GOLDMAN SACHS GROUP INC
Form FWP
March 22, 2019

Free Writing Prospectus pursuant to Rule 433 dated March 22, 2019

Registration Statement No. 333-219206

Buffered S&P 500® Index-Linked Notes due
[redacted]

The notes do not bear interest. The amount that you will be paid on your notes on the stated maturity date (expected to be April 30, 2024) is based on the performance of the S&P 500® Index as measured from the trade date (expected to be April 25, 2019) to and including the determination date (expected to be April 25, 2024).

If the final underlier level on the determination date is greater than the initial underlier level (set on the trade date), the return on your notes will be positive and will equal the underlier return.

If the final underlier level declines by up to 25% from the initial underlier level, you will receive the face amount of your notes. If the final underlier level declines by more than 25% from the initial underlier level, the return on your notes will be negative and will equal the underlier return plus 25%.

You could lose a significant portion of the face amount of your notes.

You should read the included preliminary pricing supplement dated March 21, 2019, which we refer to herein as the included preliminary pricing supplement, to better understand the terms and risks of your investment, including the credit risk of GS Finance Corp. and The Goldman Sachs Group, Inc.

[redacted]

Company (Issuer):	GS Finance Corp.
Guarantor:	The Goldman Sachs Group, Inc.
Underlier:	the S&P 500® Index (current Bloomberg symbol: “SPX Index”)
Trade date:	expected to be April 25, 2019
Settlement date:	expected to be April 30, 2019
Determination date:	expected to be April 25, 2024
Stated maturity date:	expected to be April 30, 2024
Initial underlier level:	to be determined on the trade date
Final underlier level:	the closing level of the underlier on the determination date
Underlier return:	the quotient of (i) the final underlier level minus the initial underlier level divided by (ii) the initial underlier level, expressed as a positive or negative percentage
Payment amount at maturity (for each $1,000 face amount of your notes)	if the underlier return is positive (the final underlier level is greater than the initial underlier level), the sum of (i) $1,000 plus (ii) the product of (a) $1,000 times (b) the underlier return; if the underlier return is zero or negative but not below -25% (the final underlier level is equal to the initial underlier level or is less than the initial underlier level, but not by more than 25%), $1,000; or

	if the underlier return is negative and is below -25% (the final underlier level is less than the initial underlier level by more than 25%), the sum of (i) $1,000 plus (ii) the product of (a) the sum of the underlier return plus 25% times (b) $1,000.
CUSIP/ISIN:	40056F4S1 / US40056F4S16

The estimated value of your notes at the time the terms of your notes are set on the trade date is expected to be less than the $1,000 face amount of your notes. See the included preliminary pricing supplement for a further discussion of the estimated value of your notes.

This document does not provide all of the information that an investor should consider prior to making an investment decision. You should not invest in the notes without reading the included preliminary pricing supplement and related documents for a more detailed description of the underlier, the terms of the notes and certain risks.

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[redacted]

[redacted]

200.000%	200.000%
175.000%	175.000%
150.000%	150.000%
125.000%	125.000%
100.000%	100.000%
93.000%	100.000%
87.000%	100.000%
81.000%	100.000%
75.000%	100.000%
50.000%	75.000%
25.000%	50.000%
0.000%	25.000%

[redacted]

GS Finance Corp. and The Goldman Sachs Group, Inc. have filed a registration statement (including a prospectus, as supplemented by the prospectus supplement, general terms supplement no. 1,734, product supplement no. 1,738 and preliminary pricing supplement listed below) with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus, prospectus supplement, general terms supplement no. 1,734, product supplement no. 1,738 and preliminary pricing supplement, a copy of which is included in this free writing prospectus, and any other documents relating to this offering that GS Finance Corp. and The Goldman Sachs Group, Inc. have filed with the SEC for more complete information about us and this offering. You may get these documents without cost by visiting EDGAR on the SEC web site at sec.gov. Alternatively, we will arrange to send you the prospectus, prospectus supplement, general terms supplement no. 1,734, product supplement no. 1,738 and preliminary pricing supplement if you so request by calling (212) 357-4612.

The notes are part of the Medium-Term Notes, Series E program of GS Finance Corp. and are fully and unconditionally guaranteed by The Goldman Sachs Group, Inc. This document should be read in conjunction with the following:

Product supplement no. 1,738 dated July 10, 2017
General terms supplement no. 1,734 dated July 10, 2017
Prospectus supplement dated July 10, 2017
Prospectus dated July 10, 2017

The following is included as part of this document:

Preliminary pricing supplement dated March 21, 2019

This document does not provide all of the information that an investor should consider prior to making an investment decision. You should not invest in the notes without reading the included preliminary pricing supplement and related documents for a more detailed description of the underlier, the terms of the notes and certain risks.

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[redacted]

An investment in the notes is subject to risks. Many of the risks are described in the included preliminary pricing supplement, accompanying product supplement no. 1,738, accompanying general terms supplement no. 1,734, accompanying prospectus supplement and accompanying prospectus. Below we have provided a list of certain risk factors discussed in such documents. In addition to the below, you should read in full "Additional Risk Factors Specific to Your Notes" in the included preliminary pricing supplement, "Additional Risk Factors Specific to the Underlier-Linked Notes" in the accompanying product supplement no. 1,738, "Additional Risk Factors Specific to the Notes" in the accompanying general terms supplement no. 1,734 as well as the risks and considerations described in the accompanying prospectus supplement and accompanying prospectus.

The following risk factors are discussed in greater detail in the included preliminary pricing supplement:

The Estimated Value of Your Notes At the Time the Terms of Your Notes Are Set On the Trade Date (as Determined By Reference to Pricing Models Used By GS&Co.) Is Less Than the Original Issue Price Of Your Notes
The Notes Are Subject to the Credit Risk of the Issuer and the Guarantor
The Amount Payable on Your Notes Is Not Linked to the Level of the Underlier at Any Time Other Than the Determination Date
You May Lose a Substantial Portion of Your Investment in the Notes
Your Notes Do Not Bear Interest
You Have No Shareholder Rights or Rights to Receive Any Underlier Stock
We May Sell an Additional Aggregate Face Amount of the Notes at a Different Issue Price
If You Purchase Your Notes at a Premium to Face Amount, the Return on Your Investment Will Be Lower Than the Return on Notes Purchased at Face Amount and the Impact of Certain Key Terms of the Notes Will Be Negatively Affected
Your Notes May Be Subject to an Adverse Change in Tax Treatment in the Future
United States Alien Holders Should Consider the Withholding Tax Implications of Owning the Notes
Foreign Account Tax Compliance Act (FATCA) Withholding May Apply to Payments on Your Notes, Including as a Result of the Failure of the Bank or Broker Through Which You Hold the Notes to Provide Information to Tax Authorities

The following risk factors are discussed in greater detail in the accompanying product supplement no. 1,738:

Your Notes May Not Have an Active Trading Market
The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors
If the Levels of the Underlier or Basket of Underliers Change, the Market Value of Your Notes May Not Change in the Same Manner
Certain Considerations for Insurance Companies and Employee Benefit Plans

The following risk factors are discussed in greater detail in the accompanying general terms supplement no. 1,734:

The Return on Your Notes Will Not Reflect Any Dividends Paid on Any Underlier, or Any Underlier Stock, as Applicable
Other Investors in the Notes May Not Have the Same Interests as You
Anticipated Hedging Activities by Goldman Sachs or Our Distributors May Negatively Impact Investors in the Notes and Cause Our Interests and Those of Our Clients and Counterparties to be Contrary to Those of Investors in the Notes
Goldman Sachs' Trading and Investment Activities for its Own Account or for its Clients Could Negatively Impact Investors in the Notes
Goldman Sachs' Market-Making Activities Could Negatively Impact Investors in the Notes

You Should Expect That Goldman Sachs Personnel Will Take Research Positions, or Otherwise Make Recommendations, Provide Investment Advice or
Market Color or Encourage Trading Strategies That Might Negatively Impact Investors in the Notes
Goldman Sachs Regularly Provides Services to, or Otherwise Has Business Relationships with, a Broad Client Base, Which May Include the Sponsors of the Underlier or Underliers or Constituent Indices, As Applicable, or the Issuers of the Underlier Stocks or Other Entities That Are Involved in the Transaction

The Offering of the Notes May Reduce an Existing Exposure of Goldman Sachs or Facilitate a Transaction or Position That Serves the Objectives of Goldman Sachs or Other Parties

Past Performance is No Guide to Future Performance
The Calculation Agent Will Have the Authority to Make Determinations That Could Affect the Market Value of Your Notes, When Your Notes Mature and the Amount, If Any, Payable on Your Notes
The Policies of an Underlier Sponsor, if Applicable, and Changes that Affect an Underlier to Which Your
This document does not provide all of the information that an investor should consider prior to making an investment decision. You should not invest in the notes without reading the included preliminary pricing supplement and related documents for a more detailed description of the underlier, the terms of the notes and certain risks.

