

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

SCHEDULE TO  
Amendment No. 7  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

NATIONAL INTERSTATE CORPORATION  
Name of Subject Company (issuer)

GREAT AMERICAN INSURANCE COMPANY  
(offeror)  
a wholly owned subsidiary of  
AMERICAN FINANCIAL GROUP, INC.  
Names of Filing Persons (other person(s))

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

63654U100  
(CUSIP Number of Class of Securities)

Mark A. Weiss  
Assistant General Counsel  
American Financial Group, Inc.  
301 East Fourth Street, 27<sup>th</sup> Floor  
Cincinnati, Ohio 45202  
Telephone: (513) 579-2520

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:  
F. Mark Reuter  
Keating Muething & Klekamp PLL  
1 East Fourth Street, Suite 1400  
Cincinnati, Ohio 45202  
Telephone: (513) 579-6469

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$285,637,980.00	\$36,970.18

\* Estimated for purposes of calculating the amount of the filing fee only. The calculation assumes the purchase of all outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of National Interstate Corporation, an Ohio corporation, other than Shares owned by American Financial Group, Inc. ("AFG") and its subsidiaries, at a purchase price of \$30.00 per Share, net to the seller in cash. As of October 30, 2013, there were 19,721,266 Shares outstanding, of which 10,200,000 Shares are owned by subsidiaries of AFG. As a result, this calculation assumes the purchase of 9,521,266 Shares.

\*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction value by \$0.0001288.

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

Amount Previously Paid: \$36,970.18

Filing Party: American Financial Group, Inc.

Form or Registration No.: Schedule TO

Date filed: February 18, 2014

£ Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

R third party tender offer subject to Rule 14d-1.

£ issuer tender offer subject to Rule 13e-4.

R going-private transaction subject to Rule 13e-3.

£ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: £

If applicable check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

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## INTRODUCTION

This Amendment No. 7 amends and supplements the Tender Offer Statement filed on Schedule TO (this “Schedule TO”) which relates to the tender offer by Great American Insurance Company (“**Purchaser**”), an Ohio corporation and a wholly-owned subsidiary of American Financial Group, Inc., an Ohio corporation (“**AFG**”) to purchase all the outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of National Interstate Corporation, an Ohio corporation (“**National Interstate**”), other than Shares owned by Purchaser, at a purchase price of \$30.00 per Share, net to the seller in cash, without interest and less any applicable withholding of taxes, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated February 21, 2014 (as may be amended or supplemented from time to time, the “**Offer to Purchase**”), a copy of which is attached to this Schedule TO as Exhibit (a)(1)(vii), and the related Amended and Restated Letter of Transmittal (as may be amended or supplemented from time to time, the “**Letter of Transmittal**”), a copy of which is attached to this Schedule TO as Exhibit (a)(1)(viii) (which, as amended or supplemented from time to time, together constitute the “**Offer**”).

The information in the Offer to Purchase, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to all the items of this Schedule TO, including, without limitation, all of the information required by Schedule 13E-3 that is not included in or covered by the items in Schedule TO, and is supplemented by the information specifically provided herein. For reference, the Offer to Purchase is amended and restated as follows:

Effective March 3, 2014 Purchaser has waived the Minimum Tender Condition. The Minimum Tender Condition had required that, following the Offer, Purchaser must own Shares of National Interstate common stock that, when added to the Shares it currently owns, represents at least 90% of the outstanding Shares of National Interstate on a fully diluted basis. Under the amended Offer, Purchaser will purchase any and all Shares tendered by National Interstate shareholders into the offer. Accordingly, all references to the Minimum Tender Condition are deleted. Purchaser has also extended the expiration date and withdrawal rights to 12:00 midnight, Eastern time, on March 17, 2014. The Offer was previously scheduled to expire at 12:00 midnight, Eastern time, on March 6, 2014. Accordingly, all references to March 6, 2014 as the Expiration Date shall be replaced with March 17, 2014. Except for the extension of the Expiration Date and the waiver of the Minimum Tender Condition, all other terms and conditions of the Offer remain unchanged.

### **Item 1. Summary Term Sheet.**

Item 1 of the Schedule TO is hereby amended and supplemented as follows:

The following is hereby added immediately after the paragraph under “Summary Term Sheet — How do I tender my Shares?” in the Offer to Purchase:

#### **“If I tendered my shares before the minimum tender condition was waived, may I withdraw my shares now?”**

“Yes. Shares previously validly tendered and not withdrawn constitute valid tenders for purposes of the tender offer. Shareholders who have already tendered their shares (or who in the future tender their shares) using any Letter of Transmittal or Notice of Guaranteed Delivery will be deemed to have tendered (or be tendering) pursuant to the offer. If you wish to withdraw your shares now that the minimum tender condition has been waived, please follow the instructions under “The Offer—Section 4. Withdrawal Rights.”

