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VESTA INSURANCE GROUP INC  
Form DFAN14A  
May 09, 2005

SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(Amendment No.)

Filed by the Registrant / /  
Filed by a Party other than the Registrant /X/

Check the appropriate box:

/ / Preliminary Proxy Statement  
/ / Confidential, For Use of the Commission Only (as permitted by Rule  
14a-6(e) (2))  
/ / Definitive Proxy Statement  
/ / Definitive Additional Materials  
/X/ Soliciting Material Under Rule 14a-12

VESTA INSURANCE GROUP, INC.

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(Name of Registrant as Specified in Its Charter)

NEWCASTLE PARTNERS, L.P.  
NEWCASTLE CAPITAL MANAGEMENT, L.P.  
NEWCASTLE CAPITAL GROUP, L.L.C.  
MARK E. SCHWARZ  
JAMES C. EPSTEIN  
MARK J. MORRISON  
STEVEN J. PULLY  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.  
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and  
0-11.

(1) Title of each class of securities to which transaction applies: Not  
applicable

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(2) Aggregate number of securities to which transaction applies: Not  
applicable

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(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the  
filing fee is calculated and state how it was determined): Not  
applicable

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(4) Proposed maximum aggregate value of transaction: Not applicable

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(5) Total fee paid: Not applicable

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/ / Fee paid previously with preliminary materials:  
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/ /

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.