

WORLD ACCEPTANCE CORP
Form 10-Q
November 03, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __ to __

Commission File Number: 0-19599

WORLD ACCEPTANCE CORPORATION
(Exact name of registrant as specified in its charter.)

South Carolina (State or other jurisdiction of incorporation or organization)	57-0425114 (I.R.S. Employer Identification Number)
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108 Frederick Street
Greenville, South Carolina 29607
(Address of principal executive offices)
(Zip Code)

(864) 298-9800
(registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period than the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer

Accelerated Filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of outstanding shares of the issuer's no par value common stock as of November 3, 2008 was 16,198,143

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES**

TABLE OF CONTENTS

		Page
PART I - FINANCIAL INFORMATION		
Item 1.	Consolidated Financial Statements (unaudited):	
	Consolidated Balance Sheets as of September 30, 2008 and March 31, 2008	3
	Consolidated Statements of Operations for the three and six months ended September 30, 2008 and 2007	4
	Consolidated Statements of Shareholders' Equity and Comprehensive Income (loss) for the year ended March 31, 2008 and the six months ended September 30, 2008	5
	Consolidated Statements of Cash Flows for the six months ended September 30, 2008 and 2007	6
	Notes to Consolidated Financial Statements	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	20
Item 4.	Controls and Procedures	21
PART II - OTHER INFORMATION		
Item 1.	Legal Proceedings	22
Item 1A.	Risk Factors	22
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	22
Item 4.	Submission of Matters of a Vote of Security Holders	22
Item 6.	Exhibits	23
Signatures		
		25

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)**

	September 30, 2008	March 31, 2008
ASSETS		
Cash and cash equivalents	\$ 8,070,083	7,589,575
Gross loans receivable	667,178,690	599,508,969
Less:		
Unearned interest and fees	(175,250,949)	(154,418,105)
Allowance for loan losses	(38,120,647)	(33,526,147)
Loans receivable, net	453,807,094	411,564,717
Property and equipment, net	22,969,529	18,654,010
Deferred income taxes	18,387,390	22,134,066
Other assets, net	9,795,233	10,818,057
Goodwill	5,384,021	5,352,675
Intangible assets, net	9,927,166	9,997,327
Total assets	\$ 528,340,516	486,110,427
LIABILITIES & SHAREHOLDERS' EQUITY		
Liabilities:		
Senior notes payable	146,700,000	104,500,000
Convertible senior subordinated notes payable	110,000,000	110,000,000
Other notes payable	-	400,000
Income taxes payable	238,987	18,039,242
Accounts payable and accrued expenses	16,406,308	18,865,913
Total liabilities	273,345,295	251,805,155
Shareholders' equity:		
Preferred stock, no par value		
Authorized 5,000,000 shares, no shares issued or outstanding	-	-
Common stock, no par value		
Authorized 95,000,000 shares; issued and outstanding 16,195,943 and 16,278,684 shares at September 30, 2008 and March 31, 2008, respectively	-	-
Additional paid-in capital	1,092,398	1,323,001
Retained earnings	254,303,634	232,812,768
Accumulated other comprehensive income (loss)	(400,811)	169,503
Total shareholders' equity	254,995,221	234,305,272
Commitments and contingencies	\$ 528,340,516	486,110,427

See accompanying notes to consolidated financial statements.

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)**

	Three months ended September 30,		Six months ended September 30,	
	2008	2007	2008	2007
Revenues:				
Interest and fee income	\$ 80,053,547	69,706,221	156,403,033	135,095,543
Insurance and other income	11,667,020	10,492,052	23,738,565	21,491,826
Total revenues	91,720,567	80,198,273	180,141,598	156,587,369
Expenses:				
Provision for loan losses	23,307,132	18,415,731	41,164,045	32,632,241
General and administrative expenses:				
Personnel	31,199,851	27,891,092	64,515,626	56,747,355
Occupancy and equipment	6,477,994	5,367,967	12,531,644	10,301,057
Data processing	580,950	639,703	1,170,397	1,189,508
Advertising	2,531,623	2,278,500	5,241,588	4,729,889
Amortization of intangible assets	623,200	638,307	1,223,547	1,252,994
Other	6,965,683	5,115,966	12,486,354	9,900,802
	48,379,301	41,931,535	97,169,156	84,121,605
Interest expense	2,748,643	2,931,609	5,228,804	5,267,996
Total expenses	74,435,076	63,278,875	143,562,005	122,021,842
Income before income taxes	17,285,491	16,919,398	36,579,593	34,565,527
Income taxes	6,622,232	6,454,021	13,864,594	13,249,142
Net income	\$ 10,663,259	10,465,377	22,714,999	21,316,385
Net income per common share:				
Basic	\$ 0.66	0.61	1.40	1.23
Diluted	\$ 0.65	0.60	1.37	1.20
Weighted average common shares outstanding:				
Basic	16,213,658	17,199,072	16,242,334	17,354,650
Diluted	16,492,710	17,523,369	16,534,674	17,727,936

See accompanying notes to consolidated financial statements.

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME
(Unaudited)**

	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss),	Total Shareholders' Equity	Total Comprehensive Income
Balances at March 31, 2007	\$ 5,770,665	209,769,808	(47,826)	215,492,647	
Proceeds from exercise of stock options (116,282 shares), including tax benefits of \$1,110,598	2,724,938	-	-	2,724,938	
Common stock repurchases (1,375,100 shares)	(12,458,946)	(29,403,198)	-	(41,862,144)	
Issuance of restricted common stock under stock option plan (44,981 shares)	1,348,419	-	-	1,348,419	
Stock option expense	3,937,925	-	-	3,937,925	
Cumulative effect of FIN 48	-	(550,000)	-	(550,000)	
Other comprehensive income	-	-	217,329	217,329	217,329
Net income	-	52,996,158	-	52,996,158	52,996,158
Total comprehensive income	-	-	-	-	53,213,487
Balances at March 31, 2008	\$ 1,323,001	232,812,768	169,503	234,305,272	
Proceeds from exercise of stock options (88,283 shares), including tax benefits of \$708,990	2,036,425	-	-	2,036,425	
Common stock repurchase (182,700 shares)	(4,935,070)	(1,224,133)	-	(6,159,203)	
Issuance of restricted common stock under stock option plan	775,837	-	-	775,837	
Stock option expense	1,892,205	-	-	1,892,205	
Other comprehensive income (loss)	-	-	(570,314)	(570,314)	(570,314)
Net income	-	22,714,999	-	22,714,999	22,714,999
Total comprehensive income (loss)	-	-	-	-	22,144,685
Balances at September 30, 2008	\$ 1,092,398	254,303,634	(400,811)	254,995,221	

See accompanying notes to consolidated financial statements.

