

WINMARK CORP  
Form 424B3  
August 11, 2006

**Filed Pursuant to Rule 424(b)(3)**  
**File Number 333-133393**

**PROSPECTUS SUPPLEMENT NO. 2**  
**to Prospectus declared**  
**effective on June 14, 2006**  
**(Registration No. 333-133393)**  
**WINMARK CORPORATION**

This Prospectus Supplement No. 2 supplements our Prospectus declared effective June 14, 2006 (as previously supplemented by the prospectus supplement dated July 13, 2006, collectively, the Prospectus ).

You should read this Prospectus Supplement No. 2 together with the Prospectus.

On August 11, 2006, we filed with the U.S. Securities and Exchange Commission the attached Quarterly Report for the period ended July 1, 2006.

The information contained herein, including the information attached hereto, supplements and supersedes, in part, the information contained in the Prospectus. This Prospectus Supplement No. 2 should be read in conjunction with the Prospectus, and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement No. 2 supersedes the information contained in the Prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement No. 2 is August 11, 2006.