

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. 6

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)

March 7, 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 []

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) 51.3%	
14	TYPE OF REPORTING PERSON* HC	

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) 51.3%	
14	TYPE OF REPORTING PERSON* IC	

Explanatory Note

This Amendment No. 6 to Schedule 13D (this “Amendment”) amends Amendment No. 5 to Schedule 13D (“Amendment No. 5”) which was filed with the Securities and Exchange Commission (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 (“AFG”), with the Securities and Exchange Commission (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 AFG are owned of record by Great American Insurance Company (“Great American”), an Ohio corporation and wholly-owned subsidiary of AFG. AFG 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 inserting the following at the end of such Item:

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 \$293 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 facilities.

Item 4. Purpose of Transaction

Item 4 of Schedule 13D is amended by inserting the following at the end of such Item:

On March 6, 2016, the Reporting Persons sent a letter to the Board of Directors of the Issuer stating that it proposes to acquire all of the outstanding Common Shares that Great American does not currently own for \$30.00 per share in cash (the “Proposal”) and on March 7, 2016 issued a related press release. A copy of the Proposal letter and press release are filed with this Amendment as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference into this Item 4.

The Reporting Persons indicated in their Proposal letter that they expect that the Board of Directors of the Issuer will appoint a new special committee to consider the Proposal and make a recommendation to the Board of Directors of the Issuer. The Reporting Persons further expect that such special committee would retain its own independent legal and financial advisors to assist in its review of the proposed transaction. The Reporting Persons will not move forward with a transaction unless it is approved by such special committee.

The Proposal may result in one or more of the actions specified in clauses (a)–(j) of Item 4 of Schedule 13D, including, without limitation, the acquisition of additional securities of the Issuer, a merger or other extraordinary transaction involving the Issuer, the delisting of the Common Shares from the Nasdaq Global Select Market and the Common Shares becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended.

The Reporting Persons reserve the right to modify or withdraw the Proposal at any time.

The summary above is qualified in its entirety by reference to the Proposal letter attached as Exhibit 99.1 hereto.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of Schedule 13D is amended by amending and restating the last paragraph of such Item 6 with the following:

Other than as set forth in Item 4 of this Schedule 13D and with respect to the agreements described in this Schedule 13D, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) involving the Reporting Persons or any person listed in Annex A, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, including any securities pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities other than standard default and similar provisions contained in loan agreements.

Item 7. Material to be Filed as Exhibits.

99.1 Proposal Letter dated March 6, 2016

99.2 Press Release dated March 7, 2016

99.3 Joint Filing Agreement dated as of March 7, 2016

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 7, 2016

AMERICAN FINANCIAL GROUP, INC.

By: /s/ Vito C. Peraino
Name: Vito C. Peraino
Title: Senior Vice President and General
Counsel

GREAT AMERICAN INSURANCE COMPANY

By: /s/ Eve Cutler Rosen
Name: Eve Cutler Rosen
Title: Senior Vice President, General Counsel
and Secretary



301 East Fourth Street
Cincinnati, OH 45202
AFGinc.com

Board of Directors
National Interstate Corporation
3250 Interstate Drive
Richfield, Ohio 44286
Attn: Donald W. Schwegman

March 6, 2016

Dear Don:

American Financial Group, Inc. ("AFG") is pleased to submit this proposal for its wholly-owned subsidiary, Great American Insurance Company ("GAIC"), to acquire all of the outstanding common shares of National Interstate Corporation ("National Interstate") that are not currently owned by GAIC at a purchase price of \$30.00 per share in cash. The proposed transaction will not be subject to a financing condition.

The \$30.00 per share price represents a 32.7% premium over National Interstate's last closing price. The \$30.00 per share price is a 1.70x multiple of National Interstate's book value per share excluding unrealized gains on fixed maturities as of December 31, 2015, and a 25.9x multiple of National Interstate's 2015 diluted net income from operations per share.

As you know, GAIC owns approximately 51% of the outstanding National Interstate common shares, and five of the 11 National Interstate directors are current or former executive officers of GAIC or AFG. We expect that the National Interstate board of directors will appoint a new special committee to consider our proposed transaction and make a recommendation to the National Interstate board of directors. We further expect that the special committee will retain its own independent legal and financial advisors to assist in its review of our proposed transaction. We will not move forward with the transaction unless it is approved by such special committee.

None of the National Interstate directors who are current or former executive officers of GAIC or AFG will participate in the consideration of the AFG proposal by National Interstate, the special committee or the special committee's advisors. In addition, the transaction will be subject to a non-waivable condition requiring approval of a majority of the shares of National Interstate not owned by AFG or its affiliates. We intend to implement the proposed transaction in a manner that will ensure that National Interstate will become a wholly-owned subsidiary of GAIC and that all shareholders of National Interstate will receive the same consideration for their shares in the proposed transaction.