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)**

	Six months ended September 30,	
	2008	2007
Cash flows from operating activities:		
Net income	\$ 22,714,999	21,316,385
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	1,223,547	1,252,994
Amortization of loan costs and discounts	381,631	381,631
Provision for loan losses	41,164,045	32,632,241
Depreciation	2,198,658	1,712,033
Deferred income taxes	3,746,676	(640,510)
Compensation related to stock option and restricted stock plans	2,668,042	2,639,826
Unrealized (gains) losses on interest rate swap	(749,925)	607,781
Change in accounts:		
Other assets, net	71,329	(58,459)
Income taxes payable	(17,800,255)	(11,460,440)
Accounts payable and accrued expenses	(1,709,680)	(4,002,437)
Net cash provided by operating activities	53,909,067	44,381,045
Cash flows from investing activities:		
Increase in loans receivable, net	(75,558,979)	(70,924,054)
Assets acquired from office acquisitions, primarily loans	(7,883,393)	(2,036,162)
Increase in intangible assets from acquisitions	(1,184,732)	(1,393,050)
Purchases of property and equipment, net	(6,478,677)	(4,216,015)
Net cash used in investing activities	(91,105,781)	(78,569,281)
Cash flows from financing activities:		
Net change in bank overdraft	-	457,337
Proceeds of senior revolving notes payable, net	42,200,000	54,400,000
Repurchases of common stock	(6,159,203)	(21,278,877)
Repayment of other notes payable	(400,000)	(200,000)
Proceeds from exercise of stock options	1,327,435	550,675
Excess tax benefit from exercise of stock options	708,990	343,548
Net cash provided by financing activities	37,677,222	34,272,683
Increase in cash and cash equivalents	480,508	84,447
Cash and cash equivalents at beginning of period	7,589,575	5,779,032

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Cash and cash equivalents at end of period	\$	8,070,083	5,863,479
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See accompanying notes to consolidated financial statements.

WORLD ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2008 and 2007
(Unaudited)

NOTE 1 - BASIS OF PRESENTATION

The Consolidated Financial Statements of the Company at September 30, 2008, and for the three and six months then ended were prepared in accordance with the instructions for Form 10-Q and are unaudited; however, in the opinion of management, all adjustments (consisting only of items of a normal recurring nature) necessary for a fair presentation of the financial position at September 30, 2008, and the results of operations and cash flows for the periods ended September 30, 2008 and 2007, have been included. The results for the interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period.

Certain reclassification entries have been made for fiscal 2008 to conform with fiscal 2009 presentation. These reclassifications had no impact on shareholders' equity and comprehensive income or net income.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

These Consolidated Financial Statements do not include all disclosures required by U.S. generally accepted accounting principles and should be read in conjunction with the Company's audited Consolidated Financial Statements and related notes for the fiscal year ended March 31, 2008, included in the Company's 2008 Annual Report to Shareholders.

NOTE 2 – SUMMARY OF SIGNIFICANT POLICIES

Effective April 1, 2008, the first day of fiscal 2009, the Company adopted Statement of Financial Accounting Standards No. 159 ("SFAS 159"), "*The Fair Value Option for Financial Assets and Financial Liabilities.*" SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value reporting option for any assets and liabilities not previously recorded at fair value.

Effective April 1, 2008, the first day of fiscal 2009, the Company adopted the provisions of Statement of Financial Accounting Standards No. 157 ("SFAS 157"), "*Fair Value Measurements*" for financial assets and liabilities, as well as any other assets and liabilities that are carried at fair value on a recurring basis in financial statements. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements in which the Financial Accounting Standards Board ("FASB") has previously concluded that fair value is the relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements. The Company applied the provisions of FSP FAS 157-2, "Effective Date of FASB Statement 157," which defers the provisions of SFAS 157 for nonfinancial assets and liabilities to the first fiscal period beginning after November 15, 2008. The deferred nonfinancial assets and liabilities include items such as goodwill and other nonamortizable intangibles. The Company is required to adopt SFAS 157 for nonfinancial assets and liabilities in the first quarter of fiscal 2010 and the Company's management is still evaluating the impact on the Company's Condensed Consolidated Financial Statements.

Our financial assets and liabilities measured at fair value are grouped in three levels. The levels prioritize the inputs used to measure the fair value of the assets or liabilities. These levels are:

- o Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- o Level 2 – Inputs other than quoted prices that are observable for assets and liabilities, either directly or indirectly. These inputs include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in market that are less active.
- o Level 3 – Unobservable inputs for assets or liabilities reflecting the reporting entity’s own assumptions.

The following financial liabilities were measured at fair value on a recurring basis during the six months ended September 30, 2008:

	Fair Value Measurements Using			
	Quoted Prices in		Significant Other	
	Active Markets for		Observable	
	Identical Assets		Inputs	
	(Level 1)		(Level 2)	
	September 30, 2008		Significant	
	September 30, 2008		Unobservable	
	September 30, 2008		Inputs	
	September 30, 2008		(Level 3)	
Interest rate swap	\$	920,693	\$	-
Foreign exchange option	\$	160,300	\$	-

There have been no other material changes to the Company's significant accounting policies and estimates from the information provided in Note 1 of the Company's Consolidated Financial Statements included in the Form 10-K for the fiscal year ended March 31, 2008.

NOTE 3 – COMPREHENSIVE INCOME (LOSS)

The Company applies the provisions of Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards (SFAS) No. 130 "Reporting Comprehensive Income." The following summarizes accumulated other comprehensive income (loss) as of September 30:

	Three months ended September 30,		Six months ended September 30,	
	2008	2007	2008	2007
Balance at beginning of period	\$ 630,931	7,215	169,503	(47,826)
Unrealized income (loss) from foreign exchange translation adjustment	(1,031,742)	(71,210)	(570,314)	(16,169)
Balance at end of period	\$ (400,811)	(63,995)	(400,811)	(63,995)

NOTE 4 - ALLOWANCE FOR LOAN LOSSES

The following is a summary of the changes in the allowance for loan losses for the periods indicated (unaudited):

	Three months ended September 30,		Six months ended September 30,	
	2008	2007	2008	2007
Balance at beginning of period	\$ 35,288,061	29,682,281	33,526,147	27,840,236
Provision for loan losses	23,307,132	18,415,731	41,164,045	32,632,241
Loan losses	(22,115,145)	(17,373,269)	(40,288,288)	(31,356,137)
Recoveries	1,627,137	1,534,591	3,375,249	3,095,394
Translation adjustment	(73,599)	(3,090)	(44,715)	2,700
Allowance on acquired loans	87,061	12,470	388,209	54,280
Balance at end of period	\$ 38,120,647	32,268,714	38,120,647	32,268,714

The Company adopted Statement of Position No. 03-3 ("SOP 03-3"), "Accounting for Certain Loans or Debt Securities Acquired in a Transfer," which prohibits carry over or creation of valuation allowances in the initial accounting of all loans acquired in a transfer that are within the scope of this SOP. The Company believes that a loan has shown deterioration if it is over 60 days delinquent. The Company believes that loans acquired since the adoption of SOP 03-3 have not shown evidence of deterioration of credit quality since origination, and therefore, are not within the scope of SOP 03-3 because the Company did not pay consideration for, or record, acquired loans over 60 days delinquent. Loans acquired that are more than 60 days past due are included in the scope of SOP 03-3 and therefore,

subsequent refinances or restructures of these loans would not be accounted for as a new loan.

For the quarters ended September 30, 2008 and 2007, the Company recorded adjustments of approximately \$87,000 and \$12,000, respectively, to the allowance for loan losses in connection with acquisitions in accordance with generally accepted accounting principles. These adjustments were approximately \$388,000 and \$54,000 for the six-months ended September 30, 2008 and 2007, respectively. These adjustments represent the allowance for loan losses on acquired loans which do not meet the scope of SOP 03-3.

