

National Interstate CORP  
Form 8-K  
February 28, 2012

**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):**

**February 22, 2012**

**NATIONAL INTERSTATE CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission

(I.R.S. Employer

File Number)  
3250 Interstate Drive

Identification No.)

Richfield, Ohio 44286-9000

(Address of principal executive offices including Zip Code)

(330) 659-8900

(Registrant's telephone number, including area code)

(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:

- .. 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))

**ITEM 2.02 Results of Operations and Financial Condition.**

On February 22, 2012, National Interstate Corporation (the Company) issued a press release reporting its financial results for the quarterly and annual period ended December 31, 2011. A copy of the Company's press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 2.02 and Exhibit No. 99.1 of this Current Report on Form 8-K is being furnished to the Securities and Exchange Commission and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Furthermore, the information contained in Item 2.02 and Exhibit No. 99.1 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

**ITEM 8.01 Other Events.**

On February 24, 2012, the Board of Directors (the Board) of the Company approved a dividend of \$0.10 per common share, payable on March 23, 2012 to shareholders of record of the Company's common shares as of the close of business on March 9, 2012.

As stated in the Company's dividend policy in the 2010 Annual Report on Form 10-K, the declaration and payment of dividends remains subject to the discretion of the Board, and will depend on, among other things, the Company's financial condition, results of operations, capital and cash requirements, future prospects, regulatory and contractual restrictions on the payment of dividends by insurance company subsidiaries and other factors deemed relevant by the Board. The Board stated its intention to review the Company's dividend policy at least annually during its first quarter meeting.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release of National Interstate Corporation dated February 22, 2012 |
| 99.2               | Press Release of National Interstate Corporation dated February 27, 2012 |

**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 hereunto duly authorized.

**National Interstate Corporation**

By: /s/ JULIE A. MCGRAW  
Julie A. McGraw

Vice President and Chief Financial Officer

Date: February 28, 2012