

ACCREDITED HOME LENDERS HOLDING CO
Form 8-K/A
November 15, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

October 1, 2006

Date of Report (Date of earliest event reported)

Accredited Home Lenders Holding Co.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-32275
(Commission

File Number)

04-3669482
(IRS Employer

Identification No.)

15090 Avenue of Science

San Diego, CA
(Address of principal executive offices)

858-676-2100

92128
(Zip Code)

(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:

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- .. 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 9.01. Financial Statements and Exhibits.

(a) and (b) On October 5, 2006, Accredited Home Lenders Holding Co. (Accredited) filed with the Securities and Exchange Commission a Current Report on Form 8-K (Initial 8-K) relating to, among other items, the completion of its acquisition of Aames Investment Corporation (Aames) pursuant to the Agreement and Plan of Merger dated as of May 24, 2006, by and among Accredited, Aames and AHL Acquisition, LLC. In the Initial 8-K, Accredited also stated that it would file any additional required financial information by amendment to the Initial 8-K. Accordingly, Accredited filed an amendment to the Initial 8-K on November 8, 2006, that included unaudited pro forma condensed combined financial statements for the six-month period ended June 30, 2006 and for the year ended December 31, 2005 that give effect to the acquisition as if it was completed on January 1, 2005 (the Pro Forma Financial Statements). This second amendment to the Initial 8-K includes: (i) the required financial statements of Aames and (ii) non-material edits to the Pro Forma Financial Statements to improve clarity and readability. The pro forma financial statements contained in Exhibit 99.3 replace the previously filed Pro Forma Financial Statements.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of Ernst & Young LLP.
99.1	Audited financial statements of Aames as of and for the year ended December 31, 2005. *
99.2	Unaudited financial statements of Aames as of and for the six months ended June 30, 2006. **
99.3	Unaudited pro forma condensed combined financial statements for the six-month period ended June 30, 2006 and for the year ended December 31, 2005.

* Incorporated by reference from the audited financial statements filed by Aames with its Annual Report on Form 10-K for the year ended December 31, 2005.

** Incorporated by reference from the financial statements filed by Aames with its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006.

SIGNATURES

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 hereunto duly authorized.

Accredited Home Lenders Holding Co.

Date: November 15, 2006

By: /s/ James A. Konrath
Name: James A. Konrath
Title: Chairman of the Board and
Chief Executive Officer