

DONEGAL GROUP INC  
Form SC 14D9/A  
April 18, 2013

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

**Washington, D.C. 20549**

**SCHEDULE 14D-9/A**

**(Amendment No. 1)**

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**DONEGAL GROUP INC.**

**(Name of Subject Company)**

**DONEGAL GROUP INC.**

**(Name of Person Filing Schedule 14D-9/A)**

**Class B Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

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257701-30-0

(CUSIP Number of Class of Securities)

**Jeffrey D. Miller**

**Senior Vice President and Chief Financial Officer**

**Donegal Group Inc.**

**1195 River Road, P.O. Box 302**

**Marietta, PA 17547-0302**

**(717) 426-1931**

(Name, address and telephone number of person authorized to receive notices and communications

on behalf of the persons filing statement)

*With copies to:*

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**Counsel to the**

**Donegal Group Inc.**

**Special Committee**

.. 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. 1 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 Donegal Group Inc. ( DGI ) filed with the Securities and Exchange Commission (the SEC ) on April 3, 2013 (the Schedule 14D-9 ), relating to the tender offer (the Offer ) by Gregory Mark Shepard ( Shepard ) to purchase for cash 962,636 shares of Donegal Group Inc. ( DGI ) Class B common stock (the Class B Shares ) at a purchase price of \$30.00 per share upon the terms and subject to the conditions set forth in Shepard s Schedule TO (the TO ). Shepard filed the TO with the SEC on March 20, 2013.

### Item 9. Exhibits.

On April 18, 2013, the chairman of the special committee of the DGI board of directors made a presentation at DGI s annual meeting of stockholders, which presentation DGI incorporates by reference in this Schedule 14D-9/A.

DGI files the following exhibit with this Schedule 14D-9/A:

| Exhibit Number | Description   |
|----------------|---|
| (a)(4)         | Presentation of the Chairman of the Special Committee of DGI s Board of Directors at DGI s Annual Meeting Held April 18, 2013 |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9/A is true, complete and correct.

DONEGAL GROUP INC.

By: /s/ Donald H. Nikolaus  
Donald H. Nikolaus,  
President and Chief Executive Officer

Dated: April 18, 2013

EXHIBIT INDEX

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