

DONEGAL GROUP INC  
Form 8-K  
March 02, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

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

Date of Report (Date of earliest event reported): February 16, 2012

**Donegal Group Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-15341**  
(Commission  
file number)

**23-02424711**  
(I.R.S. employer  
identification no.)

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**1195 River Road, Marietta, Pennsylvania**

(Address of principal executive offices)

**Registrant's telephone number, including area code: 717-426-1931**

**17547**

(Zip code)

**Not Applicable**

(Former name or former address, if changed since last report)

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:

- .. 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))

Item 7.01. Regulation FD Disclosure.

The Securities and Exchange Commission (the SEC), by letter dated February 16, 2012, advised Donegal Group Inc. ( DGI ) that the SEC staff would not recommend enforcement action to the SEC if DGI omits stockholder proposals regarding a potential sale or merger of DGI from the proxy materials for DGI's 2012 annual meeting of stockholders. Accordingly, DGI will not include the stockholder proposals in the proxy statement for its April 19, 2012 annual meeting of stockholders.

In addition, Donegal Mutual Insurance Company ( Donegal Mutual ), which owns approximately two-thirds of the aggregate voting power of the outstanding Class A common stock and the outstanding Class B common stock of DGI, informed DGI that if DGI were to include the putative stockholder proposals in the proxy statement for DGI's 2012 annual meeting of stockholders, Donegal Mutual would have voted against the stockholder proposals.

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.

DONEGAL GROUP INC.

By: /s/ Jeffrey D. Miller  
Jeffrey D. Miller, Senior Vice  
President and Chief Financial Officer

Date: March 2, 2012