NOTE 5 – AVERAGE SHARE INFORMATION

The following is a summary of the basic and diluted average common shares outstanding:

	Three months ended September 30,		Six months ended September 30,	
	2008	2007	2008	2007
Basic:				
Weighted average common shares outstanding (denominator)	16,213,658	17,199,072	16,242,334	17,354,650
Diluted:				
Weighted average common shares outstanding	16,213,658	17,199,072	16,242,334	17,354,650
Dilutive potential common shares	279,052	324,297	292,340	373,286
Weighted average diluted shares outstanding (denominator)	16,492,710	17,523,369	16,534,674	17,727,936

Options to purchase 40,801 and 106,451 shares of common stock at various prices were outstanding during the three months ended September 30, 2008 and 2007, respectively, but were not included in the computation of diluted EPS because the options are antidilutive. The shares related to the convertible senior notes payable (1,762,519) and related warrants were also not included in the computation of diluted EPS because the effect of such instruments was antidilutive.

NOTE 6 – STOCK-BASED COMPENSATION*Stock Option Plans*

The Company has a 1992 Stock Option Plan, a 1994 Stock Option Plan, a 2002 Stock Option Plan, a 2005 Stock Option Plan and a 2008 Stock Option Plan for the benefit of certain directors, officers, and key employees. Under these plans, 6,010,000 shares of authorized common stock have been reserved for issuance pursuant to grants approved by the Compensation and Stock Option Committee of the Board of Directors. Stock options granted under these plans have a maximum duration of 10 years, may be subject to certain vesting requirements, which are generally one year for directors and between two and five years for officers and key employees, and are priced at the market value of the Company's common stock on the date of grant of the option. At September 30, 2008, there were 1,222,123 shares available for grant under the plans.

Effective April 1, 2006, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 123 (Revised 2004), “Share-Based Payment” (“SFAS” 123-R), using the modified prospective transition method, and did not retroactively adjust results from prior periods. Under this transition method, stock option compensation is recognized as an expense over the remaining unvested portion of all stock option awards granted prior to April 1, 2006, based on the fair values estimated at grant date in accordance with the original provisions of SFAS 123. The Company has applied the Black-Scholes valuation model in determining the fair value of the stock option awards. Compensation expense is recognized only for those options expected to vest, with forfeitures estimated based on historical experience and future expectations.

There were no option grants during the quarter or six months ended September 30, 2008. The weighted-average fair value at the grant date for options issued during the six months ended September 30, 2007 was \$22.35. This fair value

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was estimated at grant date using the weighted-average assumptions listed below.

Six months ended September 30,
2007

Dividend yield	-
Expected volatility	42.90%
Average risk-free interest rate	4.78%
Expected life	6.89 years
Vesting period	5 years

The expected stock price volatility is based on the historical volatility of the Company's stock for a period approximating the expected life. The expected life represents the period of time that options are expected to be outstanding after their grant date. The risk-free interest rate reflects the interest rate at grant date on zero-coupon U.S. governmental bonds having a remaining life similar to the expected option term.

Option activity for the six months ended September 30, 2008 was as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregated Intrinsic Value
Options outstanding, beginning of year	1,274,217	\$ 25.33		
Granted	-	-		
Exercised	(88,283)	15.04		
Forfeited	(13,884)	28.19		
Options outstanding, end of period	1,172,050	\$ 26.13	7.4	\$ 14,404,725
Options exercisable, end of period	465,200	\$ 17.42	5.3	\$ 9,297,750

The aggregate intrinsic value reflected in the table above represents the total pre-tax intrinsic value (the difference between the closing stock price on September 30, 2008 and the exercise price, multiplied by the number of in-the-money options) that would have been received by option holders had all option holders exercised their options. The total intrinsic value of options exercised during the periods ended September 30, 2008 and 2007 were as follows:

	2008	2007
Three months ended	\$ 529,773	571,300
Six months ended	\$ 2,234,833	1,045,361

As of September 30, 2008, total unrecognized stock-based compensation expense related to non-vested stock options amounted to approximately \$4.4 million, which is expected to be recognized over a weighted-average period of approximately 2.7 years.

Restricted Stock

On May 19, 2008 the Company granted 12,000 shares of restricted stock (which are equity classified) with a grant date fair value of \$43.67 per share to independent directors and a certain officer. One-half of the restricted stock vested immediately and the other half will vest on the first anniversary of grant.

On November 28, 2007, the Company granted 20,800 shares of restricted stock (which are equity classified), with a grant date fair value of \$30.94 per share, to certain executive officers. One-third of the restricted stock vested immediately and one-third will vest on the first and second anniversary of grant. On that same date, the Company granted an additional 15,150 shares of restricted stock (which are equity classified), with a grant date fair value of \$30.94 per share, to the same executive officers. The 15,150 shares will vest in three years based on the Company's compounded annual EPS growth according to the following schedule:

Vesting Percentage	Compounded Annual EPS Growth
100%	15% or higher
67%	12% - 14.99%
33%	10% - 11.99%
0%	Below 10%

On November 12, 2007, the Company granted 8,000 shares of restricted stock (which are equity classified), with a grant date fair value of \$28.19 per share, to certain officers. One-third of the restricted stock vested immediately and one-third will vest on the first and second anniversary of grant.

Compensation expense related to restricted stock is based on the number of shares expected to vest and the fair market value of the common stock on the grant date. The Company recognized approximately \$279,000 and \$790,000, respectively, of compensation expense for the quarter and six-months ended September 30, 2008 and recognized approximately \$300,000 and \$727,000, respectively of compensation expense for the quarter and six-months ended September 30, 2007 related to restricted stock, which is included as a component of general and administrative expenses in the Company's Consolidated Statements of Operations. All shares are expected to vest.

As of September 30, 2008, there was approximately \$725,000 of unrecognized compensation cost related to unvested restricted stock awards granted, which is expected to be recognized over the next two years.

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A summary of the status of the Company's restricted stock as of September 30, 2008, and changes during the six months ended September 30, 2008, is presented below:

	Number of Shares	Weighted Average Fair Value at Grant Date
Outstanding at March 31, 2008	50,533	35.41
Granted during the period	12,000	43.67
Vested during the period	(9,676)	43.36
Cancelled during the period	(324)	43.67
Outstanding at September 30, 2008	52,533	\$ 35.83

Total share-based compensation included as a component of net income during the six months ended September 30, 2008 and 2007 was as follows:

	Three months ended		Six months ended	
	2008	2007	2008	2007
Share-based compensation related to equity classified units:				
Share-based compensation related to stock options	\$ 942,060	989,787	\$ 1,892,205	1,913,202
Share-based compensation related to restricted stock units	278,662	300,004	789,986	726,624
Total share-based compensation related to equity classified awards	\$ 1,220,722	1,289,791	2,682,191	2,639,826

NOTE 7 – ACQUISITIONS

The following table sets forth the acquisition activity of the Company for the quarters ended September 30, 2008 and 2007:

	2008	2007
Number of offices purchased	18	17
Merged into existing offices	10	5
Purchase Price	\$ 9,068,125	\$ 3,429,239
Tangible assets:		
Net loans	7,847,443	1,906,348
Furniture, fixtures & equipment	35,500	123,000
Other	450	6,841
Excess of purchase prices over carrying value of net tangible assets	\$ 1,184,732	\$ 1,393,050
Customer lists	1,084,386	1,016,715
Non-compete agreements	69,000	83,000
Goodwill	31,346	293,335
Total intangible assets	\$ 1,184,732	\$ 1,393,050

The Company evaluates each acquisition to determine if the acquired enterprise meets the definition of a business. Those acquired enterprises that meet the definition of a business are accounted for as a business combination under SFAS No. 141 and all other acquisitions are accounted for as asset purchases. All acquisitions have been from independent third parties.

