

VESTA INSURANCE GROUP INC

Form 8-K

October 21, 2004

UNITED STATES 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

October 15, 2004

(Date of earliest event reported)

VESTA INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

63-1097283

*(I.R.S. Employer
Identification No.)*

3760 River Run Drive

Birmingham, Alabama

(Address of principal executive offices)

35243

(Zip Code)

(205) 970-7000

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- 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))

Item 1.01 Entry into Amendment of a Material Definitive Agreement

On Friday, October 15, 2004, the registrant's wholly owned subsidiary, Vesta Fire Insurance Corporation, entered into an amendment to its previously disclosed definitive agreement with HAIG, S.A. related to Vesta Fire's sale of, and HAIG S.A.'s purchase of, 100% of the stock of its subsidiary, American Founders Financial Corporation. Other than the definitive agreement, neither the registrant nor any of its affiliates have any relationship with HAIG, S.A.

The fourth amendment extends the date on which either party to the agreement may terminate it, commonly referred to as a drop dead date, until October 22, 2004. The definitive agreement had been previously amended to extend the drop dead date from July 15 to August 6, 2004 to August 20, 2004 and again until September 30.

Item 9.01 Financial Statement and Exhibits

(c) Exhibits.

Exhibit 99.1 Amendment No. 4 to Stock Purchase Agreement, dated October 15, 2004

SIGNATURE

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, thereto duly authorized.

Dated as of October 21, 2004.

VESTA INSURANCE GROUP, INC.

By: /s/ Donald W. Thornton

Its: Senior Vice President --

General Counsel and Secretary
