
**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 29, 2011**

HARLEYSVILLE GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-14697
(Commission
File Number)

51-0241172
(IRS Employer
Identification No.)

355 Maple Avenue, Harleysville, Pennsylvania
(Address of Principal Executive Offices)

19438-2297
(Zip Code)

(215) 256-5000
Registrant's telephone number, including area code

Not Applicable
(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))
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ITEM 8.01. OTHER EVENTS

On September 29, 2011, Harleysville Group Inc. (the “Company”) issued a letter to its independent agents to provide information about the proposed acquisition of the Company by Nationwide Mutual Insurance Company (“Nationwide Mutual”) pursuant to the previously disclosed Agreement and Plan of Merger by and among Nationwide Mutual, Harleysville Mutual Insurance Company (“Harleysville Mutual”), Nationals Sub, Inc. and the Company dated as of September 28, 2011. A copy of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Cautionary Notice Regarding Forward Looking Statements

Certain statements in this Current Report on Form 8-K may be deemed to be forward-looking statements. These forward-looking statements are based on current expectations, estimates, forecasts and projections of future company or industry performance based on management’s judgment, beliefs, current trends and market conditions. Actual outcomes and results may differ materially from what is expressed, forecasted or implied in any forward-looking statement. Forward-looking statements made by Nationwide Mutual, Harleysville Mutual or Harleysville Group may be identified by the use of words such as “will,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “seeks,” “estimates,” and similar expressions. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements included in this document. For example, (1) Harleysville Group may be unable to obtain stockholder approval required for the transactions; (2) regulatory approvals required for the transactions may not be obtained, or required regulatory approvals may delay the transactions or result in the imposition of conditions that could have a material adverse effect on Nationwide Mutual, Harleysville Mutual or Harleysville Group or cause the parties to abandon the transactions; (3) conditions to the closing of the transactions may not be satisfied; (4) the business of Nationwide Mutual, Harleysville Mutual or Harleysville Group may suffer as a result of uncertainty surrounding the transactions; and (5) Nationwide Mutual, Harleysville Mutual or Harleysville Group may be adversely affected by other economic, business, and/or competitive factors. These and other factors that could cause Harleysville Group’s actual results to differ materially from those expressed or implied are discussed under “Risk Factors” in Harleysville Group’s most recent annual report on Form 10-K and other filings with the Securities and Exchange Commission. Nationwide Mutual, Harleysville Mutual and Harleysville Group undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements.

Additional Information and Where to Find It

In connection with the proposed transaction, a proxy statement of the Company and other materials will be filed with the Securities and Exchange Commission (the “SEC”). WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE PROPOSED TRANSACTION. Investors will be able to obtain free copies of the proxy statement (when available) as well as other filed documents containing information about the Company on the SEC’s website at <http://www.sec.gov>. Free copies of the Company’s SEC filings are also available from Harleysville Group Inc., 355 Maple Avenue, Harleysville, PA 19438-2297, Attention: Mark R. Cummins, Executive Vice President, Chief Investment Officer & Treasurer.

Participants in the Solicitation

The Company and its executive officers, directors, other members of management, employees and Harleysville Mutual may be deemed, under SEC rules, to be participants in the solicitation of proxies from the Company’s shareholders with respect to the proposed transaction. Information regarding the executive officers and directors of the Company is set forth in its definitive proxy statement for its 2011 annual meeting filed with the SEC on March 23, 2011. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with the proposed transaction.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter From Harleysville Group Inc. to its Independent Agents.

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.

HARLEYSVILLE GROUP INC.
Registrant

October 3, 2011

/s/ Robert A. Kauffman

Robert A. Kauffman
Senior Vice President,
Secretary, General Counsel &
Chief Compliance Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter From Harleysville Group Inc. to its Independent Agents.

To: Harleysville agents

From: MB, President and CEO

Re: Harleysville and Nationwide to merge, subject to regulatory approvals

I want to share with you some important and exciting news about our company.

The board of directors of Harleysville Mutual agreed to merge with Nationwide, pending approval by various regulatory bodies.

As a result of this agreement, Harleysville will be part of a mutual insurance company. We are particularly excited about this partnership because, as a mutual company, we can focus even more on serving the needs of our policyholders by delivering innovative products and services. At the same time, we can continue to invest in our employee force to ensure our company representatives are the best in the business and well-equipped to meet the needs of the customers we serve. We believe our strengthened ability to commit to long-term strategies in these and all aspects of our business is in the best interest of our employees, agents, policyholders and our company—today and for the years ahead.

Also, by merging with Nationwide, we are joining forces with one of the largest and strongest diversified insurance and financial services organizations in the United States. Once the transaction is closed, Harleysville will operate along with the independent agency arm of Nationwide, Allied Insurance (rated A+ by A.M. Best). Allied, since becoming a Nationwide company in 1998, has expanded from 23 states to 33 states, and has tripled its direct written premium from \$900 million to nearly \$3.4 billion—accounting for 23% of Nationwide’s overall P&C direct written premium. Allied partners with 4,400 independent agencies located mainly in the Midwest and West. When you combine that operation with Harleysville’s network of 1,300 independent agencies, primarily east of the Mississippi, and \$1.1 billion in P&C direct written premium, you create a \$4.5 billion independent agency company with a national footprint.

We are proud of our 96-year history and the longstanding success we and our independent agencies have enjoyed as a result of our partnership with one another. Today, we are optimistic about the promise this merger holds for our company and our agents. The combined organization will allow us to deliver to you the very best products and services available to grow your book of business with us more effectively and efficiently.

Refer to today’s [news release](#) for more information and look for additional communications in the days ahead. Also, over the next several weeks, we will hold special events for agency principals to share our excitement firsthand and to give you an opportunity to present your questions to members of our senior leadership team and local field office leaders. (Invitations will follow shortly.)

I look forward to my new role as President and Chief Operating Officer of Harleysville following the merger, and I hope you will join me in embracing this extraordinary opportunity to build upon the industry presence, financial strength and superior customer service that have earned us the reputation for being “Good people to know.”

Best regards,



Michael L. Browne
President and Chief Executive Officer
Harleysville Insurance

Note: If you receive any inquiries from the news media, please refer them to Randy Buckwalter in Harleysville's corporate communications department at 215.256.5288. If you have any immediate questions regarding this impending merger, please submit them to AskMichaelBrowne@Harleysvillegroup.com; or contact Brian Flemming, vice president of marketing and agency relations, at 215.513.8587.

This communication may be deemed to be solicitation material in respect of the proposed transactions. In connection with the proposed transactions, a proxy statement of Harleysville Group Inc. and other materials will be filed with the SEC. WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT HARLEYSVILLE GROUP INC. AND THE PROPOSED TRANSACTIONS. Investors will be able to obtain free copies of the proxy statement (when available) as well as other filed documents containing information about Harleysville Group Inc. on the SEC's website at <http://www.sec.gov>. Free copies of Harleysville Group Inc.'s SEC filings are also available from Harleysville Group Inc., 355 Maple Avenue, Harleysville, PA 19438-2297, Attention: Mark R. Cummins, Executive Vice President, Chief Investment Officer & Treasurer.