When the acquisition results in a new office, the Company records the transaction as a business combination, since the office acquired will continue to generate loans. The Company typically retains the existing employees and the office location. The purchase price is allocated to the estimated fair value of the tangible assets acquired and to the estimated fair value of the identified intangible assets acquired (generally non-compete agreements and customer lists). The remainder is allocated to goodwill. During the six months ended September 30, 2008, eight acquisitions were recorded as business combinations.

When the acquisition is of a portfolio of loans only, the Company records the transaction as an asset purchase. In an asset purchase, no goodwill is recorded. The purchase price is allocated to the estimated fair value of the tangible and intangible assets acquired. During the six months ended September 30, 2008, ten acquisitions were recorded as asset acquisitions.

The Company's acquisitions include tangible assets (generally loans and furniture and equipment) and intangible assets (generally non-compete agreements, customer lists, and goodwill), both of which are recorded at their fair values, which are estimated pursuant to the processes described below.

Acquired loans are valued at the net loan balance. Given the short-term nature of these loans, generally four months, and that these loans are subject to continual repricing at current rates, management believes the net loan balances approximate their fair value.

Furniture and equipment are valued at the specific purchase price as agreed to by both parties at the time of acquisition, which management believes approximates their fair values.

Non-compete agreements are valued at the stated amount paid to the other party for these agreements, which the Company believes approximates the fair value. The fair value of the customer lists is based on a valuation model that utilizes the Company's historical data to estimate the value of any acquired customer lists. In a business combination the remaining excess of the purchase price over the fair value of the tangible assets, customer list, and non-compete agreements is allocated to goodwill. The offices the Company acquires are small privately owned offices, which do not have sufficient historical data to determine attrition. The Company believes that the customers acquired have the same characteristics and perform similarly to its customers. Therefore, the company utilized the attrition patterns of its customers when developing the method. This method is re-evaluated periodically.

Customer lists are allocated at an office level and are evaluated for impairment at an office level when a triggering event occurs, in accordance with SFAS 144. If a triggering event occurs, the impairment loss to the customer list is generally the remaining unamortized customer list balance. In most acquisitions, the original fair value of the customer list allocated to an office is less than \$100,000 and management believes that in the event a triggering event were to occur, the impairment loss to an unamortized customer list would be immaterial.

The results of all acquisitions have been included in the Company's Consolidated Financial Statements since the respective acquisition dates. The pro forma impact of these purchases as though they had been acquired at the beginning of the periods presented would not have a material effect on the results of operations as reported.

NOTE 8 – DERIVATIVE FINANCIAL INSTRUMENTS

On October 5, 2005, the Company entered into an interest rate swap with a notional amount of \$30 million to economically hedge a portion of the cash flows from its floating rate revolving credit facility. Under the terms of the interest rate swap, the Company pays a fixed rate of 4.755% on the \$30 million notional amount and receives payments from a counterparty based on the 1 month LIBOR rate for a term ending October 5, 2010. Interest rate differentials paid or received under the swap agreement are recognized as adjustments to interest expense.

At September 30, 2008 and 2007, the Company recorded a liability related to the interest rate swap of approximately \$921,000 and \$127,000, respectively, which represented the fair value of the interest rate swap at that date. An unrealized loss of \$81,000 and \$608,000 was recorded as other income for the quarters ended September 30, 2008 and 2007. During the quarter ended September 30, 2008 interest expense was increased by approximately \$175,000, as a result of new payments under the terms of the interest rate swap. For the quarter ended September 30, 2007, interest expense was decreased by approximately \$53,000, as a result of net receipts under the terms of the interest rate swap.

For the six-months ended September 30, 2008 an unrealized gain of \$750,000 was recorded as other income. For the six months ended September 30, 2007, an unrealized loss of approximately \$219,000 was recorded. Interest expense was increased by approximately \$331,000 for the six-months ended September 30, 2008 and decreased approximately \$96,000 for the six-months ended September 30, 2007 as a result of net disbursements under the terms of the interest rate swap.

On May 15, 2008, the Company entered into a \$10 million foreign exchange currency option to economically hedge its foreign exchange risk relative to the Mexican peso. Under the terms of the option contract, the Company can exchange \$10 million U.S. dollars at a rate of 11.0 Mexican pesos per dollar on May 15, 2009. The fair value of the option at September 30, 2008 was approximately \$160,000.

The Company does not enter into derivative financial instruments for trading or speculative purposes. The purpose of these instruments is to reduce the exposure to variability in future cash flows attributable to a portion of its LIBOR-based borrowings and to reduce variability in foreign cash flows. The fair value of the interest rate swap and currency option is recorded on the consolidated balance sheets as an other asset or other liability. The Company is currently not accounting for these derivative instruments using the cash flow hedge accounting provisions of SFAS 133; therefore, the changes in fair value of the swap and option are included in earnings as other income or expenses.

By using derivative instruments, the Company is exposed to credit and market risk. Credit risk, which is the risk that a counterparty to a derivative instrument will fail to perform, exists to the extent of the fair value gain in a derivative. Market risk is the adverse effect on the financial instruments from a change in interest rates or implied volatility of exchange rates. The Company manages the market risk associated with interest rate contracts and currency options by establishing and monitoring limits as to the types and degree of risk that may be undertaken. The market risk associated with derivatives used for interest rate and foreign currency risk management activities is fully incorporated in the Company's market risk sensitivity analysis.

NOTE 9 – ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, on April 1, 2007. As a result of the implementation of Interpretation 48, the Company recognized a charge of approximately \$550,000 to the April 1, 2007 balance of retained earnings. As of September 30, 2008 and March 31, 2008, the Company had \$4,510,341 and \$8,764,255 of total gross unrecognized tax benefits including interest, respectively. Of this total, approximately \$2,234,801 and \$2,208,734, respectively, represents the amount of unrecognized tax benefits that are permanent in nature and, if recognized, would affect the annual effective tax rate. The decrease in the total gross unrecognized tax benefit including interest during the six months ending September 30, 2008 is primarily attributable to the revaluation of a prior period uncertain tax position which resulted in a decrease of \$4,083,782 to the gross liability; additionally, the interest benefit accrued at the quarter comprises the remaining portion of the change in the unrecognized tax benefit.

The Company is subject to U.S and Mexican income taxes, as well as various other state and local jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2003, although carryforward attributes that were generated prior to 2003 may still be adjusted upon examination by the IRS if they either have been or will be used in a future period. The federal income tax returns (2005, 2006, and 2007) are currently under examination by the taxing authorities. In addition, the income tax returns (2001 through 2006) are under examination by a state authority which has completed its examinations and issued a proposed assessment for tax years 2001 through 2006. The Company is in the initial process of responding to the Jurisdiction. In consideration of the proposed assessment, the total gross unrecognized tax benefit was increased by \$2.3 million during fiscal 2008. At this time, it is too early to predict the final outcome on this tax issue and any future recoverability of this charge. Until the tax issues are resolved the Company expects to accrue approximately \$95,000 per quarter for interest.

The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. As of September 30, 2008, the Company had approximately \$1.1 million accrued for interest and penalties, of which approximately \$95,000 was recorded in the second quarter. The Company has determined that it is possible that the total amount of unrecognized tax benefits related to various state examinations will significantly increase or decrease within twelve months of the reporting date. However, at this time, a reasonable estimate of the range of possible change cannot be made until further correspondence has been conducted with the state taxing authorities.