Notes are Linked, or the Constituent Indices or Underlier Stocks Comprising Such Underlier, Could Affect the Amount Payable on Your Notes and Their Market Value

The Calculation Agent Can Postpone the Determination Date, Averaging Date, Call Observation Date or Coupon Observation Date If a Market Disruption Event or Non-Trading Day Occurs or Is Continuing

Except to the Extent The Goldman Sachs Group, Inc. is One of the Companies Whose Common Stock Comprises an Underlier, and Except to the Extent That We or Our Affiliates May Currently or in the Future Own Securities of, or Engage in Business With, the Applicable Underlier Sponsor or the Underlier Stock Issuers, There Is No Affiliation Between The Underlier Stock Issuers or Any Underlier Sponsor And Us

The following risk factors are discussed in greater detail in the accompanying prospectus supplement:

The Return on Indexed Notes May Be Below the Return on Similar Securities

The Issuer of a Security or Currency That Serves as an Index Could Take Actions That May Adversely Affect an Indexed Note

An Indexed Note May Be Linked to a Volatile Index, Which May Adversely Affect Your Investment

An Index to Which a Note Is Linked Could Be Changed or Become Unavailable

We May Engage in Hedging Activities that Could Adversely Affect an Indexed Note

Information About an Index or Indices May Not Be Indicative of Future Performance

We May Have Conflicts of Interest Regarding an Indexed Note

The following risk factors are discussed in greater detail in the accompanying prospectus:

Risks Relating to Regulatory Resolution Strategies and Long-Term Debt Requirements

The application of regulatory resolution strategies could increase the risk of loss for holders of our debt securities in the event of the resolution of Group Inc.

The application of Group Inc.'s preferred resolution strategy could increase the losses incurred by holders of our debt securities.

The following preliminary pricing supplement is included as part of this free writing prospectus.

This document does not provide all of the information that an investor should consider prior to making an investment decision. You should not invest in the notes without reading the included preliminary pricing supplement and related documents for a more detailed description of the underlier, the terms of the notes and certain risks.

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Filed Pursuant to Rule 424(b)(2)

Registration Statement No. 333-219206

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated March 21, 2019.

GS Finance Corp.

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Buffered S&P 500® Index-Linked Notes due

guaranteed by

The Goldman Sachs Group, Inc.

The notes do not bear interest. The amount that you will be paid on your notes on the stated maturity date (expected to be April 30, 2024) is based on the performance of the S&P 500® Index as measured from the trade date (expected to be April 25, 2019) to and including the determination date (expected to be April 25, 2024).

If the final index level on the determination date is greater than the initial index level (set on the trade date), the return on your notes will be positive and will equal the index return. If the final index level declines by up to 25% from the initial index level, you will receive the face amount of your notes.

If the final index level declines by more than 25% from the initial index level, the return on your notes will be negative and will equal the index return plus 25%. You could lose a significant portion of the face amount of your notes.

To determine your payment at maturity, we will calculate the index return, which is the percentage increase or decrease in the final index level from the initial index level. At maturity, for each $1,000 face amount of your notes, you will receive an amount in cash equal to:

if the index return is positive (the final index level is greater than the initial index level), the sum of (i) $1,000 plus (ii) the product of (a) $1,000 times (b) the index return;

if the index return is zero or negative but not below -25% (the final index level is equal to the initial index level or is less than the initial index level, but not by more than 25%), $1,000; or

if the index return is negative and is below -25% (the final index level is less than the initial index level by more than 25%), the sum of (i) $1,000 plus (ii) the product of (a) the sum of the index return plus 25% times (b) $1,000. You will receive less than the face amount of your notes.

You should read the disclosure herein to better understand the terms and risks of your investment, including the credit risk of GS Finance Corp. and The Goldman Sachs Group, Inc. See page PS-12.

The estimated value of your notes at the time the terms of your notes are set on the trade date is expected to be between $910 and $950 per $1,000 face amount. For a discussion of the estimated value and the price at which Goldman Sachs & Co. LLC would initially buy or sell your notes, if it makes a market in the notes, see the following page.

Original issue date:	expected to be April 30, 2019	Original issue price:	100% of the face amount*
Underwriting discount:	% of the face amount*	Net proceeds to the issuer:	% of the face amount

*The original issue price will be % for certain investors; see “Supplemental Plan of Distribution; Conflicts of Interest” on page PS-19.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense. The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Goldman Sachs & Co. LLC

Pricing Supplement No. dated , 2019.

The issue price, underwriting discount and net proceeds listed above relate to the notes we sell initially. We may decide to sell additional notes after the date of this pricing supplement, at issue prices and with underwriting discounts and net proceeds that differ from the amounts set forth above. The return (whether positive or negative) on your investment in notes will depend in part on the issue price you pay for such notes.

GS Finance Corp. may use this prospectus in the initial sale of the notes. In addition, Goldman Sachs & Co. LLC or any other affiliate of GS Finance Corp. may use this prospectus in a market-making transaction in a note after its initial sale. Unless GS Finance Corp. or its agent informs the purchaser otherwise in the confirmation of sale, this prospectus is being used in a market-making transaction.

Estimated Value of Your Notes

The estimated value of your notes at the time the terms of your notes are set on the trade date (as determined by reference to pricing models used by Goldman Sachs & Co. LLC (GS&Co.) and taking into account our credit spreads) is expected to be between $910 and $950 per $1,000 face amount, which is less than the original issue price. The value of your notes at any time will reflect many factors and cannot be predicted; however, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would initially buy or sell notes (if it makes a market, which it is not obligated to do) and the value that GS&Co. will initially use for account statements and otherwise is equal to approximately the estimated value of your notes at the time of pricing, plus an additional amount (initially equal to $ per $1,000 face amount).

Prior to , the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market, which it is not obligated to do) will equal approximately the sum of (a) the then-current estimated value of your notes (as determined by reference to GS&Co.'s pricing models) plus (b) any remaining additional amount (the additional amount will decline to zero on a straight-line basis from the time of pricing through). On and after , the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market) will equal approximately the then-current estimated value of your notes determined by reference to such pricing models.

About Your Prospectus

The notes are part of the Medium-Term Notes, Series E program of GS Finance Corp. and are fully and unconditionally guaranteed by The Goldman Sachs Group, Inc. This prospectus includes this pricing supplement and the accompanying documents listed below. This pricing supplement constitutes a supplement to the documents listed below, does not set forth all of the terms of your notes and therefore should be read in conjunction with such documents:

Product supplement no. 1,738 dated July 10, 2017

General terms supplement no. 1,734 dated July 10, 2017

Prospectus supplement dated July 10, 2017

Prospectus dated July 10, 2017

The information in this pricing supplement supersedes any conflicting information in the documents listed above. In addition, some of the terms or features described in the listed documents may not apply to your notes.

