

DONEGAL GROUP INC  
Form DEFA14A  
March 28, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**DONEGAL GROUP INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
  
  
  
  
  
  
  
  
  
  
- (2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

**SUPPLEMENT TO PROXY STATEMENT**  
**FOR THE ANNUAL MEETING OF STOCKHOLDERS OF**  
**DONEGAL GROUP INC.**  
**TO BE HELD ON APRIL 18, 2019**

This proxy statement supplement, dated March 28, 2019 (this Supplement), supplements the proxy statement dated March 18, 2019 (the Proxy Statement) of Donegal Group Inc. (we, our, or us) in connection with the solicitation of proxies by our board of directors for use at our annual meeting of stockholders to be held on Thursday, April 18, 2019, at 10:00 a.m., local time, at the at the Heritage Hotel Lancaster, 500 Centerville Road, Lancaster, Pennsylvania 17601, and at any adjournment or postponement of our annual meeting.

The purpose of this Supplement is to provide supplemental information regarding Proposal No. 4 in the Proxy Statement. Except as described in this Supplement, the information provided in the Proxy Statement continues to apply and should be considered in voting your shares. To the extent that information in this Supplement differs from or updates information contained in the Proxy Statement, the information in this Supplement is more current and supersedes the different or updated information contained in the Proxy Statement. **THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**

Capitalized terms used and not otherwise defined in this Supplement shall have the meanings ascribed to them in the Proxy Statement.

**SUPPLEMENTAL DISCLOSURE UNDER PROPOSAL NO. 4 APPROVAL OF OUR 2019 EQUITY INCENTIVE PLAN FOR EMPLOYEES.**

As we previously disclosed in the Proxy Statement, although all of Donegal Mutual's employees and all of the employees of our respective subsidiaries and affiliates are eligible to receive awards under our 2019 Employee Plan, the grant of awards to any particular employee is subject to the discretion of our board of directors and its compensation committee. The number of Donegal Mutual's employees and the employees of our respective subsidiaries and affiliates is approximately 925 persons.