

National Interstate CORP  
Form 8-K  
September 22, 2014

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):  
September 18, 2014

NATIONAL INTERSTATE CORPORATION  
(Exact Name of Registrant as Specified in Charter)

|   |                             |   |
|---|-----------------------------|---|
| Ohio  | 000-51130                   | 34-1607394                              |
| (State or Other Jurisdiction<br>of Incorporation)             | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| 3250 Interstate Drive<br>Richfield, Ohio 44286-9000           |                             |   |
| (Address of principal executive offices including Zip Code)   |                             |   |
| (330) 659-8900  |                             |   |
| (Registrant's telephone number, including area code)          |                             |   |
| (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))
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ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 18, 2014, the shareholders of National Interstate Corporation (the “Company”) approved the Amendment and Restatement of the Company’s Long Term Incentive Plan (the “Plan”), under which the term of the plan was extended by ten years.

The Plan, as amended, is attached as Exhibit 10.1 to this Current Report on Form 8-K.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders of the Company was held on September 18, 2014. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

1. Election of Directors. The shareholders of the Company elected the following four Class II directors, each to serve until the 2016 Annual Meeting of Shareholders or until their successor is duly elected and qualified: Ronald J. Brichler, Patrick J. Denzer, Keith A. Jensen, and Alan R. Spachman. The following is a breakdown of the voting results:

| DIRECTOR           | VOTES FOR  | VOTES WITHHELD |
|--------------------|------------|----------------|
| Ronald J. Brichler | 15,414,304 | 3,248,641      |
| Patrick J. Denzer  | 18,006,700 | 656,245        |
| Keith A. Jensen    | 15,002,019 | 3,660,926      |
| Alan R. Spachman   | 17,285,535 | 1,377,410      |

There were 234,080 broker non-votes for Proposal No. 1.

Patrick J. Denzer was appointed to the Company’s Audit Committee.

2. Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm. The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm. The following is a breakdown of the voting results:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 18,855,214 | 21,550        | 20,261      | 0         |

3. Advisory Vote on Executive Compensation. The shareholders of the Company voted to approve the following advisory (non-binding) proposal:

RESOLVED, that the shareholders of National Interstate Corporation approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's 2014 Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which includes the Compensation Discussion and Analysis, the compensation tables and any related material).

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 15,395,583 | 2,690,069     | 577,293     | 234,080   |

4. Approval of the Amendment and Restatement of the Long Term Incentive Plan. The shareholders of the Company voted to approve the amendment and restatement of the Company's Long Term Incentive Plan to extend the term of the Long Term Incentive Plan by ten years and for Internal Revenue Code Sections 162(m) and 422 purposes.

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 15,906,571 | 2,735,743     | 20,631      | 234,080   |

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Long Term Incentive Plan, as amended and restated

#### 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.

National Interstate Corporation

By: /s/ Arthur J. Gonzales  
Arthur J. Gonzales  
Vice President, General Counsel and Secretary

Date: September 22, 2014