### **Item 12. Exhibits.**

The press release announcing the waiver of the minimum tender condition and the extension of the expiration date is attached hereto as Exhibit (a)(5)(iii) and incorporated herein by reference, and as a result, Item 12 of the Schedule TO is hereby amended and supplemented as follows:

- (a)(1)(i) Offer to Purchase, dated February 5, 2014 (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(1)(ii) Letter of Transmittal (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(1)(iii) Notice of Guaranteed Delivery (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(1)(iv) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(1)(v) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(1)(vi) Summary Advertisement published in The New York Times on February 5, 2014 (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(1)(vii) Amended and Restated Offer to Purchase, dated February 21, 2014 (incorporated by reference to the Schedule TO/A, filed on February 21, 2014).
- (a)(1)(viii) Amended and Restated Letter of Transmittal (incorporated by reference to the Schedule TO/A, filed on February 21, 2014).
- (a)(1)(ix) Amended and Restated Notice of Guaranteed Delivery (incorporated by reference to the Schedule TO/A, filed on February 21, 2014).
- (a)(1)(x) Amended and Restated Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to the Schedule TO/A, filed on February 21, 2014).
- (a)(1)(xi) Amended and Restated Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to the Schedule TO/A, filed on February 21, 2014).
- (a)(1)(xii) Solicitation/Recommendation Statement on Schedule 14D-9, dated February 19, 2014 (incorporated by reference to the Schedule 14D-9 filed by National Interstate Corporation on February 19, 2014).
- (a)(1)(xiii) Fairness Opinion of Duff & Phelps, LLC, dated February 17, 2014 (incorporated by reference to Exhibit 99.(a)(12) to the Schedule 14D-9 filed by National Interstate Corporation on February 19, 2014).
- (a)(5)(i) Press Release, issued by AFG, dated February 5, 2014 (incorporated by reference to the Schedule TO, filed on February 5, 2014).
- (a)(5)(ii) Press Release, issued by AFG, dated February 18, 2014 (incorporated by reference to Amendment No. 1 to the Schedule TO, filed on February 18, 2014).
- (a)(5)(iii) Press Release, issued by AFG, dated March 3, 2014.
- (b) None.
- (d) None.
- (g) None.
- (h) None.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 3, 2014

AMERICAN FINANCIAL GROUP, INC.

By: /s/ Karl J. Grafe

\_\_\_\_\_  
Name: Karl J. Grafe

Title: Vice President

GREAT AMERICAN INSURANCE COMPANY

By: /s/ Stephen C. Beraha

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Name: Stephen C. Beraha

Title: Assistant Vice President, Assistant General Counsel  
and Assistant Secretary

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FOR IMMEDIATE RELEASE



Press Release

## American Financial Group, Inc. Waives Minimum Tender Condition for National Interstate Corporation

*Extends Tender Offer to March 17, 2014*

*Compelling Offer Provides Attractive Premium and Certainty of Completion  
for National Interstate's Shareholders*

Cincinnati, Ohio – March 3, 2014 – American Financial Group, Inc. (NYSE/NASDAQ: AFG) announced today that, in connection with the offer by its wholly-owned subsidiary Great American Insurance Company (GAIC) to purchase the outstanding shares of common stock of National Interstate Corporation (NASDAQ: NATL) not currently owned by GAIC for \$30.00 per share in cash without interest, that it has waived the “minimum tender” condition. The “minimum tender” condition had required that, following the tender offer, GAIC must own shares of National Interstate common stock that, when added to the shares it currently owns, represents at least 90% of the outstanding shares of National Interstate on a fully diluted basis. Under the amended Offer, GAIC will purchase any and all shares tendered by National Interstate shareholders into the offer.

GAIC has also extended the expiration date and withdrawal rights to 12:00 midnight, Eastern time, on March 17, 2014. The tender offer was previously scheduled to expire at 12:00 midnight, Eastern time, on March 6, 2014. Except for the extension of the expiration date and the waiver of the “minimum tender” condition, all other terms and conditions of the tender offer remain unchanged.

### Offer Delivers Significant Value to National Interstate's Shareholder

AFG believes the all-cash offer of \$30.00 per share represents compelling value for National Interstate at an attractive premium and encourages National Interstate shareholders to focus on the strong value proposition of the offer in order to make an informed decision, without distraction, to tender their shares. AFG's all-cash offer provides National Interstate's shareholders with a significant premium to the unaffected National Interstate stock price. The offer provides certainty in that it is not subject to any financing condition, with AFG using available cash on hand to purchase all of the shares of National Interstate common stock validly tendered in the offer.

