

ACCREDITED HOME LENDERS HOLDING CO  
Form SC 14D9/A  
August 10, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**SCHEDULE 14D-9**  
**SOLICITATION/RECOMMENDATION STATEMENT UNDER**  
**SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 5)**

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**Accredited Home Lenders Holding Co.**  
**(Name of Subject Company)**

**Accredited Home Lenders Holding Co.**  
**(Name of Persons Filing Statement)**

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**Common Stock, Par Value \$0.001 per share**  
**(Title of Class of Securities)**

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**00437P107**  
**(CUSIP Number of Class of Securities)**

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**James A. Konrath**  
**Chief Executive Officer and Chairman of the Board**  
**15253 Avenue of Science**

**San Diego, California 92128**

**(858) 676-2100**

**(Name, address and telephone numbers of person authorized to receive notice and  
communications on behalf of the persons filing statement)**

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*Copies to:*

**Aileen C. Meehan**

**David M. Smith**

**Dewey Ballantine LLP**

**1301 Avenue of the Americas**

**New York, New York 10019**

**(212) 259-8000**

.. 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. 5 amends and supplements Item 8 and Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed on June 19, 2007, as amended on July 3, 2007, July 17, 2007, July 30, 2007 and August 3, 2007 the Schedule 14D-9 ) with the Securities and Exchange Commission by Accredited Home Lenders Holding Co., a Delaware corporation ( Accredited ), relating to the offer by LSF5 Accredited Merger Co., Inc. ( Offeror ), a Delaware corporation and a wholly-owned subsidiary of LSF5 Accredited Investments, LLC ( Parent ), a Delaware limited liability company, to purchase all of the issued and outstanding shares of common stock, par value \$0.001 per share, of Accredited, at \$15.10 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 19, 2007, as amended on July 3, 2007, July 17, 2007 and July 30, 2007 and in the related Letter of Transmittal.

Except as otherwise indicated, the information set forth in the Schedule 14D-9 remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

**Item 8. Additional Information**

Item 8 is hereby amended and supplemented by the addition of the following paragraph at the end of the Regulatory Approvals section:

On August 10, 2007, Accredited issued a press release announcing that it had received regulatory approvals from states representing over 95% of the Accredited's loan production volume for 2006, thereby satisfying the condition to closing of the tender offer related to the receipt of regulatory approvals. A copy of the press release is filed as Exhibit (a)(5)(I) hereto and is incorporated herein by reference.

**Item 9. Exhibits**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit thereto:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(I)	Press Release issued by Accredited, dated August 10, 2007.

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 hereunto duly authorized.

Dated: August 10, 2007

Accredited Home Lenders Holding Co.

By: /s/ David E. Hertzell  
Name: David E. Hertzell  
Title: General Counsel