GAIC currently intends that following completion of the proposed transaction, National Interstate's business will continue to be run in a manner that is generally consistent with its current operations and does not currently contemplate making any significant changes in National Interstate's strategic or operating philosophy or its business. National Interstate would proceed to operate as a separate company, 100% owned by GAIC or an affiliate, much like AFG's other wholly-owned subsidiaries.

Given our knowledge of National Interstate, we are in a position to complete the transaction in an expedited manner and to promptly enter into discussions regarding a merger agreement with the special committee and its advisors providing for the acquisition of the remaining National Interstate shares.

In considering our proposal, you should know that in our capacity as a shareholder of National Interstate we are interested only in acquiring the shares of National Interstate not already owned by GAIC and that in such capacity we have no interest in selling any of the shares owned by us in National Interstate nor would we expect, in our capacity as a shareholder, to vote in favor of any alternative sale, merger or similar transaction involving National Interstate.

AFG and GAIC have engaged Skadden, Arps, Slate, Meagher & Flom LLP as our legal advisor for the proposed transaction.

Due to our obligations under the securities laws, we intend to file a Schedule 13D amendment with the Securities and Exchange Commission and to issue a press release announcing our proposal before the market opens tomorrow. A copy of the press release is attached for your reference.

This indication of interest 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 believe that our proposal represents an attractive opportunity for National Interstate's shareholders to receive a significant premium to National Interstate's current and recent share prices. We welcome the opportunity to meet with the special committee, once formed, and/or its advisors to discuss our proposal.

We look forward to your response.

Sincerely,

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

enclosure

**AMERICAN FINANCIAL GROUP PROPOSES TO ACQUIRE PUBLIC MINORITY STAKE
IN NATIONAL INTERSTATE FOR \$30.00 PER SHARE IN CASH**

CINCINNATI – March 7, 2016 –

American Financial Group, Inc. (NYSE: AFG) announced that it has proposed 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), for \$30.00 per share in cash.

The \$30.00 per share price represents a 32.7% premium over National Interstate's last closing price. The \$30.00 per share price is a 1.70x multiple of National Interstate's book value per share excluding unrealized gains on fixed maturities as of December 31, 2015, and a 25.9x multiple of National Interstate's 2015 diluted net income from operations per share. Based on the proposed price of \$30.00 per share and National Interstate minority shares outstanding as of December 31, 2015, the aggregate purchase price would be approximately \$293 million.

"Our proposal represents an attractive opportunity for National Interstate's shareholders to receive a significant premium to National Interstate's current and recent share prices," said Carl H. Lindner III and S. Craig Lindner, Co-Chief Executive Officers of AFG. "We would be making an additional investment in a business we know well, while at the same time simplifying the ownership structure."

GAIC owns approximately 51% of the outstanding National Interstate common shares, and current or former executive officers of GAIC or AFG currently comprise five of the 11 members of the board of directors of National Interstate.

AFG expects that the National Interstate board of directors will appoint a new special committee to consider the proposed transaction and make a recommendation to the National Interstate board of directors. AFG expects that the special committee will retain its own independent legal and financial advisors to assist in its review of the proposed transaction.

AFG will not move forward with the transaction unless it is approved by such special committee. None of the National Interstate directors who are current or former executive officers of GAIC or AFG will participate in the consideration of the AFG proposal by National Interstate, the special committee or the special committee's advisors. In addition, the transaction will be subject to a non-waivable condition requiring approval of a majority of the shares of National Interstate not owned by AFG or its affiliates. All shareholders of National Interstate will receive the same consideration for their shares in the proposed transaction.

The proposed transaction will not be subject to a financing condition.

AFG believes that National Interstate operations represent an important strategic component of AFG's overall operations. AFG has informed National Interstate that it is only interested in acquiring the remaining shares of National Interstate, and has no interest in selling any of the shares owned by GAIC in National Interstate nor would it expect, in its capacity as a shareholder, to vote in favor of any alternative sale, merger or similar transaction involving National Interstate.

Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal advisor to AFG and GAIC in the proposed transaction.

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. 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

* * *

Joint Filing Agreement

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13D (and any amendments thereto) with respect to the common shares beneficially owned by each of them, of National Interstate Corporation, an Ohio corporation. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13D and any amendments thereto.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 7th day of March 2016.

AMERICAN FINANCIAL GROUP, INC.

By: /s/ Vito C. Peraino
Name: Vito C. Peraino
Title: Senior Vice President and General Counsel

GREAT AMERICAN INSURANCE COMPANY

By: /s/ Eve Cutler Rosen
Name: Eve Cutler Rosen
Title: Senior Vice President, General Counsel and Secretary