

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. 8

National Interstate Corporation
(Name of Issuer)

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

63654U 100
(CUSIP Number)

Vito C. Peraino
Senior Vice President and General Counsel
American Financial Group, Inc.
301 East Fourth Street
Cincinnati, Ohio 45202
(513) 369-5611
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 6, 2016
(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(b)(3) or (4), check the following box [X]

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) <input type="radio"/> (b) <input checked="" type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Ohio	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 10,200,000
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 10,200,000
	10	SHARED DISPOSITIVE POWER 0
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* <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.2%	
14	TYPE OF REPORTING PERSON* HC	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 63654U 100		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Great American Insurance Company	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
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) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Ohio	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 10,200,000
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 10,200,000
	10	SHARED DISPOSITIVE POWER 0
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* <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.2%	
14	TYPE OF REPORTING PERSON* IC	

Explanatory Note

This Amendment No. 8 to Schedule 13D (this “Amendment”) amends Amendment No. 7 to Schedule 13D (“Amendment No. 7”) which was filed with the United States Securities and Exchange Commission (the “SEC”) on June 27, 2016. Amendment No. 7 amended Amendment No. 6 to Schedule 13D (“Amendment No. 6”) which was filed with the SEC on March 7, 2016. Amendment No. 6 amended Amendment No. 5 to Schedule 13D (“Amendment No. 5”) which was filed with the SEC on December 23, 2015 which Amendment No. 5 amended and restated in its entirety the Schedule 13D originally filed by American Financial Group, Inc., an Ohio corporation (the “Registrant”), with the SEC on February 5, 2014 with respect to the common shares, par value \$0.01 per share (the “Common Shares”), of National Interstate Corporation, an Ohio corporation (the “Issuer”). The Common Shares beneficially owned by the Registrant are owned of record by Great American Insurance Company (“Great American”), an Ohio corporation and wholly-owned subsidiary of the Registrant. The Registrant and Great American are collectively referred to in this Amendment as the “Reporting Persons.”

Except as set forth below, all previous Items are unchanged.

Item 3. Source of Funds

Item 3 of Schedule 13D is amended by replacing the last paragraph of such Item with the following:

The Reporting Persons estimate the aggregate consideration that would be required to acquire the Common Shares in the proposed transaction described in Item 4 would be approximately \$311 million. The Common Shares that would be acquired in connection with the proposed transaction would be purchased with cash on hand, available borrowings and/or new debt financings.

Item 4. Purpose of Transaction

Item 4 of Schedule 13D is amended by adding the following:

On July 6, 2016, the Registrant disclosed in a press release that it had delivered a letter on the same date to the Special Committee of the Board of Directors of the Issuer whereby it increased the price of its previously improved June 24, 2016 proposal to acquire all of the outstanding common shares of the Issuer that are not currently owned by Great American Insurance Company, a wholly-owned subsidiary of the Registrant, to \$32.00 per share in cash. This represents the Registrant’s best and final offer, and the Registrant will offer no further increases from this price. The proposed transaction will not be subject to a financing condition.

Item 7. Material to be Filed as Exhibits.

99.1 Proposal Letter dated July 6, 2016

99.2 Press Release dated July 6, 2016



301 East Fourth Street
Cincinnati, OH 45202
AFGinc.com

July 6, 2016

Special Committee of the Board of Directors
National Interstate Corporation
3250 Interstate Drive
Richfield, Ohio 44286
Attn: Norman L. Rosenthal, Chairman of the Special Committee

Dear Norman:

American Financial Group, Inc. (“AFG” or “we”) is pleased to provide the special committee (the “Special Committee”) of the Board of Directors of National Interstate Corporation (“National Interstate”) with its further increased offer for its wholly-owned subsidiary, Great American Insurance Company (“GAIC”), to acquire all of the outstanding common shares of National Interstate that are not currently owned by GAIC at a purchase price of \$32.00 per share in cash. This represents our best and final offer, and we will offer no further increases from this price. This is a full and fair price offer that will provide upfront liquidity to, and for the benefit of, National Interstate’s shareholders. As previously communicated, the proposed transaction will not be subject to a financing condition.

The \$32.00 per share price represents a 41.5% premium over National Interstate’s unaffected share closing price on March 4, 2016, the last trading day prior to public announcement of our proposal, and a 6.5% premium over yesterday’s closing price. The \$32.00 per share price is a 1.8x multiple of National Interstate’s book value per share excluding unrealized gains on fixed maturities as of March 31, 2016, and a 27.6x multiple of National Interstate’s 2015 diluted net income from operations per share. We have raised our offer price \$2.00 per share since our initial proposal, which represents aggregate additional consideration of approximately \$20 million that will be paid to National Interstate shareholders other than GAIC.

Our proposed transaction remains subject to the condition that it be approved by a majority of the Special Committee. When the Special Committee approves the transaction, shareholders holding a majority of the shares of National Interstate not owned by AFG or its affiliates will have the ability to approve the transaction for the benefit of National Interstate’s shareholders. We are confident based on our discussions with National Interstate’s shareholders that such approval will be obtained.

We will be filing this letter with the Securities and Exchange Commission as an exhibit to a Schedule 13D amendment, and we are also issuing a press release before the market opens today containing this letter.