In delivering a \$30.00 offer price, AFG considered the following factors (further details can be found in the Tender Offer Statement on Schedule TO and the Transaction Statement on Schedule 13E-3 (each as amended) and the Amended and Restated Offer to Purchase, all of which are on file with the SEC):

- The offer price represents a premium of over 35% over the closing Share price of National Interstate common stock on February 4, 2014, the last day prior to the public announcement of the initial Offer to Purchase, and a premium of almost 29% over the average closing share price of National Interstate common stock for the 30 trading days ending on that date.
- The offer provides a 70% premium over the book value per National Interstate share of \$17.63 at September 30, 2013.

- The \$30.00 offer price exceeds the target price at the date of the original offer for every equity research analyst providing a target price as part of their research coverage on National Interstate.

As a result of these factors, AFG believes its offer delivers a compelling premium to National Interstate's unaffiliated shareholders. AFG urges shareholders to consider its disclosures with respect to this offer which contain a full description of the transaction including more detail regarding its analysis of the value provided by this offer. The offer is not conditioned upon the receipt of any approvals or any recommendation by the National Interstate board of directors.

The Information Agent for the tender offer has advised AFG and GAIC that, as of close of business on February 28, 2014, approximately 713 shares of National Interstate Corporation common stock have been tendered into and not withdrawn from the tender offer.

Innisfree M&A Incorporated is the Information Agent for the tender offer.

### **Additional Information**

This press release is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell National Interstate common stock. AFG and GAIC will amend their Tender Offer Statement on Schedule TO and the Transaction Statement on Schedule 13E-3, filed with the Securities and Exchange Commission (the "SEC"), to reflect the waiver of the "minimum tender" condition and the extension of the offer. National Interstate stockholders and other interested parties are advised to read these filings and other documents relating to the tender offer that have been or will be filed with the SEC when they become available because they will contain important information regarding the tender offer. Anyone may obtain copies of these documents when available for free at the SEC's website at [www.sec.gov](http://www.sec.gov), or by calling Innisfree M&A Incorporated, the Information Agent for the tender offer, toll free at 1-888-750-5834.

### **About American Financial Group, Inc.**

AFG is an insurance holding company, based in Cincinnati, Ohio with assets in excess of \$40 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.

### **Forward Looking Statements**

This press release contains certain statements that may be deemed to be "forward-looking statements". All statements in this press release not dealing with historical results are forward-looking and are based on estimates, assumptions and projections. Examples of such forward-looking statements include statements relating to: the Company's expectations concerning market and other conditions and their effect on future premiums, revenues, earnings and investment activities; recoverability of asset values; expected losses and the adequacy of reserves for long-term care, asbestos, environmental pollution and mass tort claims; rate changes; and improved loss experience.

Actual results and/or financial condition could differ materially from those contained in or implied by such forward-looking statements for a variety of reasons including but not limited to: changes in financial, political and economic conditions, including changes in interest and inflation rates, currency fluctuations and extended economic recessions or expansions in the U.S. and/or abroad; performance of securities markets; AFG's ability to estimate accurately the likelihood, magnitude and timing of any losses in connection with investments in the non-agency residential mortgage market; new legislation or declines in credit quality or credit ratings that could have a material impact on the valuation of securities in AFG's investment portfolio; the availability of capital; regulatory actions (including changes in statutory accounting rules); changes in the legal environment affecting AFG or its customers; tax law and accounting changes; levels of natural catastrophes and severe weather, terrorist activities (including any nuclear, biological, chemical or radiological events), incidents of war or losses resulting from civil unrest and other major losses; development of insurance loss reserves and establishment of other reserves, particularly with respect to amounts associated with asbestos and environmental claims and AFG's run-off long-term care business; availability of reinsurance and ability of reinsurers to pay their obligations; the unpredictability of possible future litigation if certain settlements of current litigation do not become effective; trends in persistency, mortality and morbidity; competitive pressures, including those in the annuity distribution channels, the ability to obtain adequate rates and policy terms; changes in AFG's credit ratings or the financial strength ratings assigned by major ratings agencies to our operating subsidiaries; and other factors identified in our filings with the Securities and Exchange Commission.

The forward-looking statements herein are made only as of the date of this press release. The Company assumes no obligation to publicly update any forward-looking statements, except as required by law.

Contact:

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

Brunswick  
Stan Neve / Gemma Hart  
212-333-3810

Websites:

[www.AFGinc.com](http://www.AFGinc.com)  
[www.GreatAmericanInsuranceGroup.com](http://www.GreatAmericanInsuranceGroup.com)

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