

DONEGAL GROUP INC  
Form 8-K  
April 25, 2017

**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 20, 2017**

**Donegal Group Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1195 River Road, Marietta, Pennsylvania**

**0-15341**  
**(Commission**

**file number)**

**23-02424711**  
**(I.R.S. employer**

**identification no.)**

**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))

Indicate by check mark whether the registrant is an emerging growth company 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 new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

We held our annual meeting of stockholders on April 20, 2017. The results of the voting at our annual meeting of stockholders were as follows:

The total number of votes represented at the annual meeting in person or by proxy by the holders of our Class A common stock and the holders of our Class B common stock was 7,332,718 of the total of 7,731,337 votes entitled to vote at the annual meeting by the holders of all shares of Class A common stock and all shares of Class B common stock outstanding on the record date.

At the annual meeting, the stockholders elected Robert S. Bolinger, Kevin G. Burke, Patricia A. Gilmartin and Jack L. Hess as Class A Directors to serve for a term of three years and until their successors take office. The votes cast for the election of Class A Directors were as follows:

|                       | Number of Votes |          |                  |
|-----------------------|-----------------|----------|------------------|
|                       | For             | Withheld | Broker Non-Votes |
| Robert S. Bolinger    | 6,988,809       | 72,996   | 270,913          |
| Kevin G. Burke        | 7,011,254       | 50,551   | 270,913          |
| Patricia A. Gilmartin | 7,003,773       | 58,032   | 270,913          |
| Jack L. Hess          | 7,008,032       | 53,773   | 270,913          |

There were no other nominations of candidates for election as Class A Director. There were no abstentions with respect to the election of Class A Directors.

Our stockholders also voted to approve the following additional actions:

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

| For       | Number of Votes |         |                  |
|-----------|-----------------|---------|------------------|
|           | Against         | Abstain | Broker Non-Votes |
| 6,990,228 | 63,338          | 8,239   | 270,913          |

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

|          | Number of Votes |             |         |                  |
|----------|-----------------|-------------|---------|------------------|
| One Year | Two Years       | Three Years | Abstain | Broker Non-Votes |
| 490,536  | 60,735          | 6,504,962   | 5,571   | 270,914          |

In light of the results of the advisory vote, we intend to submit to our stockholders for approval on a non-binding advisory basis the compensation of our named executive officers every three years, until the next required vote on the frequency of stockholder votes on the compensation of our named executive officers.

Ratification of the selection by the audit committee of our board of directors of KPMG LLP as our independent registered public accounting firm for 2017.

|           | Number of Votes |         |                  |
|-----------|-----------------|---------|------------------|
| For       | Against         | Abstain | Broker Non-Votes |
| 7,301,134 | 29,461          | 2,123   |                  |

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 25, 2017