

DONEGAL GROUP INC
Form 8-K
April 22, 2011

**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): April 21, 2011

Donegal Group Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-15341

23-02424711

(State or other jurisdiction
of incorporation)

(Commission
file number)

(I.R.S. employer
identification no.)

1195 River Road, Marietta, Pennsylvania

17547

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: 717-426-1931

Not Applicable

(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))
-

Item 1.01. Entry into a Material Definitive Agreement.

As reported in Item 5.07 of this Form 8-K Report, our stockholders approved the following plans (collectively, the Plans) at our April 21, 2011 annual meeting of stockholders (the Annual Meeting):

Donegal Group Inc. 2011 Employee Stock Purchase Plan.

Donegal Group Inc. 2011 Equity Incentive Plan for Employees.

Donegal Group Inc. 2011 Equity Incentive Plan for Directors.

We attach each of the Plans as an exhibit to this Form 8-K Report. We incorporate by reference in this Form 8-K Report the descriptions of the material terms of the Plans from our proxy statement for our Annual Meeting we filed with the Securities and Exchange Commission on March 18, 2011.

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

Our stockholders voted as follows at our Annual Meeting:

The total number of votes represented at the Annual Meeting in person or by proxy was 7,549,999 of the total of 7,578,081 votes entitled to vote at the Annual Meeting.

At the Annual Meeting, our stockholders elected Robert S. Bolinger, Patricia A. Gilmartin, Philip H. Glatfelter, II and Jack L. Hess as Class A Directors to serve for a term of three years and until the election of their successors. The votes cast for the election of Class A Directors were as follows:

| | Number of Votes | | |
|--------------------------|-----------------|----------|------------------|
| | For | Withheld | Broker Non-Votes |
| Robert S. Bolinger | 6,542,497 | 52,719 | 954,783 |
| Patricia A. Gilmartin | 6,521,659 | 73,557 | 954,783 |
| Philip H. Glatfelter, II | 6,396,868 | 198,345 | 954,783 |
| Jack L. Hess | 6,532,135 | 63,078 | 954,783 |

No shares abstained with respect to the election of Class A Directors.

Our stockholders also approved the following actions:

Ratification of the selection by the audit committee of our board of directors of KPMG, LLP as our independent registered public accounting firm for 2011.

| | | Number of Votes | | Broker Non-Votes |
|-----------|---------|-----------------|--|------------------|
| For | Against | Abstain | | |
| 7,519,959 | 29,367 | 650 | | None |

Approval, by a non-binding vote of our stockholders, of the compensation of our named executive officers we described in our proxy statement.

| | | Number of Votes | | Broker Non-Votes |
|-----------|---------|-----------------|--|------------------|
| For | Against | Abstain | | |
| 6,048,225 | 536,355 | 10,636 | | 954,783 |

The determination, by a non-binding vote of our stockholders, of three years as the frequency with which we submit to our stockholders for approval the compensation of our named executive officers.

| | | Number of Votes | | Broker Non-Votes |
|----------|-----------|-----------------|---------|------------------|
| One Year | Two Years | Three Years | Abstain | |
| 738,988 | 18,230 | 5,827,446 | 10,552 | 954,783 |

Approval of our 2011 Employee Stock Purchase Plan.

| | | Number of Votes | | Broker Non-Votes |
|-----------|---------|-----------------|--|------------------|
| For | Against | Abstain | | |
| 6,545,883 | 46,562 | 2,771 | | 954,783 |

Approval of our 2011 Equity Incentive Plan for Employees.

| | | Number of Votes | | Broker Non-Votes |
|-----------|---------|-----------------|--|------------------|
| For | Against | Abstain | | |
| 5,858,245 | 731,897 | 5,074 | | 954,783 |

Approval of our 2011 Equity Incentive Plan for Directors.

| | | Number of Votes | | Broker Non-Votes |
|-----------|---------|-----------------|--|------------------|
| For | Against | Abstain | | |
| 6,498,413 | 90,650 | 6,153 | | 954,783 |

Item 8.01. Other Events.

On April 21, 2011, our board of directors declared a regular quarterly cash dividend payable on May 16, 2011 of \$.12 per share of Class A common stock and \$.1075 per share of Class B common stock to stockholders of record as of the close of business on May 2, 2011. We attach our press release dated April 21, 2011 in which we reported the dividend declaration as an exhibit to this Form 8-K Report. These dividends represent percentage increases of 4.3% for our Class A common stock and 4.9% for our Class B common stock compared to the previous quarterly cash dividend.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Exhibit Description |
|-------------|--|
| 10.1 | Donegal Group Inc. 2011 Employee Stock Purchase Plan. |
| 10.2 | Donegal Group Inc. 2011 Equity Incentive Plan for Employees. |
| 10.3 | Donegal Group Inc. 2011 Equity Incentive Plan for Directors. |
| 99.1 | Press Release of Donegal Group Inc. dated April 21, 2011. |

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.

DONEGAL GROUP INC.

By: /s/ Jeffrey D. Miller
Jeffrey D. Miller, Senior Vice President
and Chief Financial Officer

Date: April 22, 2011

-5-