We refer to the notes we are offering by this pricing supplement as the "offered notes" or the "notes". Each of the offered notes has the terms described below. Please note that in this pricing supplement, references to "GS Finance Corp.", "we", "our" and "us" mean only GS Finance Corp. and do not include its subsidiaries or affiliates, references to "The Goldman Sachs Group, Inc.", our parent company, mean only The Goldman Sachs Group, Inc. and do not include its subsidiaries or affiliates and references to "Goldman Sachs" mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries and affiliates, including us. The notes will be issued under the senior debt indenture, dated as of October 10, 2008, as supplemented by the First Supplemental Indenture, dated as of February 20, 2015, each among us, as issuer, The Goldman Sachs Group, Inc., as guarantor, and The Bank of New York Mellon, as trustee. This indenture, as so supplemented and as further supplemented thereafter, is referred to as the "GSFC 2008 indenture" in the accompanying prospectus supplement. The notes will be issued in book-entry form and represented by a master global note.

[redacted]

[redacted]

You should be willing to forgo interest payments and risk losing a substantial portion of your investment in exchange for (i) the potential to earn any positive underlier return and (ii) a buffer against loss of principal in the event of a decline of up to 25% in the final underlier level relative to the initial underlier level.

You could lose a substantial portion of your investment if the underlier return is less than -25%.

[redacted]

At maturity, for each $1,000 face amount, the investor will receive (in each case as a percentage of the face amount):

if the final underlier level is greater than 100% of the initial underlier level, 100% plus the underlier return;
if the final underlier level is equal to or less than 100% of the initial underlier level but greater than or equal to 75% of the initial underlier level, 100%; or
if the final underlier level is less than 75% of the initial underlier level, 100% minus 1% for every 1% that the final underlier level has declined below 75% of the initial underlier level

If the final underlier level declines by more than 25% from the initial underlier level, the return on the notes will be negative and the investor could lose a substantial portion of their investment in the notes.

[redacted]

Issuer:	GS Finance Corp.
Guarantor:	The Goldman Sachs Group, Inc.
Underlier:	The S&P 500® Index (current Bloomberg symbol: “SPX Index”)
Face Amount:	$ in the aggregate; each note will have a face amount equal to $1,000
Trade Date:	Expected to be April 25, 2019
Settlement Date:	Expected to be April 30, 2019
Determination Date:	Expected to be April 25, 2024
Stated Maturity Date:	Expected to be April 30, 2024
Initial Underlier Level:	To be determined on the trade date
Final Underlier Level:	The closing level of the underlier on the determination date
Underlier Return:	The quotient of (i) the final underlier level minus the initial underlier level divided by (ii) the initial underlier level, expressed as a positive or negative percentage
Upside Participation Rate:	100%
Buffer Level:	75% of the initial underlier level (equal to an underlier return of -25%)
Buffer Amount:	25%
Buffer Rate:	100%
CUSIP/ISIN:	40056F4S1 / US40056F4S16

[redacted]

[redacted]

200.000%	200.000%
175.000%	175.000%
150.000%	150.000%
125.000%	125.000%
100.000%	100.000%
93.000%	100.000%
87.000%	100.000%
81.000%	100.000%

	44,669,605	40,742,200	93,082,624	85,377,423	
Occupancy and equipment		9,138,637	8,719,513	17,781,286	16,938,624
Advertising		2,801,011	2,698,483	5,445,646	5,481,742
Amortization of intangible assets		339,040	434,208	707,720	866,997
Other		9,209,731	8,869,095	18,299,859	17,312,004
Total general and administrative expenses		66,158,024	61,463,499	135,317,135	125,976,79
Interest expense		4,066,038	3,947,066	7,992,192	7,330,936
Total expenses		102,625,726	95,467,834	199,325,881	186,204,10
Income before income taxes		36,772,600	36,671,137	72,908,329	69,090,924
Income taxes		13,871,151	13,367,213	27,391,882	25,604,902
Net income	$	22,901,449	23,303,924	45,516,447	43,486,022
Net income per common share:					

Basic	$	1.76	1.56	3.42	2.86
Diluted	$	1.72	1.52	3.35	2.78
Weighted average common shares outstanding:					
Basic		12,985,345	14,915,026	13,298,372	15,196,871
Diluted		13,287,278	15,327,695	13,596,244	15,618,842

See accompanying notes to consolidated financial statements.

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WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three months ended September 30,		Six months ended September 30,	
	2012	2011	2012	2011
Net income	$22,901,449	23,303,924	45,516,447	43,486,022
Foreign currency translation adjustments	2,122,742	(5,524,250)	(125,489)	(5,083,455)
Comprehensive income	25,024,191	17,779,674	45,390,958	38,402,567

See accompanying notes to consolidated financial statements.

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WORLD ACCEPTANCE CORPORATION
and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited)

	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss), net	Total Shareholders' Equity
Balances at March 31, 2011	$47,352,738	395,086,232	136,199	442,575,169
Proceeds from exercise of stock options (324,140 shares), including tax benefits of $2,072,030	11,660,188	-	-	11,660,188
Common stock repurchases (2,181,045 shares)	-	(139,799,981)	-	(139,799,981)
Issuance of restricted common stock under stock option plan (60,416 shares)	1,750,596	-	-	1,750,596
Stock option expense	4,867,231	-	-	4,867,231
Other comprehensive income	-	-	(2,872,633)	(2,872,633)
Net income	-	100,694,443	-	100,694,443
Balances at March 31, 2012	$65,630,753	355,980,694	(2,736,434)	418,875,013
Proceeds from exercise of stock options (117,555 shares), including tax benefits of $1,099,228	4,454,923	-	-	4,454,923
Common stock repurchases (1,093,740 shares)	-	(75,141,185)	-	(75,141,185)
Issuance of restricted common stock under stock option plan (10,000 shares)	1,317,205	-	-	1,317,205
Stock option expense	2,493,015	-	-	2,493,015
Other comprehensive income	-		(125,489)	(125,489)
Net income	-	45,516,447	-	45,516,447
Balances at September 30, 2012	$73,895,896	326,355,956	(2,861,923)	397,389,929

See accompanying notes to consolidated financial statements.

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

	Six months ended September 30, 2012	2011
Cash flow from operating activities:		
Net income	$45,516,447	43,486,022
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	707,720	866,997
Amortization of loan costs and discounts	431,437	248,462
Provision for loan losses	56,016,554	52,896,383
Amortization of convertible note discount	-	1,819,600
Depreciation	3,083,921	3,210,782
Deferred income tax benefit	(7,130,570)	(3,786,627)
Compensation related to stock option and restricted stock plans	3,810,220	3,070,440
Unrealized gains on interest rate swap	-	(210,260)
Change in accounts:		
Other assets, net	(292,766)	1,162,445
Income taxes payable	(4,963,192)	(2,392,532)
Accounts payable and accrued expenses	(2,985,014)	(2,468,123)
Net cash provided by operating activities	94,194,757	97,903,589
Cash flows from investing activities:		
Increase in loans receivable, net	(123,603,259)	(109,594,808)
Net assets acquired from office acquisitions, primarily loans	(1,045,264)	(1,794,118)
Increase in intangible assets from acquisitions	(361,061)	(386,991)
Purchases of property and equipment	(3,939,867)	(3,474,906)
Net cash used in investing activities	(128,949,451)	(115,250,823)
Cash flow from financing activities:		
Proceeds from senior revolving notes payable, net	157,350,000	150,350,000
Increase in restricted cash	-	(77,000,000)
(Payments on)/proceeds from junior subordinated note payable	(50,000,000)	20,000,000
Proceeds from exercise of stock options	3,355,695	2,070,760
Repurchase of common stock	(75,141,185)	(73,062,561)
Excess tax benefits from exercise of stock options	1,099,228	462,974
Net cash provided by financing activities	36,663,738	22,821,173
Increase in cash and cash equivalents	1,909,044	5,473,939
Effects of foreign currency fluctuations on cash	27,145	(443,616)

Cash and cash equivalents at beginning of period	10,768,176	8,030,580
Cash and cash equivalents at end of period	$12,704,365	13,060,903

See accompanying notes to consolidated financial statements.

