

Edgar Filing: VESTA INSURANCE GROUP INC - Form NT 10-K

City, state and zip code

Birmingham, AL 35243

PART II
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- | (a) The reasons described in reasonable detail in Part III of this
| form could not be eliminated without unreasonable effort or
| expense;
|
| (b) The subject annual report, semi-annual report, transition report
| on Form 10-K, 20-F, 11-K or Form N-SAR, or portion thereof will
[X] | be filed on or before the 15th calendar day following the
| prescribed due date; or the subject quarterly report or
| transition report on Form 10-Q, or portion thereof will be filed
| on or before the fifth calendar day following the prescribed due
| date; and
|
| (c) The accountant's statement or other exhibit required by Rule
| 12b-25(c) has been attached if applicable.

PART III
NARRATIVE

State below in reasonable detail why the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Management has not yet completed its assessment of the effectiveness of the Company's internal controls, nor has the Company finalized the resolution of the error it disclosed in an 8-K on November 15, 2004. Until such assessment is complete and the Company has finalized quantifying the error, the Company is unable to issue audited financial statements for the fiscal year ended December 31, 2004. The Company has also not filed its September 30, 2004 10-Q and has yet to determine the effect of the error on its June 30, 2004 and prior financial statements. As a result, the Company is unable to file its Form 10-K within the prescribed time period without unreasonable effort or expense.

In addition, the Company has also indentified a material weakness in the effectiveness of internal controls over financial reporting as it relates to the Company's consolidation process. The Company also anticipates that other material weaknesses will be identified in management's report related to its assessment of the effectiveness of internal controls as required by Section 404 of the Sarbanes-Oxley Act. The presence of these material weaknesses will cause management to conclude that its internal controls over financial reporting are ineffective and the external auditors to issue an adverse opinion on the effectiveness of internal controls.

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PART IV
OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Hopson B. Nance

205-970-7000

(Name)

(Area Code) (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes No

Form 10-Q for period ending September 30, 2004

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Vesta Insurance Group

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date March 16, 2005

By /s/ Hopson B. Nance

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (see 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 of the General Rules and

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Regulations under the Securities Exchange Act of 1934.

2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, DC 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.

3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.

4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. Electronic Filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.