

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 16, 2014

AMERICAN FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

1-13653

(Commission File Number)

31-1544320

(IRS Employer
Identification No.)

301 East Fourth Street, Cincinnati, OH

(Address of principal executive offices)

45202

(Zip Code)

Registrant's telephone number, including area code: **(513) 579-2121**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 8—Other Events

Item 8.01. Other Events.

On March 16, 2014, American Financial Group, Inc. (“AFG” or the “Registrant”) issued a press release announcing that its subsidiary Great American Insurance Company (“GAIC”) had terminated its tender offer to purchase all outstanding shares of National Interstate Corporation for \$30 per Common Share (the “Offer”) as a result of a hearing held by the United States District Court for the Northern District of Ohio on March 14, 2014 during which the court stated that it would grant a motion for preliminary injunction enjoining the consummation of the Offer.

A copy of the press release is furnished as Exhibit 99.1 and incorporated by reference in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated March 16, 2014

This Exhibit is furnished pursuant to Item 8.01 and should not be deemed to be “filed” under the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN FINANCIAL GROUP, INC.

Date: March 18, 2014

By: /s/ Karl J. Grafe

Karl J. Grafe

Vice President

FOR IMMEDIATE RELEASE



Press Release

American Financial Group, Inc. Terminates Tender Offer for National Interstate Shares

National Interstate continues to represent an important strategic component of AFG's overall operations

Cincinnati, Ohio – March 16, 2014 – American Financial Group, Inc. (NYSE/NASDAQ: AFG) announced today that on Friday, March 14, 2014 at a hearing held by the United States District Court for the Northern District of Ohio, the court stated that it would grant a motion for preliminary injunction enjoining the consummation of the tender offer of AFG's wholly-owned subsidiary Great American Insurance Company (GAIC) to acquire all of the outstanding shares of National Interstate Corporation common stock not currently owned by AFG and GAIC.

In light of the court's stated intention, AFG announced that GAIC has terminated the tender offer. The tender offer was previously scheduled to expire at 12:00 midnight, Eastern time, on March 17, 2014.

AFG believes that the \$30 per share all-cash tender offer would have provided National Interstate's shareholders with compelling value at a significant premium to the market price prior to the announcement of the offer.

AFG continues to be the majority shareholder of National Interstate and highly values National Interstate's business, management team and employees. National Interstate continues to represent an important strategic component of AFG's overall operations.

GAIC will instruct its depository, American Stock Transfer & Trust Company, LLC, to return promptly all shares tendered in the offer prior to termination.

About American Financial Group, Inc.

American Financial Group 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.

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.

Contacts:

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Websites:

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