

**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) **March 22, 2013**

Donegal Group Inc.

(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction
of incorporation)

0-15341
(Commission File Number)

23-2424711
(IRS Employer Identification No.)

1195 RIVER RD MARIETTA, PA
(Address of principal executive offices)

17547
(Zip Code)

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

(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 8.01. Other Events.

On March 22, 2013 the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated March 22, 2013

SIGNATURE

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.

(Registrant)

/s/ **JEFFREY D. MILLER**

March 22, 2013

(Date)

Jeffrey D. Miller

Senior Vice President and Chief Financial Officer

Exhibit Index

99.1 Press release dated March 22, 2013

Donegal Group Inc. Advises Stockholders Not to Take Any Action Until the Board Makes a Recommendation Regarding Tender Offer of Gregory Mark Shepard

MARIETTA, Pa., March 22, 2013 (GLOBE NEWSWIRE) -- Donegal Group Inc. ("DGI") today reported the commencement of an unsolicited tender offer for 962,636 shares of DGI's Class B common stock at a price of \$30 per share in cash by Gregory Mark Shepard. The offer states it will expire April 19, 2013.

DGI's Board of Directors, in the exercise of its fiduciary duties, will advise the holders of DGI Class B common stock by April 3, 2013:

- whether DGI recommends acceptance or rejection of the tender offer, expresses no opinion and remains neutral toward the tender offer or is unable to take a position with respect to the tender offer; and
- the reasons for the position DGI takes with respect to the tender offer.

DGI will also file the recommendation of its Board of Directors with the Securities and Exchange Commission (the "SEC") on a Schedule 14D-9 solicitation/recommendation statement.

DGI urges the holders of its Class B common stock to take no action with respect to the tender offer until DGI's Board of Directors makes its recommendation.

Important Information and Where to Find It

This communication does not constitute an offer to buy or the solicitation of an offer to sell any securities. DGI intends to file a solicitation/recommendation statement on Schedule 14D-9 with the SEC with respect to the tender offer no later than April 3, 2013. **DGI urges the holders of its Class B common stock to read the solicitation/recommendation statement and any other documents it files with the SEC when they become available because they will contain important information.** Stockholders may obtain, without charge, a copy of the solicitation/recommendation statement and other documents (when available) that DGI files with the SEC at the SEC's website at www.sec.gov and DGI's website at www.donegalgroup.com. In addition, the solicitation/recommendation statement and other documents (when available) that DGI files with the SEC may be obtained, without charge, from DGI by writing to DGI's corporate secretary, Sheri O. Smith, at its principal executive offices at 1195 River Road, P.O. Box 302, Marietta, Pennsylvania 17547 or by e-mail to sherismith@donegalgroup.com.

About Donegal Group Inc.

Donegal Group Inc. is an insurance holding company with insurance subsidiaries offering personal and commercial property and casualty lines of insurance in 22 Mid-Atlantic, Midwestern, New England and Southern states. The insurance subsidiaries of DGI and Donegal Mutual Insurance Company conduct business together as the Donegal Insurance Group. The Donegal Insurance Group has an A.M. Best rating of A (Excellent). Donegal Mutual Insurance Company and DGI together own Donegal Financial Services Corporation, a grandfathered unitary savings and loan holding company that owns Union Community Bank FSB, a federal savings bank.

DGI's Class A common stock and Class B common stock trade on NASDAQ under the symbols DGICA and DGICB, respectively.

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