

GREAT AMERICAN FINANCIAL RESOURCES INC  
Form 8-K  
May 02, 2006

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):

**May 1, 2006**

GREAT AMERICAN FINANCIAL RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware

1-11632

06-1356481

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

250 East Fifth Street, Cincinnati, Ohio

45202

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(513) 333-5300**

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 (*see* General Instruction A.2. below):

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))

Item 8.01 - Other Events

Great American Financial Resources, Inc. announced it has signed a definitive merger agreement to acquire all of the outstanding stock of the Ceres Group, Inc. for \$6.13 per share, for a total purchase price of \$205 million. The transaction is expected to be completed in the third quarter of 2006. The transaction is subject to the approval of Ceres' stockholders and the Ohio and Nebraska Department of Insurance and other customary conditions. See attached Press Release.

**Section 9 - Financial Statements and Exhibits**

Item Financial Statements and Exhibits.  
9.01.

(c) Exhibits

99.1 Press Release dated as of May 1, 2006.

**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.

GREAT AMERICAN FINANCIAL RESOURCES, INC.

Date: May 1, 2006

By: /s/ Christopher P. Miliano

Christopher P. Miliano

Chief Financial Officer