 2007

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 Registration No. 333-139445

PROSPECTUS SUPPLEMENT DATED April 6, 2007
(To Prospectus Filed December 18, 2006)
3.00% Convertible Senior Subordinated Notes Due 2011
1,762,519 Common Shares

This prospectus supplement, together with the prospectus described above, is to be used by certain holders of the securities referenced above, or by their transferees, pledgees, donees or their successors, in connection with the offer and sale of the securities. This prospectus supplement should be read in conjunction with the prospectus and is qualified by reference to the prospectus, except to the extent that the information contained in this prospectus supplement supersedes the information contained in the prospectus.

The table included in the section captioned *Selling Security Holders* commencing on page 19 of the prospectus is hereby amended to add the selling security holders identified below and to reflect the notes, and common stock issuable upon conversion of the notes, for such selling security holders, as shown below:

Name of Selling Security Holder	Amount of Notes Beneficially Owned (\$)	% of Notes Beneficially Owned	Amount of Notes Being Offered (\$) ^(a)	No. of Shares of Common Stock Beneficially Owned ^{(b)(c)}	No. of Shares of Common Stock Being Offered ^{(a)(c)}	No. of Shares of Common Stock Owned After Offering ^(a)
Credit Suisse Securities (USA) LLC ^{(d)(e)}	\$5,000,000	4.5%	\$5,000,000	80,115	80,115	0
DBAG London ^{(e)(f)}	11,500,000	10.5%	11,500,000	184,263	184,263	0

- * Less than 1%
- (a) Because a selling security holder may sell pursuant to the prospectus all or a portion of the offered notes, and common stock issuable upon conversion of the notes, we cannot know or estimate number or percentage of notes and common stock that the selling security holder will hold upon the termination of any

particular offering. Please refer to the Plan of Distribution beginning on page 54 of the prospectus. The information presented assumes that the selling security holder will fully convert the notes for cash and shares of our common stock, and that the selling security holder will sell all shares of our common stock that it receives pursuant to such conversion.

- (b) Includes shares of our common stock issuable upon conversion of the notes.
- (c) The number of shares of our common stock issuable upon conversion of the notes is calculated to be the maximum number of shares issuable upon conversion assuming (i) the value of the notes approach an infinite amount at the time of

conversion,
with the
\$110,000,000
principal
amount

paid in cash and the remaining value paid in shares of our common stock, and (ii) the conversion of the full amount of notes held by the selling security holders at the initial conversion price of \$62.41, which corresponds to the initial conversion rate of 16.0229 shares per \$1,000 principal amount of the notes.

Accordingly, the number of shares of our common stock to be offered using this prospectus may be less than the amount shown. Fractional shares will not be issued upon conversion of the notes.

Instead, we will pay cash in lieu of fractional shares, if any.

Due to the effects of rounding, the numbers shown in this column do not equal exactly 16.0229 shares per

- \$1,000 principal amount of the notes.
- (d) This selling security holder has identified itself as a registered broker-dealer and, accordingly, it is deemed to be, under the interpretations of the SEC, an underwriter within the meaning of the Securities Act. Credit Suisse Securities (USA) LLC is an indirect wholly owned subsidiary of Credit Suisse Group, which is a publicly owned corporation.
 - (e) This selling security holder has indicated that to its knowledge it does not own any shares of our common stock other than shares issuable upon conversion of the notes. For purposes of this table, we have assumed that it does not.
 - (f) This selling security holder is an affiliate of a broker-dealer and has

represented to us that it acquired its notes in the ordinary course of business and at the time of the purchase of its notes this selling security holder had no agreements or understandings, directly or indirectly, with any person to distribute the notes. Patrick Corrigan has investment or voting power with respect to the securities listed for this selling security holder.

The foregoing table is based solely on the most current information provided to us by the selling security holders named above. None of the selling security holders has, within the past three years, held any position or office with us or any of our predecessors or affiliates, or had any other material relationship with us or any of our predecessors or affiliates.

The maximum principal amount of notes and shares of our common stock issuable upon conversion of the notes that the selling security holders may sell pursuant to the prospectus, including the supplements thereto, may not exceed \$110,000,000 and 1,762,519 shares. The sums of the principal amount of notes and shares of common stock beneficially owned by selling security holders that have been included in the prospectus and the supplements thereto are greater than those maximum numbers because certain of the selling security holders may have transferred their notes in transactions exempt from the registration requirements of the Securities Act, or otherwise reduced their positions, prior to selling pursuant to the prospectus and the supplements thereto, and as a result we have received beneficial ownership information from additional selling security holders with respect to the same notes.