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES**

PART I. FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

The following table sets forth certain information derived from the Company's consolidated statements of operations and balance sheets, as well as operating data and ratios, for the periods indicated (unaudited):

	Three months ended September 30,		Six months ended September 30,	
	2008	2007	2008	2007
(Dollars in thousands)				
Average gross loans receivable (1)	\$ 653,671	560,689	634,097	543,034
Average net loans receivable (2)	482,130	414,590	468,318	402,465
Expenses as a % of total revenue:				
Provision for loan losses	25.4%	23.0%	22.9%	20.8%
General and administrative	52.7%	52.3%	53.9%	53.7%
Total interest expense	3.0%	3.7%	2.9%	3.4%
Operating margin (3)	21.8%	24.8%	23.2%	25.4%
Return on average assets (annualized)	8.3%	9.3%	9.0%	9.7%
Offices opened or acquired, net	35	35	69	85
Total offices (at period end)	907	817	907	817

- (1) Average gross loans receivable have been determined by averaging month-end gross loans receivable over the indicated period.
- (2) Average loans receivable have been determined by averaging month-end gross loans receivable less unearned interest and deferred fees over the indicated period.
- (3) Operating margin is computed as total revenues less provision for loan losses and general and administrative expenses, as a percentage of total revenue.

Comparison of Three Months Ended September 30, 2008, Versus
Three Months Ended September 30, 2007

Net income increased to \$10.7 million for the three months ended September 30, 2008, or 1.9%, from the three month period ended September 30, 2007. Operating income (revenues less provision for loan losses and general and administrative expenses) increased approximately \$0.2 million, or 0.9%.

Total revenues rose to \$91.7 million during the quarter ended September 30, 2008, a 14.4% increase over the \$80.2 million for the corresponding quarter of the previous year. This increase was attributable to new offices and an increase in revenues from offices open throughout both quarterly periods. Revenues from the 732 offices open throughout both quarterly periods increased by approximately 10.8%. At September 30, 2008, the Company had 907 offices in operation, an increase of 69 offices from March 31, 2008.

Interest and fee income for the quarter ended September 30, 2008 increased by \$10.3 million, or 14.8%, over the same period of the prior year. This increase resulted from a \$92.9 million increase, or 16.6%, in average gross loans receivable over the two corresponding periods.

Insurance commissions and other income increased by \$1.2 million, or 11.2%, between the two quarterly periods. Insurance commissions increased by \$626,000, or 8.4%, during the most recent quarter when compared to the prior year quarter due to the increase in loans in those states where credit insurance is sold in conjunction with the loan. Other income increased by approximately \$549,000, or 18.0%, over the two corresponding quarters primarily due to a decrease in the unrealized loss on the fair value of the interest rate swap.

The provision for loan losses during the quarter ended September 30, 2008 increased by \$4.9 million, or 26.6%, from the same quarter last year. Delinquencies and charge-offs continued to increase during the second quarter as a result of the ongoing economic environment. Accounts that were 61 days or more past due increased from 2.9% to 3.3% on a recency basis and from 4.2% to 4.5% on a contractual basis when comparing the two quarter end statistics. Net charge-offs as a percentage of average net loans increased from 15.3% (annualized) during the prior year second quarter to 17.0% (annualized) during the most recent quarter. While the 17% is higher than historical averages, in prior years net charge-offs have been as high as 16% for the second quarter. Management did see a leveling out of the rising trend in charge-offs this quarter, as the 1.7 percentage point increase in net charge-offs since last year is similar to the 1.8 percentage point increase experienced in the first quarter of this year. The Company continues to monitor closely the loan portfolio in light of the softening economy and believes that the loss ratios are within acceptable ranges in light of current economic conditions. At this time, management does not expect to see the Company's loss ratios improve for the remainder of the fiscal year.

General and administrative expenses for the quarter ended September 30, 2008 increased by \$6.4 million, or 15.4% over the same quarter of fiscal 2008. Overall, general and administrative expenses, when divided by average open offices, increased by approximately 3.8% when comparing the two periods. The total general and administrative expense as a percent of total revenues was 52.3% for the three months ended September 30, 2007 and was 52.7% for the three months ended September 30, 2008.

Interest expense decreased by approximately \$183,000 when comparing the two corresponding quarterly periods as a result of a decrease in the average interest rate, offset by increases in the average outstanding debt balance.

The Company's effective income tax rate increased slightly to 38.3% for the quarter ended September 30, 2008 from 38.1% for the prior year quarter.

Comparison of Six Months Ended September 30, 2008, Versus Six Months Ended September 30, 2007

Net income increased to \$22.7 million for the six months ended September 30, 2008, or 6.6%, from the six month period ended September 30, 2007. Operating income (revenues less provision for loan losses and general and administrative expenses) increased approximately \$2.0 million, or 5.0%, and was offset partially by an increase in income taxes.

Total revenues rose to \$180.1 million during the six months ended September 30, 2008, a 15.0% increase over the \$156.6 million for the corresponding six months of the previous year. This increase was attributable to new offices and an increase in revenues from offices open throughout both quarterly periods. Revenues from the 732 offices open throughout both quarterly periods increased by approximately 11.7%.

Interest and fee income for the six months ended September 30, 2008 increased by \$21.3 million, or 15.5%, over the same period of the prior year. This increase resulted from a \$91.1 million increase, or 16.8%, in average gross loans receivable over the two corresponding periods.

Insurance commissions and other income increased by \$2.2 million, or 10.5%, between the two six months period. Insurance commissions increased by \$1.4 million, or 9.5%, during the most recent six months when compared to the prior year six months due to the increase in loans in those states where credit insurance is sold in conjunction with the loan. Other income increased by approximately \$900,000, or 12.4%, over the two corresponding six months primarily due to an increase in unrealized gain on the fair value of the interest rate swap.

The provision for loan losses during the six months ended September 30, 2008 increased by \$8.5 million, or 26.1%, from the same six months last year. Delinquencies and charge-offs continued to increase during the first six months as a result of the ongoing economic environment. Net charge-offs as a percentage of average net loans increased from 14.0% (annualized) during the prior year first six months to 15.8% (annualized) during the most recent six months.

General and administrative expenses for the six months ended September 30, 2008 increased by \$13.1 million, or 15.5% over the same six months of fiscal 2008. Overall, general and administrative expenses, when divided by average open offices, increased by approximately 3.3% when comparing the two periods. The total general and administrative expense as a percent of total revenues was 53.7% for the six months ended September 30, 2007 and 53.9% the six months ended September 30, 2008.

Interest expense decreased by approximately \$40,000 when comparing the two corresponding six month periods as a result of increases in the average outstanding debt balance, offset by a decrease in the average interest rate.

The Company's effective income tax rate decreased to 37.9% for the six months ended September 30, 2008 compared to 38.3% for the first six months of the prior year. This decrease related to the FIN 48 adjustment discussed in Note 9 of the Consolidated Financial Statements.

Critical Accounting Policies

The Company's accounting and reporting policies are in accordance with U. S. generally accepted accounting principles and conform to general practices within the finance company industry. Certain accounting policies involve significant judgment by the Company's management, including the use of estimates and assumptions which affect the reported amounts of assets, liabilities, revenues, and expenses. As a result, changes in these estimates and assumptions could significantly affect the Company's financial position and results of operations. The Company considers its policies regarding the allowance for loan losses and share-based compensation to be its most critical accounting policies due to the significant degree of management judgment involved.

