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DONEGAL GROUP INC
Form S-3DPOS
June 03, 2003

As filed with the Securities and Exchange Commission on June 3, 2003
Registration No. 333-36585

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DONEGAL GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

23-2424711

(State or other jurisdiction of
incorporation or organization)

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

1195 River Road
Marietta, Pennsylvania 17547
(888) 877-0600

(Address, including zip code, and telephone number,
including area code, of registrant's principal
executive offices)

Donald H. Nikolaus, President
Donegal Group Inc.
1195 River Road
Marietta, Pennsylvania 17547
(888) 877-0600

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Kathleen M. Shay, Esquire
Duane Morris LLP
4200 One Liberty Place
Philadelphia, PA 19103-7396
(215) 979-1000

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DEREGISTRATION OF SECURITIES

Pursuant to a Form S-3 Registration Statement (File No. 333-36585) filed with the Securities and Exchange Commission (the "SEC") on September 26, 1997, as amended by Post-Effective Amendment No. 1 to Form S-3 Registration Statement filed with the SEC on October 19, 2000, Donegal Group Inc. (the "Company") registered 1,000,000 shares of its previously authorized common stock in connection with the Donegal Group Inc. Dividend Reinvestment and Stock Purchase Plan (the "Plan"). Of this amount, the Company sold a total of 237,986 shares of common stock under the Plan.

Effective as of the close of business on April 19, 2001, the Company, pursuant to stockholder approval, (i) reclassified its previously authorized common stock into Class B common stock, (ii) effected a reverse stock split, as the result of which each three shares of previously authorized common stock were converted into one share of Class B common stock, (iii) authorized 30,000,000 shares of a new class of common stock with one-tenth of a vote per share designated as Class A common stock and (iv) declared a dividend of two shares of Class A common stock to be paid on each share of the Class B common stock outstanding at the close of business on April 19, 2001. In connection with the reverse stock split and the stock dividend, the Plan was terminated.

On April 30, 2001 in connection with a Form S-3 Registration Statement (File No. 333-59828), the Company, pursuant to Rule 457(p) under the Securities Act of 1933, offset the full amount of the filing fee payable in connection with such registration statement against \$2,707.00 paid by the Company in connection with the Form S-3 Registration Statement (File No. 333-36585) filed on September 26, 1997 with regard to the Plan, under which the offering had terminated. Pursuant to Rule 457(p), upon the occurrence of such offset, 446,700 of the shares of common stock registered under Registration Statement No. 333-36585 and associated with the registration fee offset amount of \$2,707.00 were deemed deregistered.

Pursuant to the undertakings included in Item 17 of the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed with the SEC on October 19, 2000 and as required by Item 512 of Regulation S-K of the Securities Act of 1933, the Company hereby deregisters and removes from registration the remaining 315,314 shares of common stock registered under Registration Statement No. 333-36585 that remain unsold under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marietta, Pennsylvania on June 3, 2003.

DONEGAL GROUP INC.

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By: /s/ Donald H. Nikolaus

Donald H. Nikolaus, President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 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)	Jun
/s/ Ralph G. Spontak ----- Ralph G. Spontak	Senior Vice President, Chief Financial Officer and Secretary (principal financial and accounting officer)	Jun
* ----- Patricia A. Gilmartin	Director	Jun
* ----- Philip H. Glatfelter, II	Director	Jun
* ----- R. Richard Sherbahn	Director	Jun
* ----- Robert S. Bolinger	Director	Jun

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Director

June ,

John J. Lyons

*By: /s/ Ralph G. Spontak

Ralph G. Spontak, as attorney in fact

*Signed pursuant to power of attorney