

DONEGAL GROUP INC  
Form S-8  
November 01, 2018

As filed with the Securities and Exchange Commission on November 1, 2018

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Donegal Group Inc.**

**(Exact name of registrant as specified in its charter)**

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

**1195 River Road, Marietta, Pennsylvania**

**23-2424711**  
**(I.R.S. employer**  
**identification no.)**

**17547**

(Address of principal executive offices)

(Zip code)

**Donegal Group Inc.**

**2011 Employee Stock Purchase Plan, As Amended**

**Kevin G. Burke**

**President and Chief Executive Officer**

**Donegal Group Inc.**

**1195 River Road**

**Marietta, Pennsylvania 17547**

(Name and address of agent for service)

**(888) 877-0600**

(Telephone number, including area code, of agent for service)

*Copies to:*

**John W. Kauffman, Esq.**

**Duane Morris LLP**

**30 South 17th Street**

**Philadelphia, PA 19103**

**(215) 979-1227**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities<br>to be registered | Amount<br>to be<br>registered (1) | Proposed                                   | Proposed                                   | Amount of<br>registration fee |
|---|-----------------------------------|--|--|-------------------------------|
|   |                                   | maximum<br>offering price<br>per share (2) | maximum<br>aggregate<br>offering price (2) |                               |
| Class A common stock, \$0.01 par value  | 200,000 shares                    | \$13.495                                   | \$2,699,000                                | \$327.12                      |

- (1) These shares include an additional 200,000 shares of Class A common stock under the Donegal Group Inc. 2011 Employee Stock Purchase Plan, as amended, pursuant to General Instruction E to Form S-8. This registration statement shall also cover any additional shares of Donegal Group Inc. Class A common stock that become issuable under such plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Donegal Group Inc. Class A common stock.
- (2) Pursuant to Rule 457(h), we calculated the maximum aggregate offering price based upon the average of the high and low prices of Donegal Group Inc. Class A common stock on October 29, 2018, which is a date within five business days prior to the filing of this registration statement, as reported on the NASDAQ Global Select Market.

**Statement of Incorporation by Reference**

This registration statement on Form S-8 is being filed to register the offer and sale of an additional 200,000 shares of Class A Common Stock, \$0.01 par value per share (the Class A Common Stock ), of Donegal Group Inc. (the Registrant ) to be issued under the 2011 Employee Stock Purchase Plan, as amended. Pursuant to General Instruction E to Form S-8, except for Item 8 Exhibits, this registration statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-174612, filed by the Registrant on May 31, 2011 relating to the Registrant s 2011 Employee Stock Purchase Plan.

**Item 8. Exhibits.**

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 5.1         | <u>Opinion of Duane Morris LLP (filed herewith)</u>   |
| 23.1        | <u>Consent of KPMG LLP, Independent Registered Public Accounting Firm (filed herewith).</u>     |
| 23.2        | <u>Consent of BDO USA, LLP, Independent Registered Public Accounting Firm (filed herewith).</u> |
| 23.3        | <u>Consent of Duane Morris LLP (included in Exhibit 5.1)</u>                                    |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marietta, Pennsylvania, on November 1, 2018.

DONEGAL GROUP INC.

By: /s/ Kevin G. Burke  
Kevin G. Burke

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title   | Date             |
|--|---|------------------|
| /s/ Kevin G. Burke<br>Kevin G. Burke         | President and Chief Executive Officer<br>(principal executive officer)                                  | November 1, 2018 |
| /s/ Jeffrey D. Miller<br>Jeffrey D. Miller   | Executive Vice President and Chief Financial<br>Officer<br>(principal financial and accounting officer) | November 1, 2018 |
| /s/ Scott A. Berlucchi<br>Scott A. Berlucchi | Director  | November 1, 2018 |
| /s/ Dennis J. Bixenman<br>Dennis J. Bixenman | Director  | November 1, 2018 |

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| Signature  | Title    | Date             |
|--|----------|------------------|
| /s/ Robert S. Bolinger<br>Robert S. Bolinger           | Director | November 1, 2018 |
| /s/ Patricia A. Gilmartin<br>Patricia A. Gilmartin     | Director | November 1, 2018 |
| /s/ Jack L. Hess<br>Jack L. Hess                       | Director | November 1, 2018 |
| /s/ Barry C. Huber<br>Barry C. Huber                   | Director | November 1, 2018 |
| /s/ Kevin M. Kraft, Sr.<br>Kevin M. Kraft, Sr.         | Director | November 1, 2018 |
| /s/ Jon M. Mahan<br>Jon M. Mahan                       | Director | November 1, 2018 |
| /s/ S. Trezevant Moore, Jr.<br>S. Trezevant Moore, Jr. | Director | November 1, 2018 |
| /s/ Richard D. Wampler, II<br>Richard D. Wampler, II   | Director | November 1, 2018 |