

DONEGAL GROUP INC  
Form SC 13D/A  
April 07, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20459

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 24)\*

**DONEGAL GROUP INC.**

(Name of Issuer)

**Class A Common Stock**

**Class B Common Stock**

(Title of Class of Securities)

**Class A: 257701201**

**Class B: 257701300**

(CUSIP Number of Class of Securities)

Gregory M. Shepard

7028 Portmarnock Place

Bradenton, FL 34202

(309) 310-1331

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(Name, address and telephone number of persons  
authorized to receive notices and communications  
on behalf of person(s) filing statement)

**April 7, 2014**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Class A CUSIP No. 257701201 and Class B CUSIP No. 257701300

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF REPORTING PERSON

**Gregory M. Shepard**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

**PF**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

7. SOLE VOTING POWER

NUMBER OF SHARES **Class A 3,672,900; Class B 397,100**

BENEFICIALLY 8. SHARED VOTING POWER

OWNED BY EACH **-0-**

REPORTING PERSON 9. SOLE DISPOSITIVE POWER

WITH **Class A 3,672,900; Class B 397,100**

10. SHARED DISPOSITIVE POWER

**-0-**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**Class A 3,672,900; Class B 397,100**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**Class A 17.60%; Class B 7.12%**

14. TYPE OF REPORTING PERSON

**IN**

## **SCHEDULE 13D**

### **ITEM 1. SECURITY AND ISSUER.**

The Schedule 13D filed with the Securities and Exchange Commission on July 12, 2010 (the "Initial 13D") by the Filing Person with respect to the Class A Shares and Class B Shares of Donegal Group Inc., a Delaware corporation (the "Issuer"), is hereby further amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial 13D.

### **ITEM 4. PURPOSE OF TRANSACTION**

#### **ITEM 4 OF THE INITIAL 13D IS HEREBY AMENDED TO ADD THE FOLLOWING:**

On April 7, 2014, the Filing Person decided to offer a closing bonus to any property and casualty insurance company or other third party who completes a successful purchase of the Issuer, subject to definitive terms to be agreed to with the purchaser. The Filing Person plans to approach at least 18 property and casualty insurance companies to discuss their interest in acquiring the Issuer via a merger or affiliation with Donegal Mutual Insurance Company. The Filing Person expects the amount of the closing bonus to be between \$5 million and \$20 million, depending on terms to be negotiated.

On April 7, 2014, the Filing Person issued the Press Release that is furnished as Exhibit 99.1 hereto.

### **ITEM 5. INTERESTS IN THE SECURITIES OF THE ISSUER**

#### **ITEM 5 OF THE INITIAL 13D IS HEREBY AMENDED TO ADD THE FOLLOWING:**

(a) See rows 11 and 13 of the cover page hereto.

(b) See rows 7, 8, 9, and 10 of the cover page hereto.

(c)Not applicable.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

Exhibit 99.1 Press Release issued by the Filing Person on April 7, 2014

**SIGNATURE**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: April 7, 2014

/s/ Gregory M. Shepard

Gregory M. Shepard