

DONEGAL GROUP INC
Form SC 13D/A
December 16, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20459

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 22)*

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)

December 13, 2013

(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
BENEFICIALLY

OWNED BY EACH
REPORTING PERSON 8. SHARED
WITH VOTING
POWER

-0-

9. SOLE
DISPOSITIVE
POWER

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 17.76%;
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 December 13, 2013, the Filing Person submitted a revised and restated Form A Statement Regarding the Acquisition of Control of a Domestic Insurance Company to the Pennsylvania Department of Insurance. A copy of this document is furnished as Exhibit 99.1 hereto. On the same date, the Filing Person also submitted substantially similar filings with the insurance departments of Iowa, Wisconsin, Michigan, Maryland, and Virginia.

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) As reported in the Statement of Changes in Beneficial Ownership on Form 4 filed by the Filing Person on December 4, 2013, the Filing Person purchased 41,728 shares of Class A Common Stock of the Issuer at the price of \$16.00 per share on December 2, 2013, and 28,272 shares of Class A Common Stock of the Issuer at the price of \$15.79 per share on December 3, 2013.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 99.1 Revised and Restated Form A Statement submitted to the Pennsylvania Department of Insurance on December 13, 2013

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: December 13, 2013

/s/ Gregory M. Shepard

Gregory M. Shepard