

National Interstate CORP  
Form 8-K  
September 07, 2007

**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):**

**September 6, 2007**

**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))**
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**Item 8.01 Other Events**

On September 6, 2007, National Interstate Corporation (the Company ) and Alan R. Spachman (the Selling Shareholder ) entered into an underwriting agreement (the Agreement ) with KeyBanc Capital Markets Inc. (the Underwriter ). Pursuant to the Agreement, the Selling Shareholder agreed to sell, and the Underwriter agreed to purchase, 600,000 of the Company s common shares, par value \$0.01 per share (the Common Shares ). The price to the public is \$30.00 per share. The offering is expected to close on September 12, 2007, subject to the conditions stated in the Agreement.

The Common Shares offered by the Selling Shareholder will be sold pursuant to the Company s effective shelf registration statement on Form S-3 (No. 333-132657). The Agreement is included as Exhibit 1.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated September 6, 2007, among National Interstate Corporation, Alan R. Spachman and KeyBanc Capital Markets Inc.
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**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: September 7, 2007