Allowance for Loan Losses

The Company has developed policies and procedures for assessing the adequacy of the allowance for loan losses that take into consideration various assumptions and estimates with respect to the loan portfolio. The Company's assumptions and estimates may be affected in the future by changes in economic conditions, among other factors. Additional information concerning the allowance for loan losses is discussed under "Management's Discussion and Analysis of Financial Conditions and Results of Operations - Credit Quality" in the Company's report on Form 10-K for the fiscal year ended March 31, 2008.

Share-Based Compensation

The Company measures compensation cost for share-based awards at fair value and recognizes compensation over the service period for awards expected to vest. The fair value of restricted stock is based on the number of shares granted and the quoted price of the Company's common stock, and the fair value of stock options is determined using the Black-Scholes valuation model. The Black-Scholes model requires the input of highly subjective assumptions, including expected volatility, risk-free interest rate and expected life, changes to which can materially affect the fair value estimate. In addition, the estimation of share-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from the Company's current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. The Company considers many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience. Actual results, and future changes in estimates, may differ substantially from the Company's current estimates.

Income Taxes

Management uses certain assumptions and estimates in determining income taxes payable or refundable, deferred income tax liabilities and assets for events recognized differently in its financial statements and income tax returns, and income tax expense. Determining these amounts requires analysis of certain transactions and interpretation of tax laws and regulations. Management exercises considerable judgment in evaluating the amount and timing of recognition of the resulting income tax liabilities and assets. These judgments and estimates are re-evaluated on a continual basis as regulatory and business factors change.

No assurance can be given that either the tax returns submitted by management or the income tax reported on the Consolidated Financial Statements will not be adjusted by either adverse rulings by the U.S. Tax Court, changes in the tax code, or assessments made by the Internal Revenue Service ("IRS"). The Company is subject to potential adverse adjustments, including but not limited to: an increase in the statutory federal or state income tax rates, the permanent non-deductible amounts currently considered deductible either now or in future periods, and the dependency on the generation of future taxable income, including capital gains, in order to ultimately realize deferred income tax assets.

The Company adopted FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes," on April 1, 2007. Under FIN 48, the Company includes the current and deferred tax impact of its tax positions in the financial

statements when it is more likely than not (likelihood of greater than 50%) that such positions will be sustained by taxing authorities, with full knowledge of relevant information, based on the technical merits of the tax position. While the Company supports its tax positions by unambiguous tax law, prior experience with the taxing authority, and analysis that considers all relevant facts, circumstances and regulations, management must still rely on assumptions and estimates to determine the overall likelihood of success and proper quantification of a given tax position.

Liquidity and Capital Resources

The Company has financed its operations, acquisitions and office expansion through a combination of cash flow from operations and borrowings from its institutional lenders. The Company's primary ongoing cash requirements relate to the funding of new offices and acquisitions, the overall growth of loans outstanding, the repayment of indebtedness and the repurchase of its common stock. As the Company's gross loans receivable increased from \$416.3 million at March 31, 2006 to \$599.5 million at March 31, 2008, net cash provided by operating activities for fiscal years 2006, 2007 and 2008 was \$98.0 million, \$110.1 million and \$136.0 million, respectively.

The Company believes stock repurchases to be a viable component of the Company's long-term financial strategy and an excellent use of excess cash when the opportunity arises. Although the Company historically has not repurchased shares during our loan growth season between October and December, management continues to analyze during this season, as it does at any other given time, whether stock repurchases are then advisable in light of our existing cash position, stock price, and available opportunities. Based on these considerations, the Company may repurchase stock during this season or at any other time. As of November 3, 2008, the Company has \$4.8 million in aggregate remaining repurchase capacity under all of the Company's outstanding repurchase authorizations. In addition, we may from time to time seek to retire or purchase our outstanding debt through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

The Company plans to open or acquire at least 70 branches in the United States and 25 branches in Mexico during fiscal 2009. Expenditures by the Company to open and furnish new offices averaged approximately \$25,000 per office during fiscal 2008. New offices have also required from \$100,000 to \$400,000 to fund outstanding loans receivable originated during their first 12 months of operation.

The Company acquired eight offices and ten loan portfolios from competitors in 7 states in 11 separate transactions during the first six months of fiscal 2009. Gross loans receivable purchased in these transactions were approximately \$9.1 million in the aggregate at the dates of purchase. The Company believes that attractive opportunities to acquire new offices or receivables from its competitors or to acquire offices in communities not currently served by the Company will continue to become available as conditions in local economies and the financial circumstances of owners change.

The Company has a \$187.0 million base credit facility with a syndicate of banks. In addition to the base revolving credit commitment, there is a \$30.0 million seasonal revolving credit commitment available November 15 of each year through March 31 of the immediately succeeding year to cover the increase in loan demand during this period. On August 4, 2008, the credit facility expiration date was amended to September 30, 2010. Funds borrowed under the revolving credit facility bear interest, at the Company's option, at either the agent bank's prime rate per annum or the LIBOR rate plus 1.80% per annum. At September 30, 2008, the interest rate on borrowings under the revolving credit facility was 4.8%. The Company pays a commitment fee equal to 0.375% per annum of the daily unused portion of the revolving credit facility. Amounts outstanding under the revolving credit facility may not exceed specified percentages of eligible loans receivable. On September 30, 2008, \$146.7 million was outstanding under this facility, and there was \$40.3 million of unused borrowing availability under the borrowing base limitations. Based on management's assessment of the relative condition and strength of the syndicate of banks providing funds under its credit facility, the Company does not currently believe that the recent turmoil in the credit markets will affect its access to funding to the extent permitted by the credit facility.

The Company's credit agreements contain a number of financial covenants, including minimum net worth and fixed charge coverage requirements. The credit agreements also contain certain other covenants, including covenants that impose limitations on the Company with respect to (i) declaring or paying dividends or making distributions on or acquiring common or preferred stock or warrants or options; (ii) redeeming or purchasing or prepaying principal or interest on subordinated debt; (iii) incurring additional indebtedness; and (iv) entering into a merger, consolidation or sale of substantial assets or subsidiaries. The Company believes that it was in compliance with these agreements as of September 30, 2008, and does not believe that these agreements will materially limit its business and expansion strategy.

The Company's contractual obligations as of September 30, 2008 relating to FIN 48 included unrecognized tax benefits of \$4.5 million which are expected to be settled in greater than one year. While the settlement of the obligation is expected to be in excess of one year, the precise timing of the settlement is indeterminable.

The Company believes that cash flow from operations and borrowings under its revolving credit facility or other sources will be adequate to fund the expected cost of opening or acquiring new offices, including funding initial operating losses of new offices and funding loans receivable originated by those offices and the Company's other offices and the scheduled repayment of the other notes payable (for the next 12 months and for the foreseeable future beyond that). Management is not currently aware of any trends, demands, commitments, events or uncertainties related to the Company's operations that it believes will result in, or are reasonably likely to result in, the Company's liquidity increasing or decreasing in any material way. From time to time, the Company has needed and obtained, and expects that it will continue to need on a periodic basis, an increase in the borrowing limits under its revolving credit facility. The Company has successfully obtained such increases in the past and anticipates that it will be able to obtain such increases or secure other sources of financing in the future as the need arises; however, there can be no assurance that this additional funding will be available (or available on reasonable terms) if and when needed. In addition, there can be no assurance as to the cost of the additional funding, if additional funds were requested.

Inflation

The Company does not believe that inflation has a material adverse effect on its financial condition or results of operations. The primary impact of inflation on the operations of the Company is reflected in increased operating costs. While increases in operating costs would adversely affect the Company's operations, the consumer lending laws of two of the eleven states in which the Company currently operates allow indexing of maximum loan amounts to the Consumer Price Index and nine are unregulated regarding the loan size. These provisions will allow the Company to make larger loans at existing interest rates, which could partially offset the effect of inflationary increases in operating costs.

