

WINMARK CORP  
Form 424B3  
August 12, 2009

**Filed Pursuant to Rule 424(b)(3)**

**File Number 333-133393**

**PROSPECTUS SUPPLEMENT NO. 3**

**to Prospectus, as amended and restated,**

**declared effective on March 27, 2009**

**(Registration No. 333-133393)**

**WINMARK CORPORATION**

This Prospectus Supplement No.3 supplements our Prospectus, as amended and restated, declared effective March 27, 2009 (as previously supplemented by the prospectus supplements dated April 22, 2009 and July 23, 2009 collectively, the Prospectus ).

You should read this Prospectus Supplement No. 3 together with the Prospectus.

This Prospectus Supplement No. 3 includes the attached Current Report on Form 8-K as filed with the Securities and Exchange Commission on August 12, 2009.

The information contained herein, including the information attached hereto, supplements and supersedes, in part, the information contained in the Prospectus. This Prospectus Supplement No. 3 should be read in conjunction with the Prospectus, and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement No. 3 supersedes the information contained in the Prospectus.

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

The date of this Prospectus Supplement No. 3 is August 12, 2009.

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **August 12, 2009**

## Winmark Corporation

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation)

**000-22012**  
(Commission File Number)

**41-1622691**  
(I.R.S. Employer Identification Number)

**605 Highway 169 N, Suite 400, Minneapolis, MN 55441**

(Address of Principal Executive Offices) (Zip Code)

**(763) 520-8500**

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(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**



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On August 12, 2009, Winmark Corporation and its subsidiaries (collectively, the Company) amended its Amended and Restated Revolving Credit Agreement with Bank of America, N.A. and The PrivateBank and Trust Company (Credit Agreement) to reduce the amount of the aggregate commitments under the Credit Agreement from \$55 million to \$40 million. The Company currently has \$10.6 million outstanding under the Credit Agreement.

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 hereunto duly authorized.

WINMARK CORPORATION

Date: August 12, 2009

By: /s/ Anthony D. Ishaug  
Anthony D. Ishaug  
Chief Financial Officer