This proposal is non-binding and no agreement, arrangement or understanding between the parties will be created until such time as definitive documentation has been executed and delivered by GAIC and all other appropriate parties and the agreement, arrangement or understanding has been approved by AFG and GAIC’s boards of directors.

We look forward to working with the Special Committee and its advisors to announce a transaction expeditiously.

Sincerely,

By: /s/ Carl H. Lindner III
Carl H. Lindner III
Co-Chief Executive Officer

**AMERICAN FINANCIAL GROUP INCREASES OFFER TO ACQUIRE
PUBLIC MINORITY STAKE IN NATIONAL INTERSTATE TO \$32.00 PER SHARE**

- ***Best and final offer by AFG***
- ***Increased cash offer provides full and fair price to National Interstate shareholders***

CINCINNATI – July 6, 2016 –

American Financial Group, Inc. (NYSE: AFG) announced that it has increased its offer to acquire all of the outstanding common shares of National Interstate Corporation (Nasdaq: NATL) that are not currently owned by AFG's wholly-owned subsidiary, Great American Insurance Company (GAIC), to \$32.00 per share in cash. The proposed transaction will not be subject to a financing condition.

On July 6, 2016, AFG delivered the following letter to the special committee of the Board of Directors of National Interstate:

[AFG LETTERHEAD]

July 6, 2016

Special Committee of the Board of Directors
National Interstate Corporation
3250 Interstate Drive
Richfield, Ohio 44286
Attn: Norman L. Rosenthal, Chairman of the Special Committee

Dear Norman:

American Financial Group, Inc. ("AFG" or "we") is pleased to provide the special committee (the "Special Committee") of the Board of Directors of National Interstate Corporation ("National Interstate") with its further increased offer for its wholly-owned subsidiary, Great American Insurance Company ("GAIC"), to acquire all of the outstanding common shares of National Interstate that are not currently owned by GAIC at a purchase price of \$32.00 per share in cash. This represents our best and final offer, and we will offer no further increases from this price. This is a full and fair price offer that will provide upfront liquidity to, and for the benefit of, National Interstate's shareholders. As previously communicated, the proposed transaction will not be subject to a financing condition.

The \$32.00 per share price represents a 41.5% premium over National Interstate's unaffected share closing price on March 4, 2016, the last trading day prior to public announcement of our proposal, and a 6.5% premium over yesterday's closing price. The \$32.00 per share price is a 1.8x multiple of National Interstate's book value per share excluding unrealized gains on fixed maturities as of March 31, 2016, and a 27.6x multiple of National Interstate's 2015 diluted net income from operations per share. We have raised our offer price \$2.00 per share since our initial proposal, which represents aggregate additional consideration of approximately \$20 million that will be paid to National Interstate shareholders other than GAIC.

Our proposed transaction remains subject to the condition that it be approved by a majority of the Special Committee. When the Special Committee approves the transaction, shareholders holding a majority of the shares of National Interstate not owned by AFG or its affiliates will have the ability to

approve the transaction for the benefit of National Interstate's shareholders. We are confident based on our discussions with National Interstate's shareholders that such approval will be obtained.

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We look forward to working with the Special Committee and its advisors to announce a transaction expeditiously.

Sincerely,

By: /s/ Carl H. Lindner III
Carl H. Lindner III
Co-Chief Executive Officer

About American Financial Group, Inc.

American Financial Group is an insurance holding company, based in Cincinnati, Ohio with assets of approximately \$50 billion. Through the operations of Great American Insurance Group, AFG is engaged primarily in property and casualty insurance, focusing on specialized commercial products for businesses, and in the sale of fixed and fixed-indexed annuities in the retail, financial institutions and education markets. Great American Insurance Group's roots go back to 1872 with the founding of its flagship company, Great American Insurance Company.

Additional Information and Where to Find It

This press release is not an offer to purchase or a solicitation of an offer to sell any securities or a solicitation of any proxies. Any solicitation or offer will only be made through materials filed with the Securities and Exchange Commission (the "SEC"). National Interstate shareholders and other interested parties are urged to read these materials when they become available because they will contain important information. National Interstate shareholders will be able to obtain such documents (when available) free of charge at the SEC's web site, www.sec.gov. National Interstate shareholders will also be able to obtain these documents that are filed by AFG (when available) free of charge from AFG at www.afginc.com or by writing to American Financial Group, Inc., Great American Insurance Group Tower, 301 East Fourth Street, Cincinnati, Ohio 45202, Attn: Diane P. Weidner.

Forward-Looking Statements

This press release contains, and certain oral statements made by our representatives from time to time may contain, certain statements that may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements, by their nature, are subject to a variety of inherent risks and uncertainties that could cause actual results to differ materially from the results projected. Many of these risks and uncertainties cannot be controlled by AFG and include the possibility that discussions with the special committee of National Interstate may not be successful and the possibility that the transaction may

not be completed on the terms described in this press release or at all, including as a result of changes in the business or prospects of National Interstate. For a detailed description of other risks and uncertainties affecting AFG, please refer to AFG's filings with the SEC, available as described in the preceding paragraph.

Any forward-looking statements herein are made only as of the date of this press release. AFG assumes no obligation to publicly update any forward-looking statements. No information contained on any website referenced in this press release is incorporated by reference herein.

Contact:

Diane P. Weidner, 513-369-5713
Asst. Vice President – Investor Relations

Websites:

www.afginc.com
www.greatamericaninsurancegroup.com

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