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WORLD ACCEPTANCE CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2012 and 2011
(Unaudited)

NOTE 1 – BASIS OF PRESENTATION

The consolidated financial statements of the Company at September 30, 2012, and for the 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, 2012, and the results of operations and cash flows for the periods ended September 30, 2012 and 2011, 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.

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") 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 consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The consolidated financial statements do not include all disclosures required by U.S. GAAP and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the fiscal year ended March 31, 2012, included in the Company's 2012 Annual Report to Shareholders.

NOTE 2 – SUMMARY OF SIGNIFICANT POLICIES

New Accounting Pronouncements Adopted

Fair Value Measurement

In May 2011, the FASB issued an accounting pronouncement (ASU 2011-04) related to fair value measurement (FASB ASC Topic 820), which amends current guidance to achieve common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards. The amendments generally represent clarification of FASB ASC Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This pronouncement is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company adopted this pronouncement for our fiscal year beginning April 1, 2012. The adoption did not have a material effect on our consolidated financial statements.

Comprehensive Income

ASU 2011-05, "Comprehensive Income (Topic 220) — Presentation of Comprehensive Income" ("ASU 2011-05") amends Topic 220, "Comprehensive Income," to require that all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, ASU 2011-05 requires entities to present, on the face of the financial statements, reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement or statements where the components of net income and the components of other comprehensive income are presented. The option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. ASU 2011-05 is effective for annual and interim periods beginning after December 15, 2011; however certain provisions related to the presentation of reclassification adjustments have been deferred by ASU 2011-12 "Comprehensive Income (Topic 820) — Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." ASU 2011-05 is not expected to have a significant impact on our financial statements. The Company adopted this pronouncement for our annual and interim reporting beginning April 1, 2012.

Testing Goodwill for Impairment

ASU 2011-08, "Testing Goodwill for Impairment," permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount before applying the two-step goodwill impairment test. If an entity concludes it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, it need not perform the two-step impairment test. The ASU is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption did not have any impact on the Company's consolidated financial statements. The Company adopted this pronouncement for our fiscal year beginning April 1, 2012.

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Accounting Standards to be Adopted

We reviewed significant newly issued accounting pronouncements and concluded that they are either not applicable to our business or that no material effect is expected on the financial statements as a result of future adoption.

NOTE 3 – FAIR VALUE

Fair Value Disclosures

The Company carries certain financial instruments, derivative assets and liabilities, at fair value on a recurring basis. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company determines the fair values of its financial instruments based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

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:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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.

Level 3 – Unobservable inputs for assets or liabilities reflecting the reporting entity's own assumptions.

The Company's interest rate swap, which expired on December 8, 2011, was valued using the "income approach" valuation technique. This method used valuation techniques to convert future amounts to a single present amount. The measurement was based on the value indicated by current market expectations about those future amounts. As of September 30 and March 31, 2012, the Company had no financial assets or liabilities that were measured at fair market value.

Fair Value of Long-Term Debt

The book value and estimated fair value of our long-term debt was as follows (in thousands):

		September 30, 2012	March 31, 2012
Book value:			
Senior notes payable	$	386,600	229,250
Junior subordinated note payable		-	50,000
	$	386,600	279,250
Estimated fair value:			
Senior notes payable	$	386,600	229,250
Junior subordinated note payable		-	50,000

	$	386,600	279,250

The carrying value of the senior notes payable and the junior subordinated note payable approximated their fair value, as the notes payable are at a variable interest rate.

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Other

There were no assets or liabilities measured at fair value on a non-recurring basis as of September 30, 2012 or March 31, 2012.

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,	
	2012	2011	2012	2011
Balance at beginning of period	$55,670,131	50,419,957	54,507,299	48,354,994
Provision for loan losses	32,401,664	30,057,269	56,016,554	52,896,383
Loan losses	(29,711,502)	(28,249,131)	(54,918,604)	(51,405,944)
Recoveries	2,785,824	2,398,885	5,721,438	4,748,215
Translation adjustment	182,660	(462,507)	2,090	(429,175)
Balance at end of period	$61,328,777	54,164,473	61,328,777	54,164,473

The following is a summary of loans individually and collectively evaluated for impairment for the period indicated:

September 30, 2012	Loans indvidually evaluated for impairment (impaired loans)	Loans collectively evaluated for impairment	Total
Bankruptcy, gross loans	$ 6,688,992	-	6,688,992
91 days or more delinquent, excluding bankruptcy	22,281,854	-	22,281,854
Loans less than 91 days delinquent and not in bankruptcy	-	1,058,930,865	1,058,930,865
Gross loan balance	28,970,846	1,058,930,865	1,087,901,711
Unearned interest and fees	(5,745,076)	(291,661,460)	(297,406,536)
Net loans	23,225,770	767,269,405	790,495,175
Allowance for loan losses	(22,914,103)	(38,414,674)	(61,328,777)
Loans, net of allowance for loan losses	$ 311,667	728,854,731	729,166,398

March 31, 2012	Loans indvidually evaluated for impairment (impaired loans)	Loans collectively evaluated for impairment	Total
Bankruptcy, gross loans	$ 5,646,956	-	5,646,956
91 days or more delinquent, excluding bankruptcy	20,882,907	-	20,882,907
Loans less than 91 days delinquent and not in bankruptcy	-	946,192,901	946,192,901
Gross loan balance	26,529,863	946,192,901	972,722,764
Unearned interest and fees	(7,085,222)	(250,552,597)	(257,637,819)
Net loans	19,444,641	695,640,304	715,084,945
Allowance for loan losses	(19,444,641)	(35,062,658)	(54,507,299)
Loans, net of allowance for loan losses	$ -	660,577,646	660,577,646

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September 30, 2011	Loans indvidually evaluated for impairment (impaired loans)	Loans collectively evaluated for impairment	Total
Bankruptcy, gross loans	$ 6,573,737	-	6,573,737
91 days or more delinquent, excluding bankruptcy	18,366,885	-	18,366,885
Loans less than 91 days delinquent and not in bankruptcy	-	940,014,840	940,014,840
Gross loan balance	24,940,622	940,014,840	964,955,462
Unearned interest and fees	(4,261,310)	(254,222,945)	(258,484,255)
Net loans	20,679,312	685,791,895	706,471,207
Allowance for loan losses	(18,954,411)	(35,210,062)	(54,164,473)
Loans, net of allowance for loan losses	$ 1,724,901	650,581,833	652,306,734

The following is an assessment of the credit quality for the period indicated:

	September 30, 2012	March 31, 2012
Credit risk		
Consumer loans- non-bankrupt accounts	$ 1,081,212,719	967,075,808
Consumer loans- bankrupt accounts	6,688,992	5,646,956
Total	$ 1,087,901,711	972,722,764
Consumer credit exposure		
Credit risk profile based on payment activity Performing	$ 1,041,729,308	934,095,598
Contractual non-performing, 61 or more days delinquent	46,172,403	38,627,166
Total	$ 1,087,901,711	972,722,764
Delinquent renewals	$ 21,789,534	21,013,742
Credit risk profile based on customer type		
New borrower	$ 120,930,075	110,362,853
Former borrower	100,446,957	79,712,646
Refinance	844,735,145	761,633,523
Delinquent refinance	21,789,534	21,013,742
Total	$ 1,087,901,711	972,722,764

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The following is a summary of the past due receivables as of:

	September 30, 2012	March 31, 2012	September 30, 2011
Recency basis:			
30-60 days past due	$ 37,330,812	22,457,591	31,696,312
61-90 days past due	19,439,858	13,381,637	18,683,495
91 days or more past due	12,147,821	10,569,627	10,257,771
Total	$ 68,918,491	46,408,855	60,637,578
Percentage of period-end gross loans receivable	6.3 %	4.8 %	6.3 %
Contractual basis:			
30-60 days past due	$ 44,956,309	24,853,508	35,664,457
61-90 days past due	23,542,582	17,320,264	22,243,803
91 days or more past due	22,629,821	21,306,902	18,675,027
Total	$ 91,128,712	63,480,674	76,583,287
Percentage of period-end gross loans receivable	8.4 %	6.5 %	7.9 %

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,	
	2012	2011	2012	2011
Basic:				
Weighted average common shares outstanding (denominator)	12,985,345	14,915,026	13,298,372	15,196,871
Diluted:				
Weighted average common shares outstanding	12,985,345	14,915,026	13,298,372	15,196,871
Dilutive potential common shares Stock options	301,933	403,060	297,872	404,051
Conversion premium on convertible notes	-	9,609	-	17,920
Weighted average diluted shares outstanding (denominator)	13,287,278	15,327,695	13,596,244	15,618,842

Options to purchase 215,300 shares of common stock at various prices were outstanding during the three months ended September 30, 2012, but were not included in the computation of diluted EPS because the option exercise price was antidilutive. During the three months ended September 30, 2011 there were no anti-dilutive shares.