Quarterly Information and Seasonality

The Company's loan volume and corresponding loans receivable follow seasonal trends. The Company's highest loan demand occurs each year from October through December, its third fiscal quarter. Loan demand is generally the lowest and loan repayment is highest from January to March, its fourth fiscal quarter. Loan volume and average balances remain relatively level during the remainder of the year. This seasonal trend causes fluctuations in the Company's cash needs and quarterly operating performance through corresponding fluctuations in interest and fee income and insurance commissions earned, since unearned interest and insurance income are accreted to income on a collection method. Consequently, operating results for the Company's third fiscal quarter are significantly lower than in other quarters and operating results for its fourth fiscal quarter are generally higher than in other quarters.

Recently Issued Accounting Pronouncements

Business Combinations

In December 2007, the Financial Accounting Standards Board issued SFAS No. 141 (revised 2007), *Business Combinations*, which replaces SFAS No. 141, *Business Combinations*. SFAS No. 141R requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions. SFAS No. 141R also requires acquisition-related costs and restructuring costs that the acquirer expected, but was not obligated to incur at the acquisition date, to be recognized separately from the business combination. In addition, SFAS No. 141R amends SFAS No. 109, *Accounting for Income Taxes*, to require the acquirer to recognize changes in the amount of its deferred tax benefits that are recognizable because of a business combination either in income from continuing

operations in the period of the combination or directly in contributed capital. SFAS No. 141R applies prospectively to business combinations in fiscal years beginning on or after December 15, 2008 and would therefore impact our accounting for future acquisitions beginning in fiscal 2010.

Noncontrolling Interest in Consolidated Financial Statements

In December 2007, the FASB issued SFAS No. 160, “*Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB No. 51*” (“SFAS 160”). SFAS 160 clarifies the accounting for noncontrolling interests and establishes accounting and reporting standards for the noncontrolling interest in a subsidiary, including classification as a component of equity. SFAS 160 is effective for fiscal years beginning after December 15, 2008, our fiscal 2010. The Company is in the process of determining the effect, if any, that the adoption of SFAS 160 will have on our Consolidated Financial Statements.

Disclosures about Derivative Instruments and Hedging Activities

On March 19, 2008, the FASB adopted Statement of Financial Accounting Standards No. 161 (“SFAS 161”) “*Disclosure About Derivative Instruments and Hedging Activities,*” which amends FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. SFAS 161 requires companies with derivative instruments to disclose information about how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under Statement 133, and how derivative instruments and related hedged items affect a company's financial position, financial performance, and cash flows. The required disclosures include the fair value of derivative instruments and their gains or losses in tabular format, information about credit-risk-related contingent features in derivative agreements, counterparty credit risk, and the company's strategies and objectives for using derivative instruments. The SFAS 161 expands the current disclosure framework in Statement 133. SFAS 161 is effective prospectively for periods beginning on or after November 15, 2008.

Convertible Debt Instruments

On May 9, 2008, the FASB issued FASB Staff Position No. APB 14-1, “*Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*” (“FSP APB 14-1”). FSP APB 14-1 applies to any convertible debt instrument that at conversion may be settled wholly or partly with cash, requires cash-settleable convertibles to be separated into their debt and equity components at issuance and prohibits the use of the fair-value option for such instruments. FSP APB 14-1 is effective for the first fiscal period beginning after December 15, 2008 and must be applied retrospectively to all periods presented with a cumulative effect adjustment being made as of the earliest period presented. We will be required to adopt FSP APB 14-1 in the first quarter of fiscal 2010 and are currently assessing the impact on our Consolidated Financial Statements.

Instruments Indexed to an Entity's Own Stock

In June 2008, the FASB ratified EITF Issue 07-5, “*Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock*” (“EITF 07-5”). EITF 07-5 provides a new two-step model to be applied to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative in paragraphs 6-9 of Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*, (“SFAS 133”) in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. It also clarifies on the impact of foreign currency denominated strike prices and market-based employee stock option valuation instruments on the evaluation. EITF 07-5 also applies to any freestanding financial instrument that is potentially settled in an entity's own stock, regardless of whether the instrument has all the characteristics of a derivative in paragraphs 6-9 of SFAS 133, for purposes of determining whether the instrument is within the scope of EITF 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock*. EITF 07-5 will be effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The Company is in the process of assessing the effect that the adoption of EITF 07-5 will have on our Consolidated Financial Statements.

Useful Life of Intangible Assets

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3, "*Determination of the Useful Life of Intangible Assets*" ("FSP FAS 142-3"). FSP FAS 142-3 applies to all recognized intangible assets and its guidance is restricted to estimating the useful life of recognized intangible assets. FSP FAS 142-3 is effective for the first fiscal period beginning after December 15, 2008 and must be applied prospectively to intangible assets acquired after the effective date. We will be required to adopt FSP FAS 142-3 to intangible assets acquired beginning with the first quarter of fiscal 2010.

Forward-Looking Information

This report on Form 10-Q, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” may contain various “forward-looking statements,” within the meaning of Section 21E of the Securities Exchange Act of 1934, that are based on management’s belief and assumptions, as well as information currently available to management. Statements other than those of historical fact, as well as those identified by the words “anticipate,” “estimate,” “plan,” “expect,” “believe,” “may,” “will,” and “should” any variation of the foregoing and similar expressions are forward-looking statements. Although the Company believes that the expectations reflected in any such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Any such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, the Company’s actual financial results, performance or financial condition may vary materially from those anticipated, estimated or expected. Among the key factors that could cause the Company’s actual financial results, performance or condition to differ from the expectations expressed or implied in such forward-looking statements are the following: the continuation or worsening of adverse conditions in the global and domestic credit markets and uncertainties regarding, or the impact of governmental responses to those conditions; changes in interest rates; risks inherent in making loans, including repayment risks and value of collateral, which risks may increase in light of adverse or recessionary economic conditions; recently-enacted or proposed legislation; the timing and amount of revenues that may be recognized by the Company; changes in current revenue and expense trends (including trends affecting delinquencies and charge-offs); changes in the Company’s markets and general changes in the economy (particularly in the markets served by the Company); and other matters discussed in this Report in Part I, Item 1A, “Risk Factors” in the Company’s most recent annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) and the Company’s other reports filed with, or furnished to, the SEC from time to time. The Company does not undertake any obligation to update any forward-looking statements it makes.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

The Company’s financial instruments consist of the following: cash, loans receivable, senior notes payable, convertible senior subordinated notes payable, an other note payable, an interest rate swap and a foreign currency option. Fair value approximates carrying value for all of these instruments, except the convertible notes payable, for which the fair value represents the quoted market price. The fair value of the convertible notes payable was \$83,640,000 at September 30, 2008. Loans receivable are originated at prevailing market rates and have an average life of approximately four months. Given the short-term nature of these loans, they are continually repriced at current market rates. The Company’s outstanding debt under its revolving credit facility was \$146.7 million at September 30, 2008. Interest on borrowings under this facility is based, at the Company’s option, on the prime rate or LIBOR plus 1.80%.

Based on the outstanding balance at September 30, 2008, a change of 1% in the interest rates would cause a change in interest expense of approximately \$1.2 million on an annual basis.

