
**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, 2017

Donegal Group Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-15341
(Commission
file number)

23-02424711
(I.R.S. employer
identification no.)

1195 River Road, Marietta, Pennsylvania
(Address of principal executive offices)

17547
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On April 21, 2017, we notified the participants in the Donegal Mutual Insurance Company 401(k) Plan, or the Plan, that the Mercer Division of the Marsh & McLennan Companies, or Mercer, had advised us it would transfer its performance of certain recordkeeping services for the Plan to Transamerica Retirement Solutions, LLC. We further advised the participants in the Plan that because of the transfer by Mercer, a blackout period would begin at 3:00 p.m., local time, on May 24, 2017 and terminate during the week ending June 9, 2017, or the Blackout Period. We further notified the participants in the Plan that during the Blackout Period, participants in the Plan will be unable to effect certain transactions with respect to their Plan accounts, including moving assets from one fund to another or taking a distribution.

On April 24, 2017, we notified our directors and executive officers that during the Blackout Period they may not purchase, sell or otherwise acquire or transfer, directly or indirectly, any shares of our Class A common stock and Class B common stock, including the exercise of stock options. We provided this notice to our directors and executive officers pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR of the Securities and Exchange Commission. Out of an abundance of caution, we also notified the directors of Donegal Mutual Insurance Company, the holder of 72.8% of the combined voting power of our outstanding Class A common stock and our outstanding Class B common stock, that the directors of Donegal Mutual Insurance Company should also comply with the trading restrictions during the Blackout Period.

We will advise all of the participants in the Plan of the actual date of termination of the Blackout Period.

A participant in the Plan may obtain, without charge, information regarding the Blackout Period, including the actual termination date of the Blackout Period, by contacting Jeffrey D. Miller, Executive Vice President and Chief Financial Officer, Donegal Group Inc., 1195 River Road, P.O. Box 302, Marietta, Pennsylvania 17547.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Notice dated April 24, 2017 to Directors and Executive Officers of Donegal Group Inc. and Directors of Donegal Mutual Insurance Company

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, Executive Vice
President and Chief Financial Officer

Date: April 24, 2017



April 24, 2017

TO: Members of the Board of Directors and Named Executive Officers of
Donegal Group Inc. ("DGI")

CC: Members of the Board of Directors of Donegal Mutual
Insurance Company ("Donegal Mutual")

RE: Notice of Trading Restrictions under Section 306 of the Sarbanes-Oxley Act of 2002
("Sarbanes-Oxley")

We have received notice from the Mercer Division of Marsh & McLennan Companies, Inc. ("Mercer"), which performs certain recordkeeping services for the Donegal Mutual 401(k) Plan (the "Plan"), that Mercer will transfer the performance of those recordkeeping services to Transamerica Retirement Solutions, LLC effective June 1, 2017.

This transfer by Mercer triggers certain provisions of Sarbanes-Oxley that impose trading restrictions on the directors and executive officers of DGI. Out of an abundance of caution, the directors of Donegal Mutual, the holder of 72.8% of the combined voting power of our outstanding Class A common stock and our outstanding Class B common stock, should also comply with those trading restrictions.

Under Sarbanes-Oxley and the regulations of the Securities and Exchange Commission, a director or executive officer of DGI or Donegal Mutual may not effect any transactions in the Class A common stock of DGI or the Class B common stock of DGI during a period that will begin at 3:00 p.m., eastern time, on May 24, 2017 and that will terminate during the week ending June 9, 2017. We will notify you in writing of the exact time when the trading restrictions terminate. We refer to this period as the "Blackout Period."

During the Blackout Period, you may not purchase, sell or otherwise acquire or dispose of, directly or indirectly, any shares of DGI's Class A common stock or DGI's Class B common stock. These restrictions include a prohibition of any exercise of a stock option to purchase shares of Class A common stock of DGI during the Blackout Period.

Certain exemptions exist for transactions in DGI's Class A common stock or DGI's Class B common stock during the Blackout Period. Exempt transactions include routine purchases of DGI's Class A common stock under the Plan, DGI's Dividend Reinvestment Plan and DGI's Stock Purchase Plan.

If you have any questions about this notice, please call me at 717-426-7357 or e-mail me at jeffmiller@donegalgroup.com.

Jeffrey D. Miller
Executive Vice President and Chief Financial Officer