Options to purchase 215,655 shares of common stock at various prices were outstanding during the six months ended September 30, 2012, but were not included in the computation of diluted EPS because the options were anti-dilutive. During the six months ended September 30, 2011 there were no anti-dilutive shares.

During the six months ended September 30, 2011, the warrants related to the Company's former convertible notes payable were not included in the computation of dilutive earnings per share because the effect of such instruments was anti-dilutive. The warrants, which expired on February 9, 2012, had a strike price of $73.97 and were generally exercisable at any time through February 9, 2012. The Company issued and sold the warrants in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended, by virtue of section 4(2) thereof. There were no underwriting commissions or discounts in connection with the sale of the warrants.

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NOTE 6 – STOCK-BASED COMPENSATION

Stock Option Plans

The Company has a 2002 Stock Option Plan, a 2005 Stock Option Plan, a 2008 Stock Option Plan, and a 2011 Stock Option Plan for the benefit of certain directors, officers, and key employees. Under these plans, 4,100,000 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 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, 2012, there were 1,459,138 shares available for grant under the plans.

Stock based compensation is recognized as provided under FASB ASC Topic 718-10 and FASB ASC Topic 505-50. FASB ASC Topic 718-10 requires all share-based payments to employees, including grants of employee stock options, to be recognized as compensation expense over the requisite service period (generally the vesting period) in the consolidated financial statements based on their fair values. The impact of forfeitures that may occur prior to vesting is also estimated and considered in the amount recognized. Stock option compensation is recognized as an expense over the unvested portion of all stock option awards granted based on the fair values estimated at grant date in accordance with the provisions of FASB ASC Topic 718-10. 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 six months ended September 30, 2012 or September 30, 2011.

Option activity for the six months ended September 30, 2012 was as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding, beginning of year	1,041,500	$37.95		
Granted	-	-		
Exercised	(117,555)	28.55		
Forfeited	(6,400)	48.85		
Expired	(300)	43.04		
Options outstanding, end of period	917,245	$39.08	6.93	$26,080,188
Options exercisable, end of period	173,935	$26.84	3.62	$7,063,947

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, 2012 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 as of September 30, 2012. This amount will change as the stock's market price changes. The total intrinsic value of options exercised during the periods ended September 30, 2012 and 2011 was as follows:

	September 30, 2012	September 30, 2011
Three months ended	$ 2,210,159	$ 823,957

Six months ended	$ 4,949,689	$ 2,400,422

As of September 30, 2012, total unrecognized stock-based compensation expense related to non-vested stock options amounted to approximately $9.3 million, which is expected to be recognized over a weighted-average period of approximately 3.4 years.

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Restricted Stock

On April 30, 2012, the Company granted 10,000 shares of restricted stock (which are equity classified) with a grant date fair value of $66.51 per share to its independent directors. All of the shares granted vested immediately.

On November 7, 2011, the Company granted 15,077 shares of restricted stock (which are equity classified), with a grant date fair value of $67.70 per share, to certain executive officers. One-third of the restricted stock vested immediately and one-third will vest on November 7, 2012 and 2013, respectively. On that same date, the Company granted an additional 24,200 shares of restricted stock (which are equity classified), with a grant date fair value of $67.70 per share, to certain officers. One-third of the restricted stock will vest on November 7, 2012, 2013 and 2014, respectively. On that same date, the Company granted an additional 11,139 shares of restricted stock (which are equity classified), with a grant date fair value of $67.70 per share, to certain executive officers. The 11,139 shares will vest on April 30, 2014 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 April 29, 2011, the Company granted 10,000 shares of restricted stock (which are equity classified) with a grant date fair value of $67.95 per share to its independent directors. All of the shares granted vested immediately.

On November 8, 2010, the Company granted 29,080 shares of restricted stock (which are equity classified), with a grant date fair value of $43.04 per share, to certain officers. One-third of the restricted stock vested immediately, one-third vested on November 8, 2011 and the final third is scheduled to vest on November 8, 2012, respectively. On that same date, the Company granted an additional 15,871 shares of restricted stock (which are equity classified), with a grant date fair value of $43.04 per share, to certain executive officers. The 15,871 shares will vest on April 30, 2013 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%

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 $577,000 and $364,000, respectively, of compensation expense for the three months ended September 30, 2012 and 2011 and recognized approximately $1.8 million and $1.4 million, respectively, for the six months ended September 30, 2012 and 2011 related to restricted stock, which is included as a component of general and administrative expenses in the Company's Consolidated Statements of Operations. For purposes of accruing the expense, all shares are expected to vest.

As of September 30, 2012, there was approximately $1.6 million of unrecognized compensation cost related to unvested restricted stock awards granted, which is expected to be recognized over the next 1.6 years.

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A summary of the status of the Company's restricted stock as of September 30, 2012, and changes during the six months ended September 30, 2012, are presented below:

	Shares	Weighted Average Fair Value at Grant Date
Outstanding at March 31, 2012	93,999	$ 50.90
Granted during the period	10,000	66.51
Vested during the period, net of cancellations	(25,413)	42.38
Cancelled during the period	(7,746)	26.73
Outstanding at September 30, 2012	70,840	$ 58.81

Total share-based compensation included as a component of net income during the three months and six months ended September 30, 2012 and 2011 was as follows:

	Three months ended September 30,		Six months ended September 30,	
	2012	2011	2012	2011
Share-based compensation related to equity classified units:				
Share-based compensation related to stock options	$1,270,993	797,692	2,493,015	1,665,962
Share-based compensation related to restricted stock units	576,507	364,470	1,832,391	1,404,478
Total share-based compensation related to equity classified awards	$1,847,500	1,162,162	4,325,406	3,070,440

NOTE 7 – ACQUISITIONS

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 FASB ASC Topic 805-10 and all other acquisitions are accounted for as asset purchases. All acquisitions have been from independent third parties.

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The following table sets forth the acquisition activity of the Company for the six months ended September 30, 2012 and 2011:

		2012	2011
Number of business combinations		3	1
Number of asset purchases		3	11
Total acquisitions		6	12
Purchase Price	$	1,406,325	2,181,109
Tangible assets:			
Net loans		1,037,264	1,786,618
Furniture, fixtures & equipment		8,000	7,500
		1,045,264	1,794,118
Excess of purchase prices over carrying value of net tangible assets	$	361,061	386,991
Customer lists		125,707	336,991
Non-compete agreements		30,000	50,000
Goodwill		205,354	-
Total intangible assets	$	361,061	386,991

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, 2012, three 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. There were three acquisitions recorded as asset acquisitions during the six months ended September 30, 2012.

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 FASB ASC Topic 360-10-05. 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.

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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 consolidated results of operations as reported.

NOTE 8 – DEBT

The Company's notes payable consist of a $483.0 million senior notes payable revolving credit facility. This facility provides for borrowings of up to $483.0 million with $386.6 million outstanding at September 30, 2012, subject to a borrowing base formula. The Company may borrow at the rate of LIBOR plus 3.0% with a minimum of 4.0%. At September 30, 2012 and March 31, 2012, the Company’s effective interest rate, including the commitment fee, was 4.4%, and the unused amount available under the revolver at September 30, 2012 was $96.4 million. The revolving credit facility has a commitment fee of 0.40% per annum on the unused portion of the commitment. Borrowings under the revolving credit facility mature on August 31, 2014.

