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VESTA INSURANCE GROUP INC  
Form 8-K  
March 23, 2005

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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  
March 22, 2005  
(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)
- 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 7.01. REGULATION FD DISCLOSURE.

On March 22, 2005 the Registrant issued a press release announcing that it intends to sell approximately 3.0 million shares of Affirmative common stock. A copy of this press release is attached as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Attached hereto as Exhibit 99.1 is a copy of Vesta Insurance

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Group's's press release.

99.1 Press Release, dated March 22, 2005

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 March 22, 2005.

VESTA INSURANCE GROUP, INC.

By: /s/ Donald W. Thornton

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Its: Senior Vice President --  
General Counsel and Secretary