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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  
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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  
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Title  
-----

/s/ Donald H. Nikolaus  
-----  
Donald H. Nikolaus

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

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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

\*  
-----  
C. Edwin Ireland

Director

Au

\*  
-----  
Patricia A. Gilmartin

Director

Au

\*  
-----  
Philip H. Glatfelter, II

Director

Au

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Signature  
-----

Title  
-----

\*  
-----  
R. Richard Sherbahn

Director

Au

\*  
-----  
Thomas J. Finley, Jr.

Director

Au

\*  
-----  
Robert S. Bolinger

Director

Au

\*  
-----  
John J. Lyons

Director

Au

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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