Substantially all of the Company’s assets are pledged as collateral for borrowings under the revolving credit agreement.

NOTE 9 – DERIVATIVE FINANCIAL INSTRUMENTS

On December 8, 2008, the Company entered into an interest rate swap with a notional amount of $20 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 paid a fixed rate of 2.4% on the $20 million notional amount and received payments from a counterparty based on the 1 month LIBOR rate for a term that ended December 8, 2011. Interest rate differentials paid or received under the swap agreement were recognized as adjustments to interest expense.

The (losses) gains recognized in the Company’s Consolidated Statements of Operations as a result of the interest rate swaps are as follows:

		Three months ended September 30, 2011	Six months ended September 30, 2011
Realized losses			
Interest rate swaps - included as a component of interest expense	$	(112,340)	(222,743)
Unrealized gains			
Interest rate swaps - included as a component of other income	$	110,947	210,260

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. The Company is currently not accounting for these derivative instruments using the cash flow hedge accounting provisions of FASB ASC Topic 815-10-15; therefore, the changes in fair value of the swaps 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. The Company manages the market risk associated with interest rate contracts 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 risk management activities is fully incorporated in the Company's market risk sensitivity analysis.

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NOTE 10 – INCOME TAXES

The Company is required to assess whether the earnings of our two Mexican foreign subsidiaries, Servicios World Acceptance Corporation de México, S. de R.L. de C.V. ("SWAC") and WAC de México, S.A. de C.V., SOFOM ENR ("WAC de Mexico"), will be permanently reinvested in the respective foreign jurisdiction or if previously untaxed foreign earnings of the Company will no longer be permanently reinvested and thus become taxable in the United States. If these earnings were ever repatriated to the United States, the Company would be required to accrue and pay taxes on the cumulative undistributed earnings. As of September 30, 2012, the Company has determined that approximately $1.1 million of cumulative undistributed net earnings of SWAC and approximately $6.0 million of cumulative undistributed net earnings of WAC de México, as well as the future net earnings and losses of both foreign subsidiaries, will be permanently reinvested.

The Company adopted the provision of FASB ASC Topic 740-10 on April 1, 2007. As of September 30, 2012 and March 31, 2012, the Company had $3.2 million and $2.9 million, respectively, of total gross unrecognized tax benefits including interest. Approximately $1.63 million and $1.46 million, respectively, represent the amount of net unrecognized tax benefits that are permanent in nature and, if recognized, would affect the annual effective tax rate. At September 30, 2012, approximately $141,000 of gross unrecognized tax benefits are expected to be resolved during the next 12 months through the expiration of the statute of limitations and the settlement of state tax liabilities. The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. As of September 30, 2012, the Company had $360,000 accrued for gross interest, of which $122,000 was a current period expense.

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 2008, although carryforward attributes that were generated prior to 2008 may still be adjusted upon examination by the taxing authorities if they either have been or will be used in a future period.

NOTE 11 – LITIGATION

At September 30, 2012, the Company and certain of its subsidiaries have been named as defendants or are otherwise involved in various legal actions and proceedings arising from their normal business activities, including matters in which damages in various amounts are claimed. In view of the inherent difficulty in predicting the outcome of legal matters, particularly where the claimants seek very large or indeterminate damages, the matters present novel legal theories, potentially involve a large number of parties or are in the early stages, the Company generally cannot predict the eventual outcome of these pending matters, nor the timing of the ultimate resolution of such matters or the eventual loss, fines, penalties, settlement or other impact, if any, related to such matters. The Company does not believe, however, that any reasonably possible losses arising from any currently pending legal matters will be material to the Company's financial statements.

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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,	
	2012	2011	2012	2011
	(Dollars in thousands)			
Average gross loans receivable [1]	$1,063,271	957,903	1,032,306	931,122
Average net loans receivable [2]	773,450	699,978	753,254	682,096
Expenses as a % of total revenue:				
Provision for loan losses	23.2 %	22.7 %	20.6 %	20.7 %
General and administrative	47.5 %	46.5 %	49.7 %	49.3 %
Total interest expense	2.9 %	3.0 %	2.9 %	2.9 %
Operating margin [3]	29.3 %	30.7 %	29.7 %	29.9 %
Return on average assets (trailing 12 months)	13.4 %	13.7 %	13.4 %	13.7 %
Offices opened or acquired, net	28	21	36	41
Total offices (at period end)	1,173	1,108	1,173	1,108

(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 revenues.

Comparison of Three Months Ended September 30, 2012 Versus
Three Months Ended September 30, 2011

Net income decreased to $22.9 million for the three months ended September 30, 2012, or 1.7%, from the three month period ended September 30, 2011. Operating income (revenues less provision for loan losses and general and administrative expenses) increased, approximately $220,000, or 0.5%; interest expense increased by approximately $119,000, or 3.0%, and income tax expense increased by $504,000, or 3.8%.

Total revenues rose to $139.4 million during the quarter ended September 30, 2012, a 5.5% increase over the $132.1 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 1,064 offices open throughout both quarterly periods increased by approximately 3.1%. At September 30, 2012, the Company had 1,173 offices in operation, an increase of 36 offices from March 31, 2012.

Interest and fee income for the quarter ended September 30, 2012 increased by $5.6 million, or 4.8%, over the same period of the prior year. This increase resulted from a $73.5 million increase, or 10.5%, in average net loans receivable over the two corresponding periods. As previously disclosed and consistent with our historical practice, the Company calculates interest revenue on its loans using the rule of 78s, and recognizes the interest revenue using the collection method, which is a cash method of recognizing the revenue. The Company believes that the combination of these two methods does not differ materially from the effective interest method, which is an accrual method for recognizing the revenue. While we do see substantial fluctuations in the amount of cash collected on a month to month basis depending on the number of business days in a month, these fluctuations generally level off during a given quarter. However, every so often, as occurred this quarter, the last two days of the quarter fell on a weekend. The last time it occurred was September 30, 2007 and, the time before that, September 30, 2001. We believe this timing issue has and will result in a shift of interest and fee revenue, currently estimated to be between $2.0 and $2.5 million dollars, from the second quarter to the third quarter of the fiscal year.

Insurance commissions and other income increased by approximately $1.7 million, or 10.5%, between the two quarterly periods. Insurance commissions increased by approximately $1.5 million, or 13.4%, 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 $147,000, or 3.3%.

The provision for loan losses during the three months ended September 30, 2012 increased by $2.3 million, or 7.8% due to an 11.9% increase in net loans, from the same quarter last year. This increase was offset by a decrease in our net charge-offs as a percentage of average net loans, which decreased from 14.8% to 13.9% (annualized) when comparing the two quarter end periods. Over the last ten years, charge-off ratios during the second fiscal quarter have ranged from a high of 17.0% in fiscal 2008 to a low of 14.0% in fiscal 2006, excluding the current quarter, which was an all-time low of 13.9%. Accounts that were 61+ days past due decreased from 3.0% to 2.9% of gross loans on a recency basis and remained flat at 4.2% on a contractual basis when comparing the two quarter end statistics.

General and administrative expenses for the quarter ended September 30, 2012 increased by $4.7 million, or 7.6% over the same quarter of fiscal 2012. Of the total increase, approximately, $2.1 million related to salary expense, the majority of which was attributable to the year over year increase in our branch network and normal merit increases to employees. In addition, health insurance cost for employees increased approximately $1.0 million when comparing the two quarterly periods. Overall, general and administrative expenses, when divided by average open offices, increased by approximately 2.0% when comparing the two periods. The total general and administrative expense as a percent of total revenues was 47.5% for the three months ended September 30, 2012 and was 46.5% for the three months ended September 30, 2011.