In October 2005, the Company entered into an interest rate swap to economically hedge the variable cash flows associated with \$30 million of its LIBOR-based borrowings. This swap converted the \$30 million from a variable rate of one-month LIBOR to a fixed rate of 4.755% for a period of five years.

In accordance with SFAS 133, the Company records derivatives at fair value, as other assets or liabilities, on the consolidated balance sheets. Since the Company is not utilizing hedge accounting under SFAS 133, changes in the fair value of the derivative instrument are included in other income. As of September 30, 2008 the fair value of the interest rate swap was a liability of approximately \$921,000 and is included in other liabilities. The change in fair value from the beginning of the fiscal year, recorded as an unrealized gain in other income, was approximately \$750,000.

Foreign Currency Exchange Rate Risk

In September 2005 the Company began opening offices in Mexico, where its local businesses utilize the Mexican peso as their functional currency. The Consolidated Financial Statements of the Company are denominated in U.S. dollars and are therefore subject to fluctuation as the U.S. dollar and Mexican peso foreign exchange rates change. International revenues were less than 5% of the Company's total revenues for the six months ended September 30, 2008 and net loans denominated in Mexican pesos were approximately \$11.5 million (USD) at September 30, 2008.

The Company's foreign currency exchange rate exposures may change over time as business practices evolve and could have a material effect on the Company's financial results. There have been, and there may continue to be, period-to-period fluctuations in the relative portions of Mexican revenues.

On May 15, 2008, the Company economically hedged its foreign exchange risk by purchasing a \$10 million foreign exchange currency option with a strike rate of 11.00 Mexican peso per US dollar. This option expires on May 15, 2009. Changes in the fair value of this option are recorded as a component of earnings since the Company did not apply hedge accounting under SFAS 133. The option was subsequently sold in October 2008 and the Company recorded a \$1.5 million net gain.

Because its earnings are affected by fluctuations in the value of the U.S. dollar against foreign currencies, the Company has performed an analysis assuming a hypothetical 10% increase or decrease in the value of the U.S. dollar relative to the Mexican peso in which the Company's transactions in Mexico are denominated. At September 30, 2008, the analysis indicated that such market movements would not have had a material effect on the Company's Consolidated Financial Statements. The actual effects on the Consolidated Financial Statements in the future may differ materially from results of the analysis for the quarter ended September 30, 2008. The Company will continue to monitor and assess the effect of currency fluctuations and may institute further hedging alternatives.

Item 4. Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the Company's management, including its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the Company's disclosure controls and procedures as of September 30, 2008. Based on that evaluation, the Company's management, including the CEO and CFO, has concluded that the Company's disclosure controls and procedures are effective as of September 30, 2008. During the second quarter of fiscal 2009, there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

From time to time the Company is involved in routine litigation relating to claims arising out of its operations in the normal course of business. The Company believes that it is not presently a party to any such pending legal proceedings that would have a material adverse effect on its financial condition.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed under Part I, Item 1A (page 9) of the Company's Annual Report on Form 10-K for the year ended March 31, 2008.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The Company's credit agreements contain certain restrictions on the payment of cash dividends on its capital stock. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity."

Item 4. Submission of Matters of a Vote of Security Holders

(a) The 2008 Annual Meeting of Shareholders was held on August 6, 2008.

(b) Pursuant to Instruction 3 to Item 4, this paragraph need not be answered.

(c) At the 2008 Annual Meeting of Shareholders, the following three matters were voted upon and passed. The tabulation of votes was:

(1) The election of seven Directors to serve until the 2009 Annual Meeting of Shareholders:

	VOTES IN FAVOR	VOTES WITHHELD
Ken R. Bramlett, Jr.	14,965,814	266,691
James R. Gilreath	15,022,956	209,549
William S. Hummers III	14,964,764	267,741
A. Alexander McLean III	15,023,956	208,549
Mark C. Roland	15,014,985	217,520
Charles D. Way	14,966,214	266,291
Darrell E. Whitaker	15,054,005	178,500

(2) The approval of the 2008 Stock Option Plan:

VOTES IN FAVOR	VOTES AGAINST	ABSTENTIONS
12,771,461	605,506	41,728

(3) The ratification of the selection of KPMG LLP as Independent Auditors:

VOTES IN FAVOR	VOTES AGAINST	ABSTENTIONS*
15,200,792	30,627	1,085

*There were no broker non-votes on this routine item.

**WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES**

PART II. OTHER INFORMATION, CONTINUED

Item 6.	<u>Exhibits</u>		
Exhibit Number	Description	Previous Exhibit Number	Company Registration No. or Report
3.1	Second Amended and Restated Articles of Incorporation of the Company, as amended	3.1	333-107426
3.2	Fourth Amended and Restated Bylaws of the Company	99.1	8-03-07 8-K
4.1	Specimen Share Certificate	4.1	33-42879
4.2	Articles 3, 4 and 5 of the Form of Company's Second Amended and Restated Articles of Incorporation (as amended)	3.1	333-107426
4.3	Article II, Section 9 of the Company's Fourth Amended and Restated Bylaws	99.1	8-03-07 8-K
4.4	Amended and Restated Credit Agreement dated July 20, 2005	4.4	6-30-05 10-Q
4.5	First Amendment to Amended and Restated Revolving Credit Agreement, dated as of August 4, 2006	4.4	6-30-06 10-Q
4.6	Second Amendment to Amended and Restated Revolving Credit Agreement dated as of October 2, 2006	10.1	10-04-06 8-K
4.7	Third Amendment to Amended and Restated Revolving Credit Agreement dated as of August 31, 2007	10.1	9-7-07 8-K
4.8	Fourth Amendment to Amended and Restated Revolving Credit Agreement dated as of August 4, 2008	4.8	6-30-08 10-Q
4.9	Subsidiary Security Agreement dated as of June 30, 1997, as Amended through July 20, 2005	4.5	9-30-05 10-Q
4.10	Company Security Agreement dated as of June 20, 1997, as amended through July 20, 2005	4.6	9-30-05 10-Q
4.11	Fourth Amendment to Subsidiary Amended and Restated Security Agreement, Pledge and Indenture of Trust (i.e. Subsidiary Security Agreement)	4.7	6-30-05 10-Q
4.12	Fourth Amendment to Amended and Restated Security Agreement, Pledge and Indenture of Trust, dated as of June 30, 1997 (i.e.,	4.10	9-30-04 10-Q

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Company Security Agreement)

4.13	Fifth Amendment to Amended and Restated Security Agreement, Pledge and Indenture of Trust (i.e. Company Security Agreement)	4.9	6-30-05 10-Q
4.14	Form of 3.00% Convertible Senior Subordinated Note due 2011	4.1	10-12-06 8-K
4.15	Indenture, dated October 10, 2006 between the Company and U.S. Bank National Association, as Trustee	4.2	10-12-06 8-K

23

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Exhibit Number	Description	Previous Exhibit Number	Company Registration No. or Report
10.1	2008 Stock Option Plan of the Company	Appendix A	Definitive Proxy Statement on Schedule 14A for the 2008 Annual Meeting
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	*	
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer	*	
32.1	Section 1350 Certification of Chief Executive Officer	*	
32.2	Section 1350 Certification of Chief Financial Officer	*	

* Filed or furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**WORLD ACCEPTANCE
CORPORATION**

By: /s/ A. Alexander McLean,
III

A. Alexander McLean, III, Chief
Executive Officer

Date: November 3, 2008

By: /s/ Kelly M. Malson
Kelly M. Malson, Vice President and
Chief Financial Officer

Date: November 3, 2008