

21ST CENTURY HOLDING CO
Form 424B3
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PROSPECTUS SUPPLEMENT NO. 3
(To Prospectus dated December 29, 2003)

21st Century Holding Company

816,100 Redeemable Warrants
612,075 Shares of Common Stock

This Prospectus Supplement supplements and amends the Prospectus dated December 18, 2003 (the "Prospectus"), the Prospectus Supplement No. 1 dated January 17, 2006 and Prospectus Supplement No. 2 dated January 25, 2006 (collectively, the "Prospectus Supplements") relating to the resales from time to time by holders (the "Selling Securityholders") of Shares ("Shares") of our common stock issuable upon exercise of the Warrants. This Prospectus Supplement should be read in conjunction with the Prospectus and the Prospectus Supplements which are to be delivered with this Prospectus Supplement No. 3.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is September 1, 2006.

OVERVIEW

Our shares are listed for trading on the NASDAQ Global Market under the symbol “TCHC.” On August 31, 2006, the closing sales price of one share of our common stock was \$15.47 per share.

The Shares of our common stock that are being registered for resale were acquired by our Selling Securityholders upon the exercise of warrants (“Warrants”) which were trading on the NASDAQ Global Market under the symbol, “TCHCW”. These Warrants expired on July 31, 2006 and were deregistered from trading on the NASDAQ Global Market on that day.

SELLING SECURITYHOLDERS

The information in the table appearing under the heading “Selling Securityholders” adds information with respect to persons not previously listed in the Prospectus and the Prospectus Supplements as Selling Securityholders and supersedes information for persons previously listed as Selling Securityholders in the Prospectus and the Prospectus Supplements. The information below presents information as of August 31, 2006 regarding the Selling Securityholders and the Shares that the Selling Securityholders may offer and sell from time to time under this Prospectus. The table is prepared based on information supplied to us by the Selling Securityholders.

Although we have assumed for purposes of the table below that the Selling Securityholders will sell all of the Shares offered by this Prospectus, no assurances can be given as to the actual number of Shares that will be resold by the Selling Securityholders or that will be held by the Selling Securityholders after completion of the resales. In addition, the Selling Securityholders may have sold, transferred or otherwise disposed of the Shares in transactions exempt from the registration requirements of the Securities Act since the date the Selling Securityholders provided the information regarding their securities holdings. Information concerning the Selling Securityholders may change from time to time and changed information will be presented in a supplement to this Prospectus Supplement, if and when necessary and required.

None of the Selling Securityholders has been within the last three years, or is currently, affiliated with the Company. OTAPE Investments LLC, a Selling Securityholder, purchased its Warrants together with a 6% subordinated note (“Note”) in our July 2003 private offering of Notes and Warrants and exercised its Warrants in July 2006. All other Selling Securityholders purchased Warrants in the open-market, subsequently exercised the Warrants and we are registering the resale of the underlying Shares in this Prospectus Supplement.

Selling Securityholder	Ownership of Securities Before Offering		Number Offered By Selling Shareholder	Ownership of Securities After Offering	
	Number	Percent			
OTAPE Investments LLC	19,617	*	19,617	0	*
OTA, LLC	18,000	*	18,000	0	*
Cedric Fricke	15,956	*	15,956	8,456	*
Youg & Usha Ganju	75	*	75	0	*
SEI Private Trust Co.	2,499	*	2,499	0	*
Capitalia Informatica S.P.A.	375	*	375	0	*
John Robert Blankenship	300	*	300	0	*
Akhil Johri & Shashi Johri JTWROS	600	*	600	0	*
Grady F. Burrow MAC	750	*	750	0	*
Home Ltd	750	*	750	0	*
Golden Springs Int'l Co. Ltd	525	*	525	0	*
Robert A. Kolanz & Nancy C. Kolanz JTWROS	225	*	225	0	*
David L. Edelman MD TTEE	750	*	750	0	*
Mary Louis Downing / IRA Rollover #1	642	*	642	0	*
Glenn Richard Ehreshmann IRA S E P Plan	2,250	*	2,250	0	*
L. Stephen Kikar	2,101	*	2,101	0	*
Patricia S. Gordon	3,000	*	3,000	0	*
James Huber & Harriet Huber TTEE UTD James Huber & Harriet Huber Revocable Living Trust	375	*	375	0	*
Alfonso C. Roger MD & Hortencia Roger TTEES					
La Paz Medical Clinic Inc MPPP	2,250	*	2,250	0	*
Neil G. Johnson Ctdn Eric G. Johnson Under CA UTMA	750	*	750	0	*
Lake Street Fund LP A/C #1	18,108	*	18,108	0	*
Frank B. Mapel & Mona T. Mapel TTEES Mapel Family Living Trust	3,000	*	3,000	0	*
Anil Chandwani TTEE Anil Chandwani Rev Trust	300	*	300	0	*
Clifford J. Merlo TTEE Clifford J. Merlo Intervivos Tr	3,000	*	3,000	0	*
Thomas K. Nash	225	*	225	0	*
Neil G. Johnson MD TTEE Neil G. Johnson MD Inc. Money Purchase Pension Plan	2,250	*	2,250	0	*
Laura Pearson TTEE John E. Pearson IRR Trust	450	*	450	0	*
Frank P. Schweitzer - KEOGH Del Char Guar & Trust Co	3,000	*	3,000	0	*
Hermine Schweitzer	4,325	*	4,325	0	*
David R. Grosser & Carol F. Yourman	150	*	150	0	*
T.K. Woods, Jr.	600	*	600	0	*

Selling Securityholder	Ownership of Securities Before Offering		Number Offered By Selling Shareholder	Ownership of Securities After Offering
	Number	Percent		