Interest expense increased by approximately $119,000 when comparing the two corresponding quarterly periods as a result of a 41.8% increase in the average debt balance, offset by a decrease in the effective interest rate. The effective interest rate decreased from 6.0% to 4.4% during the current quarter.

The Company’s effective income tax rate increased to 37.7% for the quarter ended September 30, 2012 compared to 36.5% for the prior year quarter. The increase was primarily due to the effects of a discrete event in the prior year quarter resulting from the release of a reserve related to a state refund.

Comparison of Six Months Ended September 30, 2012 Versus
Six Months Ended September 30, 2011

Net income increased to $45.5 million for the six months ended September 30, 2012, an increase of 4.7%, from the six month period ended September 30, 2011. Operating income increased approximately $4.5 million, or 5.9%; interest expense increased by 9.0% and income taxes increased by 7.0%.

Total revenues rose to $272.2 million during the six months ended September 30, 2012, a 6.6% increase over the $255.3 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 1,064 offices open throughout both six month periods increased by approximately 4.5%.

Interest and fee income for the six months ended September 30, 2012 increased by $13.5 million, or 6.1%, over the same period of the prior year. This increase resulted from a $71.2 million increase, or 10.4%, in average net loans receivable over the two corresponding periods.

Insurance commissions and other income increased by approximately $3.4 million, or 10.7%, between the two six month periods. Insurance commissions increased by approximately $2.9 million, or 13.0%, during the most recent six months when compared to the same period in the prior year due to the increase in loans in those states where credit insurance is sold in conjunction with the loan. Other income increased by approximately $483,000, or 5.2%, over the corresponding six months.

The provision for loan losses during the six months ended September 30, 2012 increased by $3.1 million, or 5.9% due to loan growth, from the same period of the prior year. Accounts that were 61+ days past due decreased from 3.0% to 2.9% of gross loans on a recency basis and remained flat at 4.2% on a contractual basis when comparing the two quarter end statistics. Net charge-offs as a percentage of average net loans decreased from 13.7% to 13.1% (annualized) when comparing the two six month periods.

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General and administrative expenses for the six months ended September 30, 2012 increased by $9.3 million, or 7.4% over the same period of fiscal 2012. Overall, general and administrative expenses, when divided by average open offices, increased by approximately 1.5% when comparing the two periods. During the first six months of fiscal 2013, the Company opened or acquired 36 branches compared to 41 branches opened or acquired in the first six months of fiscal 2012. The total general and administrative expense as a percent of total revenues increased from 49.3% for the six months ended September 30, 2011 to 49.7% for the six months ended September 30, 2012.

Interest expense increased by approximately $661,000 when comparing the two corresponding six month periods as a result of a 43.7% increase in the average debt balance, offset by a decrease in the effective interest rate. The effective interest rate decreased from 6.2% to 4.7% during the current six month period.

The Company's effective income tax rate increased to 37.6% for the six months ended September 30, 2012 compared to 37.1% for the first six months of the prior year. The increase was primarily the result of the state refund settlement in the prior year period as described above.

Regulatory Matters

As previously disclosed, proponents of a ballot initiative to limit consumer loan annual interest rates in Missouri to 36% had sought to have this initiative included on Missouri's November 2012 general election ballot. In August 2012, the Missouri Secretary of State ruled that the proponents of the ballot initiative had failed to gather the requisite number of signatures to have the initiative included on the November 2012 ballot. Although the proponents filed a lawsuit to challenge the Secretary of State's ruling, in September 2012 they abandoned their effort to overturn the Secretary of State's ruling. Accordingly, this initiative will not be on this year's general election ballot in Missouri. This outcome does not prohibit the proponents from commencing an identical or a new ballot initiative after the November elections. As discussed further in the Company's report on Form 10-K for the fiscal year ended March 31, 2012, the Company's operations are subject to extensive state and federal laws and regulations, and changes in those laws or regulations or their application could have a material adverse effect on the Company's business, results of operations, prospects or ability to continue operations in the jurisdictions affected by these changes. See Part I, Item 1, "Description of Business—Government Regulation" and Part I, Item 1A, "Risk Factors" in the Company's report on Form 10-K for the fiscal year ended March 31, 2012 for more information regarding these regulations and related risks.

Critical Accounting Policies

The Company's accounting and reporting policies are in accordance with U. S. GAAP 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, share-based compensation and income taxes 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, 2012.

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 and historical experience. Actual results, and future changes in estimates, may differ substantially from the Company’s current estimates.

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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 periodic 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"), state taxing authorities, or Mexico taxing authorities. 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-deductibility of 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 ASC Topic 740 on April 1, 2007. Under FASB ASC Topic 740, the Company will include 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 of what it considers to be 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 and continues to finance its operations, acquisitions and office expansion through a combination of cash flows from operations and borrowings from its institutional lenders. The Company has generally applied its cash flows from operations to fund its increasing loan volume, fund acquisitions, repay long-term indebtedness, and repurchase its common stock. As the Company's gross loans receivable increased from $671.2 million at March 31, 2009 to $972.7 million at March 31, 2012, net cash provided by operating activities for fiscal years 2012, 2011 and 2010 was $219.4 million, $199.8 million and $183.6 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. Subject to appropriate authorizations, the Company may use a substantial portion of recent and any future increases under its revolving credit facility (described further below) to fund additional stock repurchases. As of November 2, 2012, the Company has $25.3 million in aggregate remaining repurchase capacity under all of the Company's outstanding stock repurchase authorizations.

The Company plans to open or acquire at least 60 branches in the United States and 10 branches in Mexico during fiscal 2013. Expenditures by the Company to open and furnish new offices averaged approximately $25,000 per office during fiscal 2012. 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 six loan portfolios during the first six months of fiscal 2013. Gross loans receivable purchased in these transactions were approximately $1.3 million in the aggregate at the date 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 $483.0 million base credit facility with a syndicate of banks. The credit facility will expire on August 31, 2014. Funds borrowed under the revolving credit facility bear interest at the LIBOR rate plus 3.0% per annum with a minimum 4.0% interest rate. During the six months ended, September 30, 2012, the effective interest rate, including the commitment fee, on borrowings under the revolving credit facility was 4.4%. The Company pays a commitment fee equal to 0.40% 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, 2012, $386.6 million was outstanding under this facility, and there was $96.4 million of unused borrowing availability under the borrowing base limitations.

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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, 2012, and does not believe that these agreements will materially limit its business and expansion strategy.

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). Except as otherwise discussed in this report and in Part 1, Item 1A, “Risk Factors” in the Company’s Form 10-K for the year ended March 31, 2012 (as supplemented by any subsequent disclosures in information the Company files with or furnishes to the SEC from time to time, including, but not limited to, any disclosures in Part II, Item 1A, “Risk Factors” in any of the Company’s Forms 10-Q for quarters ended during fiscal 2013), management is not currently aware of any trends, demands, commitments, events or uncertainties that it believes will or could result in, or are or could be 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 do so 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.

Inflation

The Company does not believe that inflation, within reasonably anticipated rates, will have a material adverse effect on its financial condition. Although inflation would increase the Company’s operating costs in absolute terms, the Company expects that the same decrease in the value of money would result in an increase in the size of loans demanded by its customer base. It is reasonable to anticipate that such a change in customer preference would result in an increase in total loan receivables and an increase in absolute revenues to be generated from that larger amount of loans receivable. That increase in absolute revenues should offset any increase in operating costs. In addition, because the Company’s loans are relatively short in both contractual term and average life, it is unlikely that loans made at any given point in time will be repaid with significantly inflated dollars.

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 Adopted Accounting Pronouncements

See Note 2 to our accompanying unaudited Consolidated Financial Statements.

