

National Interstate CORP
Form SC 13D/A
March 03, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Amendment No. 2

National Interstate Corporation
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

63654U 100
(CUSIP Number)

Karl J. Grafe, Esq.
301 East Fourth Street
Cincinnati, Ohio 45202
(513) 579-2540
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 3, 2014
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box []

CUSIP No. 63654U 100

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
American Financial Group, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT
TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio
- | | | |
|----------------------------------|----|--------------------------------------|
| | 7 | SOLE VOTING POWER
10,200,000 |
| | 8 | SHARED VOTING POWER
0 |
| NUMBER OF
SHARES | 9 | SOLE DISPOSITIVE POWER
10,200,000 |
| BENEFICIALLY
OWNED BY | 10 | SHARED DISPOSITIVE POWER
0 |
| EACH
REPORTING
PERSON WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10,200,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
51.7%
- 14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Explanatory Note

This Amendment No. 2 to Schedule 13D (Amendment No. 2) is being filed on behalf of American Financial Group, Inc., an Ohio corporation (the “Reporting Person”) to amend and supplement the Schedule 13D filed by the Reporting Person with the Securities and Exchange Commission (the “SEC”) on February 5, 2014, as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Person with the SEC on February 21, 2014.

Item 7. Material to be Filed as Exhibits.

99.1 Press Release dated March 3, 2014 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by the Reporting Person on March 3, 2014).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 3, 2014

AMERICAN FINANCIAL GROUP, INC.

By : / s / K a r l J .
Grafe
 Karl J. Grafe
 Vice President