

SMITH THOMAS W  
Form SC 13D/A  
January 05, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**WORLD ACCEPTANCE CORPORATION**

(Name of Issuer)

**Common Stock, no par value**

(Title of Class of Securities)

**981419 10 4**

(CUSIP Number)

**Thomas W. Smith  
323 Railroad Avenue  
Greenwich, CT 06830  
(203) 661-1200**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**January 1, 2012**

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [x]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 981419 10 4

1 NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)

**Prescott General Partners LLC**

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS):

5 **OO (Funds of Managed Accounts)**  
CHECK IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(D) OR 2(E)

6 **Not Applicable**  
CITIZEN OR PLACE OF  
ORGANIZATION

**Delaware**  
SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

**0**  
SHARED VOTING POWER  
8  
**2,128,726**  
SOLE DISPOSITIVE POWER

9

**0**  
SHARED DISPOSITIVE POWER

10

**2,128,726**  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

**2,128,726**

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

12

**Not Applicable**  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

**14.5%**  
TYPE OF REPORTING PERSON

14

**OO**

CUSIP No. 981419 10 4

NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)

1

**Prescott Associates L.P.**

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)   
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS):

4

**WC**  
CHECK IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(D) OR 2(E)

5

**Not Applicable**  
CITIZEN OR PLACE OF  
ORGANIZATION

6

**New York**  
SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

**0**  
SHARED VOTING POWER  
8  
**1,338,005**  
SOLE DISPOSITIVE POWER  
9  
**0**  
SHARED DISPOSITIVE POWER

10

**1,338,005**  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

**1,338,005**

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

12

**Not Applicable**

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

**9.1%**

TYPE OF REPORTING PERSON

14

**PN**

CUSIP No. 981419 10 4

NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)

1

**Thomas W. Smith**

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a) [ ]  
(b) [x]

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS):

4

**PF and OO (Funds of Managed  
Accounts)**

CHECK IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(D) OR 2(E)

5

**Not Applicable**  
CITIZEN OR PLACE OF  
ORGANIZATION

6

**United States**  
SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

**510,000**  
SHARED VOTING POWER  
8  
**191,100**  
SOLE DISPOSITIVE POWER

9

**510,000**  
SHARED DISPOSITIVE POWER

10

**191,100**  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

**701,100**

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

13 **Not Applicable**  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

14 **4.8%**  
TYPE OF REPORTING PERSON  
**IN**

CUSIP No. 981419 10 4

NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)

1

**Scott J. Vassalluzzo**

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a) [ ]  
(b) [x]

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS):

4

**PF and OO (Funds of Managed  
Accounts)**

CHECK IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(D) OR 2(E)

5

**Not Applicable**  
CITIZEN OR PLACE OF  
ORGANIZATION

6

**United States**  
SOLE VOTING POWER

7

**31,788**  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

8

**92,150**  
SOLE DISPOSITIVE POWER

9

**31,788**  
SHARED DISPOSITIVE POWER

10

**128,150**  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

**159,938**

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

13 **Not Applicable**  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

14 **1.1%**  
TYPE OF REPORTING PERSON  
**IN**

**Explanatory Note:**

The following constitutes Amendment No. 1 (the "Amendment") to the joint filing on Schedule 13D by Thomas W. Smith, Scott J. Vassalluzzo, Steven M. Fischer and Prescott Associates L.P. ("Prescott Associates") originally filed with the Securities and Exchange Commission on June 30, 2011 (the "Schedule 13D"). This Amendment modifies the Schedule 13D to reflect, among other things, (i) the addition of Prescott General Partners LLC ("PGP") as a reporting person and (ii) the removal of Mr. Fischer as a reporting person. Effective January 1, 2012, each of Messrs. Smith, Vassalluzzo and Fischer assigned their general partnership interests in three private investment limited partnerships (including Prescott Associates) to PGP. The three private investment limited partnerships are referred to herein collectively as the "Partnerships." Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13D, and unless amended or supplemented hereby, all information previously filed remains in effect.

**Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) This statement is filed jointly by: (i) PGP; (ii) Prescott Associates; (iii) Thomas W. Smith; and (iv) Scott J. Vassalluzzo (the persons and entities in (i) - (iv) are referred to collectively herein as the "Reporting Persons"). PGP is the general partner of Prescott Associates. Messrs. Smith and Vassalluzzo are the managing members of PGP. Mr. Fischer is also a member of PGP. The filing of this statement shall not be deemed to be an admission that the Reporting Persons comprise a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons each disclaim beneficial ownership of the shares reported in this statement in excess of those shares as to which they have or share voting or investment authority.