Forward-Looking Information

This report on Form 10-Q, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains 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,” “intend,” “plan,” “expect,” “believe,” “may,” “will,” and “should” any variation of the foregoing and s 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: recently enacted, proposed or future legislation and the manner in which it is implemented; the nature and scope of regulatory authority, particularly discretionary authority, that may be exercised by regulators having jurisdiction over the Company’s business or consumer financial transactions generically; changes in interest rates; risks related to expansion and foreign operations; risks inherent in making loans, including repayment risks and value of collateral; 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); the unpredictable nature of litigation; and other matters discussed in this report and 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.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

The Company's financial instruments consist of the following: cash and cash equivalents, loans receivable and senior notes payable. Fair value approximates carrying value for all of these instruments. 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 $386.6 million at September 30, 2012. At September 30, 2012, interest on borrowings under this facility was based on LIBOR plus 3.0%, with a minimum of 4.0% per annum.

Based on the outstanding balance at September 30, 2012, a change of 1.0% in the interest rates would cause a change in interest expense of approximately $828,000 on an annual basis.

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 from our non-U.S. operations accounted for approximately 7.0% of total revenues during the six month period ended September 30, 2012 and 2011. There have been, and there may continue to be, period-to-period fluctuations in the relative portions of our international revenues to total consolidated revenues.

Our international operations are subject to risks, including but not limited to differing economic conditions, changes in political climate, social unrest, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility. Accordingly, our future consolidated financial position as well as our consolidated results of operations results could be adversely affected by changes in these or other factors. Foreign exchange rate fluctuations may adversely impact our financial position as the assets and liabilities of our foreign operations are translated into U.S. dollars in preparing our consolidated balance sheet. Our exposure to foreign exchange rate fluctuations arises in part from balances in our intercompany accounts included on our subsidiary balance sheets. These intercompany accounts are denominated in the functional currency of the foreign subsidiaries and are translated to U.S. dollars at each reporting period end. Additionally, foreign exchange rate fluctuations may impact our consolidated results from operations as exchange rate fluctuations will impact the amounts reported in our consolidated statement of income. The effect of foreign exchange rate fluctuations on our consolidated financial position is recognized within shareholders' equity through accumulated other comprehensive income (loss). The net translation adjustment for the six months ended September 30, 2012 was a loss of approximately $0.1 million. 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. The Company will continue to monitor and assess the effect of foreign currency fluctuations and may institute hedging strategies.

The Company performs a foreign exchange sensitivity analysis on a quarterly basis which assumes a hypothetical 10% increase and decrease in the value of the U.S. dollar relative to the Mexican Peso. The foreign exchange risk sensitivity of both net loans receivable and consolidated net income is assessed using hypothetical scenarios and assumes that earnings in Mexican pesos are recognized evenly throughout a period. The actual results may differ from the results noted in the tables below particularly due to assumptions utilized or if events occur that were not included in the methodology.

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The foreign exchange risk sensitivity of net loans denominated in Mexican pesos and translated into US dollars, which were approximately $43.1 million and $32.5 million at September 30, 2012 and 2011, respectively, on the reported net loans receivable amount is summarized in the following table:

Foreign Exchange Sensitivity Analysis of Loans Receivable, Net of Unearned Amounts

	For the Period Ended September 30, 2012		
Foreign exchange spot rate, U.S. dollars to Mexican pesos	-10%	0%	10%
Loans receivable, net of unearned	$786,579,265	$790,495,175	$795,281,287
% change from base amount	(0.50)%	— %	0.61 %
$ change from base amount	$(3,915,910)	$—	$4,786,112

	For the Period Ended September 30, 2011		
Foreign exchange spot rate, U.S. dollars to Mexican pesos	-10%	0%	10%
Loans receivable, net of unearned	$703,515,855	706,471,207	$710,083,288
% change from base amount	(0.42)%	— %	0.51 %
$ change from base amount	$(2,955,352)	$—	$3,612,081

The following table summarizes the results of the foreign exchange risk sensitivity analysis on reported net income as of the dates indicated below:

Foreign Exchange Sensitivity Analysis of Net Income

	For the six months ended September 30,2012		
Foreign exchange spot rate, U.S. dollars to Mexican pesos	-10%	0%	10%
Net Income	$45,316,091	$45,516,447	$45,761,325
% change from base amount	(0.44)%	— %	0.54 %
$ change from base amount	$(200,356)	$—	$244,878

	For the six months ended September 30,2011		
Foreign exchange spot rate, U.S. dollars to Mexican pesos	-10%	0%	10%
Net Income	$43,398,845	$43,486,022	$43,592,564
% change from base amount	(0.20)%	— %	0.25 %
$ change from base amount	$(87,177)	$—	$106,542

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, 2012. 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, 2012. During the second quarter of fiscal 2013, 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.

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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. While the outcome of litigation is by its nature uncertain, based on current knowledge the Company does not believe that it is presently a party to any such pending legal proceedings that would have a material adverse effect on its financial condition. See Note 11 of the unaudited consolidated financial statements.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed under Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended March 31, 2012.

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 and Capital Resources.

On August 1, 2012, the Board of Directors authorized the Company to repurchase up to $25 million of the Company's common stock. This repurchase authorization follows, and is in addition to, a similar repurchase authorization of $25 million announced on June 11, 2012. After taking into account all shares repurchased through November 2, 2012, the Company has $25.3 million in aggregate remaining repurchase capacity under all of the Company's outstanding repurchase authorizations. The timing and actual number of shares repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements and other market and economic conditions. Although the repurchase authorizations above have no stated expiration date, the Company's stock repurchase program may be suspended or discontinued at any time. The following table provides information with respect to purchases made by the Company of shares of the Company's common stock during the six month period ended September 30, 2012:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Dollar Value of Shares Purchased as part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs
July 1 through July 31, 2012	-	$-	-	$ 13,691,052
August 1 through August 31, 2012	185,963	72.11	13,409,391	25,281,661
September 1 through September 30, 2012	-	-	-	25,281,661
Total for the quarter	185,963	$72.11	13,409,391	

*On August 1, 2012, the Board of Directors authorized the Company to repurchase up to $25 million of the Company's common stock. This repurchase authorization follows, and is in addition to, a similar repurchase authorization of $25 million announced on June 11, 2012.

Item 5. Other Information

None.

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WORLD ACCEPTANCE CORPORATION
AND SUBSIDIARIES

PART II. OTHER INFORMATION, CONTINUED

Item 6. Exhibits

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 Revolving Credit Agreement, dated September 17, 2010	10.1	9-21-10 8-K
4.5	First Amendment to the Amended and Restated Revolving Credit Agreement dated September 17, 2010	10.1	9-1-11 8-K
4.6	Second Amendment to the Amended and Restated Revolving Credit Agreement dated September 17, 2010	10.1	5-1-12 8-K
4.7	Amended and Restated Company Security Agreement, Pledge and Indenture of Trust, dated as of September 17, 2010	10.2	9-21-10 8-K
4.8	Amended and Restated Subsidiary Security Agreement, Pledge and Indenture of Trust, dated as of September 17, 2010 (i.e. Subsidiary Security Agreement)	10.3	9-21-10 8-K
4.9	September 17, 2010 (i.e., Subsidiary Guaranty Agreement)	10.4	9-21-10 8-K
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	*	

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Exhibit Number	Description		Previous Exhibit Number	Company Registration No. or Report
101.1	The following materials from the Company's Quarterly Report For the fiscal quarter ended September 30, 2012, formatted in XBLR:		*	
	(i)	Consolidated Balance Sheets as of September 30, 2012 and March 31, 2012;		
	(ii)	Consolidated Statements of Operations for the three and six months ended September 30, 2012 and September 30, 2011;		
	(iii)	Consolidated Statements of Comprehensive Income for the three and six months ended September 30, 2012 and September 30, 2011;		
	(iv)	Consolidated Statements of Shareholder's Equity for the year ended March 31, 2012 and the six months ended September 30, 2012;		
	(v)	Consolidated Statements of Cash Flows for the six months ended September 30, 2012 and September 30, 2011; and		
	(vi)	Notes to the Consolidated Financial Statements.		

* Filed or furnished herewith.

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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 2, 2012

By: /s/ Kelly M. Malson
Kelly M. Malson, Senior Vice President and
Chief Financial Officer
Date: November 2, 2012