

DONEGAL GROUP INC  
Form 8-K  
July 18, 2008

**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): July 17, 2008**

**Donegal Group Inc.**

(Exact name of registrant as specified in its charter)

Delaware

0-15341

23-02424711

(State or other jurisdiction  
of incorporation)

(Commission  
file number)

(I.R.S. employer  
identification no.)

1195 River Road, Marietta, Pennsylvania

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws: change in Fiscal Year.

On July 17, 2008, our board of directors amended section 2.3 of our by-laws to clarify the manner in which nominations of persons for election to the board of directors and stockholder proposals may be made at an annual meeting of stockholders, the information required to be set forth in a proposing stockholder's notice and that the advance notice provisions of Section 2.3 are separate and distinct and in addition to compliance with Rule 14a-8 under the Securities Exchange Act of 1934.

Item 9.01. Financial Statements and Exhibits.

Exhibit No. Exhibit Description

3.2 Amended and Restated By-Laws as adopted on July 17, 2008.

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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, Senior Vice  
President and Chief Financial Officer

Date: July 18, 2008

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