(b) The business address of each of the Reporting Persons and Mr. Fischer is 323 Railroad Avenue, Greenwich, Connecticut 06830.

(c) The principal business of PGP is to serve as general partner for the Partnerships. The principal business of Prescott Associates is to invest in securities. The principal occupation of each of Messrs. Smith, Vassalluzzo and Fischer is private investment manager and member of PGP.

(d) – (e) During the last five years, none of the Reporting Persons nor Mr. Fischer has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) PGP is a Delaware limited liability company. Prescott Associates is a New York limited partnership. Each of Messrs. Smith, Vassalluzzo and Fischer is a citizen of the United States.

#### **Item 4. Purpose of Transaction**

The first paragraph of Item 4 of the Schedule 13D is hereby amended and restated as follows:

As described more fully in Item 5 below, as general partner of the Partnerships, PGP may be deemed to beneficially own 2,128,726 shares of Common Stock held by the Partnerships. Messrs. Smith and Vassalluzzo may be deemed to beneficially own 191,100 and 128,150 shares of Common Stock, respectively, in their capacities as investment managers for several managed accounts, which consist of investment accounts for: (i) an employee profit-sharing plan of a corporation wholly owned by Mr. Smith and for which Messrs. Smith and Vassalluzzo are each a trustee, (ii) certain family members of Mr. Vassalluzzo and certain individual accounts managed by Mr. Smith and (iii) a private charitable foundation established by Mr. Smith and for which Mr. Smith acts as trustee. The Partnerships and the managed accounts are referred to collectively herein as the “Managed Accounts”). In addition, Messrs. Smith and Vassalluzzo own 500,000 and 30,000 shares of Common Stock, respectively, for their own accounts (collectively, the “Personal Shares”). The 2,367,614 shares of Common Stock owned by the Managed Accounts (the “Managed Account Shares”) were acquired by the Reporting Persons on behalf of the Managed Accounts for the purpose of achieving the investment goals of the Managed Accounts. Messrs. Smith and Vassalluzzo acquired the Personal Shares for investment purposes.

#### **Item 5. Interest in Securities of the Issuer**

Paragraphs (a) and (b) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) Based on information included in the Form 10-Q filed by the Issuer on November 1, 2011, which disclosed that 14,642,565 shares of Common Stock were outstanding as of November 1, 2011, the aggregate number and percentage of shares of Common Stock beneficially owned by each of the Reporting Persons is as follows: PGP – 2,128,726 (14.5%); Prescott Associates – 1,338,005 shares (9.1%); Mr. Smith – 701,100 shares (4.8%); and Mr. Vassalluzzo – 159,938 shares (1.1%).

(b) PGP, as the general partner of the Partnerships, may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of 2,128,726 shares. Prescott Associates has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,338,005 shares. Messrs. Smith and Vassalluzzo have the sole power to vote or to direct the vote of and to dispose or to direct the disposition of 510,000 and 31,788 shares, respectively. In their capacities as investment managers for managed accounts, Messrs. Smith and Vassalluzzo may be deemed to share the power to vote or to direct the vote of 191,100 and 92,150 shares, respectively, and to share the power to dispose or to direct the disposition of 191,100 and 128,150 shares, respectively. Voting and investment authority over investment accounts established for the benefit of certain family members and friends of Messrs. Smith and Vassalluzzo is subject to each beneficiary’s right, if so provided, to terminate or otherwise direct the disposition of the investment account.

**Item 7. Material to Be Filed as Exhibits**

1. Agreement relating to the joint filing of statement on Schedule 13D dated January 5, 2012.

SIGNATURE

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.

Date: January 5, 2012

PRESCOTT General partners LLC  
/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member  
PRESCOTT ASSOCIATES L.P.

By: Prescott General Partners LLC  
Its: General Partner  
/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member

/s/ Thomas W. Smith  
Thomas W. Smith  
/s/ Scott J. Vassalluzzo  
Scott J. Vassalluzzo

**Exhibit 1**

**Joint Filing Agreement**

The undersigned agree that the foregoing statement on Schedule 13D, dated January 5, 2012, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Date: January 5, 2012

PRESCOTT General partners LLC  
/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member  
PRESCOTT ASSOCIATES L.P.

By: Prescott General Partners LLC  
Its: General Partner  
/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member

/s/ Thomas W. Smith  
Thomas W. Smith  
/s/ Scott J. Vassalluzzo  
Scott J. Vassalluzzo