

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Donegal Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

23-2424711
(I.R.S. employer
identification no.)

17547
(Zip code)

Donegal Group Inc.
2011 Employee Stock Purchase Plan, As Amended

Kevin G. Burke
President and Chief Executive Officer
Donegal Group Inc.
1195 River Road
Marietta, Pennsylvania 17547
(Name and address of agent for service)

(888) 877-0600
(Telephone number, including area code, of agent for service)

Copies to:

John W. Kauffman, Esq.
Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103
(215) 979-1227

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Class A common stock, \$0.01 par value	200,000 shares	\$13.495	\$2,699,000	\$327.12

- (1) These shares include an additional 200,000 shares of Class A common stock under the Donegal Group Inc. 2011 Employee Stock Purchase Plan, as amended, pursuant to General Instruction E to Form S-8. This registration statement shall also cover any additional shares of Donegal Group Inc. Class A common stock that become issuable under such plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Donegal Group Inc. Class A common stock.
 - (2) Pursuant to Rule 457(h), we calculated the maximum aggregate offering price based upon the average of the high and low prices of Donegal Group Inc. Class A common stock on October 29, 2018, which is a date within five business days prior to the filing of this registration statement, as reported on the NASDAQ Global Select Market.
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Statement of Incorporation by Reference

This registration statement on Form S-8 is being filed to register the offer and sale of an additional 200,000 shares of Class A Common Stock, \$0.01 par value per share (the "Class A Common Stock"), of Donegal Group Inc. (the "Registrant") to be issued under the 2011 Employee Stock Purchase Plan, as amended. Pursuant to General Instruction E to Form S-8, except for Item 8 "Exhibits," this registration statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-174612, filed by the Registrant on May 31, 2011 relating to the Registrant's 2011 Employee Stock Purchase Plan.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Duane Morris LLP (filed herewith)
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm (filed herewith).
23.3	Consent of Duane Morris LLP (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marietta, Pennsylvania, on November 1, 2018.

DONEGAL GROUP INC.

By: /s/ Kevin G. Burke
Kevin G. Burke
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin G. Burke</u> Kevin G. Burke	President and Chief Executive Officer (principal executive officer)	November 1, 2018
<u>/s/ Jeffrey D. Miller</u> Jeffrey D. Miller	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	November 1, 2018
<u>/s/ Scott A. Berlucchi</u> Scott A. Berlucchi	Director	November 1, 2018
<u>/s/ Dennis J. Bixenman</u> Dennis J. Bixenman	Director	November 1, 2018

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert S. Bolinger</u> Robert S. Bolinger	Director	November 1, 2018
<u>/s/ Patricia A. Gilmartin</u> Patricia A. Gilmartin	Director	November 1, 2018
<u>/s/ Jack L. Hess</u> Jack L. Hess	Director	November 1, 2018
<u>/s/ Barry C. Huber</u> Barry C. Huber	Director	November 1, 2018
<u>/s/ Kevin M. Kraft, Sr.</u> Kevin M. Kraft, Sr.	Director	November 1, 2018
<u>/s/ Jon M. Mahan</u> Jon M. Mahan	Director	November 1, 2018
<u>/s/ S. Trezevant Moore, Jr.</u> S. Trezevant Moore, Jr.	Director	November 1, 2018
<u>/s/ Richard D. Wampler, II</u> Richard D. Wampler, II	Director	November 1, 2018

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AND SRI LANKA*

EXHIBIT 5.1

November 1, 2018

Board of Directors
Donegal Group Inc.
1195 River Road
Marietta, Pennsylvania 17547

Re: Donegal Group Inc. (the "Company")
Registration Statement on Form S-8
200,000 Shares of Class A Common Stock

Ladies and Gentlemen:

We have acted as counsel to the Company in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a registration statement on Form S-8 (the "Registration Statement") relating to the offer and sale by the Company of up to 200,000 shares (the "Shares") of Class A common stock, \$0.01 par value, of the Company that the Company may issue under its 2011 Employee Stock Purchase Plan, as amended (the "Plan").

As counsel to the Company, we have supervised all corporate proceedings in connection with the preparation and filing of the Registration Statement. We have also examined the Company's certificate of incorporation and by-laws, as amended to date, its corporate minutes and other proceedings and its records relating to the authorization, sale and issuance of the Shares and the adoption of the amendment to the Plan, and such other documents and matters of law as we have deemed necessary or appropriate in order to render this opinion.

Based upon the foregoing, it is our opinion that each of the Shares, when issued in accordance with the terms and conditions of the Plan under which the Shares may be issued, the Shares will be legally issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Delaware, and we do not express any opinion herein concerning any other law. We hereby consent to the use of our name under Item 5 “Interests of Named Experts and Counsel” of the Registration Statement.

Sincerely,

/s/ Duane Morris LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Donegal Group Inc.:

We consent to the use of our reports dated March 9, 2018, with respect to the consolidated balance sheets of Donegal Group Inc. and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement Schedule III – Supplementary Insurance Information (collectively, the “consolidated financial statements”), and the effectiveness of internal control over financial reporting as of December 31, 2017, incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania
November 1, 2018

Consent of Independent Registered Public Accounting Firm

Donegal Group Inc.,
Marietta, Pennsylvania

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 7, 2018, relating to the consolidated financial statements of Donegal Financial Services Corporation and subsidiary appearing as a schedule in the Annual Report on Form 10-K of Donegal Group Inc. for the year ended December 31, 2017.

/s/ BDO USA, LLP
Harrisburg, Pennsylvania
November 1, 2018