

National Interstate CORP  
Form 8-K  
April 30, 2010

**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):**

**April 28, 2010**

**NATIONAL INTERSTATE CORPORATION  
(Exact Name of Registrant as Specified in Charter)**

**Ohio  
(State or Other Jurisdiction of  
Incorporation)**

**000-51130  
(Commission File Number)**

**34-1607394  
(I.R.S. Employer Identification  
No.)**

**3250 Interstate Drive  
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 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders of National Interstate Corporation (the Company) was held on April 28, 2010. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

*Election of Directors.* The shareholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until the 2012 Annual Meeting of Shareholders or until their successor is duly elected and qualified. The following is a breakdown of the voting results:

| <b>DIRECTOR</b>  | <b>VOTES</b>     |                 |                  |
|------------------|------------------|-----------------|------------------|
|                  | <b>VOTES FOR</b> | <b>WITHHELD</b> | <b>NON-VOTES</b> |
| Keith A. Jensen  | 15,174,943       | 3,549,022       | 422,675          |
| James C. Kennedy | 15,174,943       | 3,549,022       | 422,675          |
| Joel Schiavone   | 18,632,832       | 91,133          | 422,675          |
| Alan R. Spachman | 17,100,990       | 1,622,975       | 422,675          |

*Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm.* The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm. The following is a breakdown of the voting results:

| <b>VOTES FOR</b> | <b>VOTES AGAINST</b> | <b>ABSTENTIONS</b> | <b>NON-VOTES</b> |
|------------------|----------------------|--------------------|------------------|
| 19,053,916       | 86,783               | 5,941              | 0                |

**ITEM 8.01 Other Events.**

On April 28, 2010, the Board of Directors approved a dividend of \$0.08 per common share, payable on June 11, 2010 to shareholders of record of the Company's common shares as of close of business on May 28, 2010.

**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: April 30, 2010