

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **2005-05-02**  
SEC Accession No. **0000950129-05-004532**

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### SUBJECT COMPANY

#### VESTIN GROUP INC

CIK: **1068132** | IRS No.: **522102142** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **SC 14D9/A** | Act: **34** | File No.: **005-56145** | Film No.: **05791468**  
SIC: **6162** Mortgage bankers & loan correspondents

Mailing Address  
8379 WEST SUNSET ROAD  
LAS VEGAS NV 89113

Business Address  
8379 WEST SUNSET ROAD  
LAS VEGAS NV 89113  
7022270965

### FILED BY

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 14D-9**

**(Rule 14D-101)**

**SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)**

**VESTIN GROUP, INC.**

(Name of Subject Company)

**VESTIN GROUP, INC.**

(Name of Person(s) Filing Statement)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

8627281107  
(CUSIP Number of Class of Securities)

Robert J. Aalberts  
Chairman of the Special Committee of the Board of Directors  
c/o Vestin Group, Inc.  
8379 West Sunset Road  
Las Vegas, Nevada 89113  
(702) 227-0965

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Person(s) Filing Statement)

Copies to:  
Ira Levine, Esq.  
Levine, Garfinkle & Katz  
3441 S. Eastern Avenue, Suite 600  
Las Vegas, Nevada 89109  
(702) 735-0451

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 4 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the "Schedule 14D-9") filed by Vestin Group, Inc. , a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on April 5, 2005, and subsequently amended on April 6, April 21 and April 22, 2005. The Schedule 14D-9 relates to a tender offer by Michael V. Shustek, the majority stockholder, Chairman, Chief Executive Officer and President of the Company, to purchase any and all outstanding shares of common stock, \$0.0001 par value per share (the "Shares"), of the Company not owned by Mr. Shustek, for \$2.85 per Share, net to the seller in cash, less any required withholding of taxes and without payment of interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 5, 2005, and in the related Letter of Transmittal, copies of which are attached as Exhibit (a)(1)(A) and Exhibit (a)(1)(B), respectively, to the combined Tender Offer Statement and Rule 13e-3 Transaction Statement under cover of Schedule TO (the "Schedule TO"), filed by Mr. Shustek with the SEC on April 5, 2005.

#### Item 9. Exhibits

Item 9 is amended and supplemented by adding the following:

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
(a)(5)(C)	Press release issued by Vestin Group, Inc. on May 2, 2005. (Incorporated herein by reference to Exhibit (a)(5)(C) to Amendment No. 4 to the Schedule 13E-3 filed by Vestin Group, Inc. with the SEC on May 2, 2005.)

#### SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

**VESTIN GROUP, INC.**

/s/ John Alderfer

Name: John Alderfer

Title: Chief Financial Officer

Date: May 2, 2005

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Name</u>
(a)(5)(C)	Press release issued by Vestin Group, Inc. on May 2, 2005. (Incorporated herein by reference to Exhibit (a)(5)(C) to Amendment No. 4 to the Schedule 13E-3 filed by Vestin Group, Inc. with the SEC on May 2, 2005.)