

WORLD ACCEPTANCE CORP

Form 424B3

December 22, 2006

Filed Pursuant to Rule 424(b)(3)
 Registration No. 333-139445

PROSPECTUS SUPPLEMENT DATED DECEMBER 22, 2006

(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 reflect the following new amount of notes, and common stock issuable upon conversion of the notes, for the selling security holder named below:

Name of Selling Stockholder (d)(e)	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)
Baptist Health of South Florida (d)(e)	705,000	*	705,000	11,296	11,296	0

* Less than 1%

(a) Because the 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 delegated full investment authority to Nicholas-Applegate Capital Management

LLC

(Nicholas-Applegate),
as investment
adviser, over these
securities, including
full dispositive
power. The Chief
Investment Officer of
Nicholas-Applegate
is Horatio A.
Valeiras, CFA, who,
in such capacity, has
oversight authority
over all portfolio
managers at
Nicholas-Applegate.
Nicholas-Applegate
is an affiliate of
Nicholas-Applegate
Securities LLC, a
limited purpose
broker-dealer
organized for the sole
purpose of
distributing mutual
funds sponsored by
Nicholas-Applegate.

- (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.

The amended table is based solely on the most current information provided to us by the selling security holder named above. This selling security holder has not, 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.