

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20459

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 23)\*

**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  
(Name, address and telephone number of persons  
authorized to receive notices and communications  
on behalf of person(s) filing statement)

**February 14, 2014**  
(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).

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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

**Class A 3,672,900; Class B 397,100**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

8. SHARED 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**

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## 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 February 14, 2014, the Filing Person voluntarily withdrew the Form A Statements Regarding the Acquisition of Control of a Domestic Insurance Company that he had filed with the insurance departments of Pennsylvania, Iowa, Wisconsin, Michigan, Maryland, and Virginia. The Filing Person had filed such Form A Statements to seek regulatory approval to increase his ownership of Class A and/or Class B Shares of the Issuer.

On February 17, 2014, the Filing Person issued the Press Release that is furnished as Exhibit 99.1 hereto.

### 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) Not applicable.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 99.1 Press Release issued by the Filing Person on February 17, 2014

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**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: February 17, 2014

/s/ Gregory M. Shepard

Gregory M. Shepard

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FOR IMMEDIATE RELEASE

**Gregory M. Shepard Voluntarily Withdraws Form A Applications –  
Blasts Donegal Group’s Board and CEO Don Nikolaus**

Bradenton, Florida, February 17, 2014 (NASDAQ: “DGICA” and “DGICB”) – Mr. Shepard announced today that he is voluntarily withdrawing his Form A applications to increase his holdings in Donegal Group Inc. (“Donegal”), as filed with the insurance departments of Pennsylvania, Iowa, Virginia, Wisconsin, Michigan, and Maryland. Mr. Shepard stated: “The focus of the insurance departments is to have people and entities in control positions who are committed to increasing surplus and protecting policyholders. My focus is rather on shareholder value, although I believe that an increase in shareholder value leads to a stronger company and greater protection for the policyholders.” Mr. Shepard thanks the insurance departments for their time, attention, and professionalism.

Mr. Shepard continued: “I want Donegal and its shareholders to know that I am not going away. I will continue to fight for shareholder value and to call out, in my opinion, the egregious compensation and stock option grants, and overall lack of performance, of Don Nikolaus, Donegal’s CEO and Chairman, who is also the CEO and Chairman of Donegal’s parent, Donegal Mutual Insurance Company, which owns approximately 66% of Donegal’s voting power, according to Donegal’s 10-Q filed on November 7, 2013.”

“My intent now is to hold discussions with property and casualty mutual insurance companies, professional activists, hedge funds, and others to determine ways to persuade Nikolaus’ cronies on the Donegal Board of Directors to do the right thing and maximize value for the shareholders, not just for Don Nikolaus and other insiders. In my opinion, Donegal’s Board of Directors has failed miserably to meet its fiduciary duties and is one of the worst Boards in corporate America. I intend to hold them to account.”

Mr. Shepard notes that the closing price of Donegal’s Class A stock was \$18.84 on February 13, 2007, while seven years later the closing price for the Class A stock was \$14.78 on February 13, 2014. This represents a decline of approximately 21.5% over a seven-year period. There are 20,681,588 Class A shares outstanding and 5,576,775 Class B shares outstanding as of November 1, 2013, according to Donegal’s 10-Q filed on November 7, 2013. Mr. Shepard also notes that Donegal’s Compensation Committee granted an additional 175,000 Class A stock options to Don Nikolaus, according to Nikolaus’ Form 4 filed with the SEC on December 23, 2013, apparently as his reward for Donegal’s miserable stock price performance.

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares of Donegal. In addition, this press release is not intended to, and does not, constitute (1) a solicitation of a proxy, consent, or authorization for or with respect to the annual meeting or any special meeting of Donegal’s shareholders, or (2) a solicitation of a consent or authorization in the absence of any such meeting.

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