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DONEGAL GROUP INC
Form S-8 POS
August 21, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 21, 2001
REGISTRATION NO. 333-62972
=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DONEGAL GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

23-2324711

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

1195 River Road
Marietta, Pennsylvania

17547

(Address of Principal Executive Offices)

(Zip Code)

DONEGAL GROUP INC.
1996 EMPLOYEE STOCK PURCHASE PLAN
(Full title of plan)

Donald H. Nikolaus
President and Chief Executive Officer
Donegal Group Inc.
1195 River Road
Marietta, PA 17547

(Name and address of agent for service)

(888) 877-0600

(Telephone number, including area code,
of agent for service)

Copy to:
Kathleen M. Shay, Esquire
Duane Morris
4200 One Liberty Place

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Philadelphia, Pennsylvania 19103-7396
(215) 979-1000

DEREGISTRATION OF SECURITIES

Pursuant to a Form S-8 Registration Statement (File No. 333-62972) filed with the SEC on June 14, 2001, Donegal Group Inc. registered 34,000 shares of its Class A common stock to be reserved for issuance under the Donegal Group 1996 Employee Stock Purchase Plan. The plan terminated on June 30, 2001. As of June 30, 2001, a total of 7,619 shares of Class A common stock were sold under the plan.

Pursuant to the undertakings included in Item 9 of the Registration Statement on Form S-8 filed with the SEC on June 14, 2001 and as required by Item 512 of Regulation S-K of the Securities Act of 1933, Donegal Group hereby deregisters and removes from registration the 26,381 shares registered under Registration Statement No. 333-62972 that remain unsold at the termination of the offering.

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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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marietta, Pennsylvania on August 20, 2001.

DONEGAL GROUP INC.

By:/s/ Donald H. Nikolaus

Donald H. Nikolaus,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature

Title

/s/ Donald H. Nikolaus

Donald H. Nikolaus

President, Chief Executive Officer
and a Director
(principal executive officer)

Au

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/s/ Ralph G. Spontak

Ralph G. Spontak

Senior Vice President, Chief Financial
Officer and Secretary
(principal financial and
accounting officer)

Au

*

Director

Au

C. Edwin Ireland

*

Director

Au

Patricia A. Gilmartin

*

Director

Au

Philip H. Glatfelter, II

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Signature

Title

*

Director

Au

R. Richard Sherbahn

Director

Au

Thomas J. Finley, Jr.

*

Director

Au

Robert S. Bolinger

Director

Au

John J. Lyons

By: /s/ Ralph G. Spontak

Ralph G. Spontak, as attorney in fact

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*Signed pursuant to power of attorney

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INDEX TO EXHIBITS

Exhibit Number -----	Description of Exhibit -----	Reference -----
24	Powers of Attorney	*

* Such exhibit is hereby incorporated by reference to the like-described exhibit in Donegal Group's Form S-8 Registration Statement No. 333-62972, as filed with the SEC on June 14, 2001.

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