

National Interstate CORP  
Form 8-K  
March 20, 2015

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): March 20, 2015

NATIONAL INTERSTATE CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Ohio<br>(State or other jurisdiction of<br>incorporation) | 000-51130<br>(Commission File Number) | 34-1607394<br>(I.R.S. Employer Identification No.) |
|---|---------------------------------------|--|

|  |                          |
|--|--------------------------|
| 3250 Interstate Drive, Richfield, OH<br>(Address of principal executive offices) | 44286-9000<br>(Zip Code) |
|--|--------------------------|

Registrant's telephone number, including area code: (330) 659-8900

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)
  - þ 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 5.08. Shareholder Director Nominations.

National Interstate Corporation (the "Company") will hold the 2015 Annual Meeting of Shareholders on Thursday, June 11, 2015, at 9:00 a.m., Eastern Time. The record date for determining shareholders entitled to notice of, and to vote at, the 2015 Annual Meeting will be April 22, 2015. The 2015 Annual Meeting will be held at the Company's headquarters at 3250 Interstate Drive, Richfield, Ohio.

Because the 2015 Annual Meeting will be held more than 30 days before the anniversary of the 2014 annual meeting of shareholders, the Company is informing its shareholders of the revised deadline for the submission of shareholder proposals and director nominations for consideration at the Company's 2015 Annual Meeting. Any shareholder proposal or director nomination must be submitted to the Company no later than 5:00 p.m., Eastern Time, on March 30, 2015. Any such shareholder proposal or director nomination must comply with the Company's Code of Regulations as well as all applicable statutes, rules, and regulations promulgated by the Securities and Exchange Commission ("SEC") or other applicable governing body.

Item 8.01. Other Events

The Board of Directors has nominated the following individuals for election as Class I directors at the 2015 Annual Meeting: Joseph E. (Jeff) Consolino, Gary J. Gruber, Donald D. Larson, David W. Michelson, Donald W. Schwegman, and Norman L. Rosenthal. Messrs. Consolino, Gruber, Larson, Michelson, and Schwegman are current directors of National Interstate Corporation and information regarding their experience and qualifications can be found in the Company's 2014 Annual Proxy Statement.

Dr. Rosenthal, age 63, has served as a director of Arthur J. Gallagher & Co. since 2008. Since 1996, he has been President of Norman L. Rosenthal & Associates, Inc., a management consulting firm that specializes in the property and casualty insurance industry. Prior to 1996, Dr. Rosenthal spent 15 years practicing in the property and casualty insurance industry at Morgan Stanley & Co., a global financial services firm, most recently as managing director. In addition, Dr. Rosenthal previously served on the boards of multiple public and private insurance, reinsurance, and related entities including Aspen Insurance Holdings, Ltd., Mutual Risk Management Ltd, Vesta Insurance Group, Inc., and Alliant Insurance Group Inc. He currently serves as a director of the Plymouth Rock Company. He is also an affiliate partner of the private equity firm of Lindsay Goldberg. Dr. Rosenthal holds a Ph.D. in Business and Applied Economics, with an insurance focus, from the Wharton School of the University of Pennsylvania. The Company believes that Dr. Rosenthal's extensive insurance expertise and experience provides him with the qualifications to make him an effective member of the Company's Board.

As announced on March 3, 2015, the Board expanded the number of directors in Class II from four to five members and appointed Mr. I. John Chohnoky as a Class II director to fill the associated vacancy. Messrs. Ronald J. Brichler, Patrick J. Denzer, Keith A. Jensen and Alan R. Spachman are the other directors in Class II. Mr. Chohnoky served as President of General Reinsurance Corporation ("General Reinsurance") until his retirement in March 2014. Throughout his 33-year tenure at

General Reinsurance, Mr. Cholnoky served in various marketing, underwriting, and management roles and held various officer level positions. The Company believes that Mr. Cholnoky's extensive experience in the insurance industry provides him with the skills and expertise necessary to be an effective Director.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release of National Interstate Corporation dated March 20, 2015 |

Important Information

This release may be deemed to be solicitation material in respect of the solicitation of proxies from shareholders in connection with the 2015 Annual Meeting. The Company, its directors and executive officers and employees may be deemed to be participants in such solicitation. The Company will file a proxy statement with the SEC in connection with the 2015 Annual Meeting. The proxy statement, any other relevant documents and other material filed with the SEC concerning the Company will be, when filed, available free of charge at [www.sec.gov](http://www.sec.gov) and our "Investor Relations" website at <http://invest.NATL.com>. Copies may also be obtained, free of charge, by contacting the Investor Relations Department of the Company at 877-837-0339. Shareholders are urged to read the proxy statement and any other relevant documents filed when they become available before making any voting decision because they will contain important information.

Information Regarding Participants

The Company, its directors and executive officers and employees may be deemed to be participants in the solicitation of proxies from shareholders in connection with the 2015 Annual Meeting. Information about the Company's directors and executive officers and their ownership of the Company's stock is available in the Company's proxy statement for the Company's 2014 Annual Meeting of shareholders filed with the SEC on August 11, 2014 and in subsequent SEC filings on Forms 3 and 4. Shareholders are advised to read the Company's proxy statement for the 2015 Annual Meeting and other relevant documents when they become available before making any voting decision because they will contain important information. You can obtain free copies of these referenced documents as described above.

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.

National Interstate Corporation

By: /s/ Arthur J. Gonzales  
Arthur J. Gonzales  
Senior Vice President, General Counsel & Secretary

Date: March 20, 2015