

National General Holdings Corp.
Form SC 13D/A
August 18, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

National General Holdings Corp.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

636220 303

(CUSIP Number)

Michael Karfunkel

c/o National General Holdings Corp.

59 Maiden Lane, 38th Floor

New York, NY 10038

(212) 380-9500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 12, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 26 Pages)

CUSIP No. 636220 303

13D

Page 2 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Michael Karfunkel
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 PF
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 12,593,308
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

12,593,308

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,593,308

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.94%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 636220 303

13D

Page 3 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Leah Karfunkel
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 PF
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 32,961,262
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

32,961,262

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,961,262

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.26%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 636220 303

13D

Page 4 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 AmTrust International Insurance, Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 6,153,928
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

6,153,928

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,153,928

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.84%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 5 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 AmTrust Insurance Company of Kansas, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kansas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 52,514
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

52,514

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,514

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.05%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 6 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Associated Industries Insurance Company, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 309,976
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

309,976

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

309,976

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.29%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 7 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Comp Options Insurance Company, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 205,123
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

205,123

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

205,123

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.19%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 8 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CorePointe Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Michigan
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 225,368
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 225,368
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

225,368
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.21%
14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 9 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 First Nonprofit Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 218,323
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

218,323

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

218,323

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.21%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 10 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Developers Surety and Indemnity Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 210,902
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

210,902

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

210,902

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.20%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 11 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Indemnity Company of California
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 26,702
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

26,702

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,702

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.03%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 12 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Milwaukee Casualty Insurance Co.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 52,098
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

52,098

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,098

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.05%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 13 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Security National Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,098,674
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

1,098,674

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,098,674

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.04%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 14 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Sequoia Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 388,063
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

388,063

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

388,063

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.37%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 15 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Sequoia Indemnity Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 35,595
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 35,595
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,595
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.03%
14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 16 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Technology Insurance Company, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Hampshire
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,573,998
8 SHARED VOTING POWER

OWNED BY

EACH

0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

1,573,998

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,573,998

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.49%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 17 of 26 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Wesco Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,744,166
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

1,744,166

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,744,166

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.65%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 636220 303

13D

Page 18 of 26 Pages

Item 1. Security and Issuer

This statement relates to the common stock, par value \$0.01 per share (the **Common Stock**), of National General Holdings Corp., a Delaware corporation (the **Issuer**). The Issuer's principal executive offices are located at 59 Maiden Lane, 38th Floor, New York, New York 10038.

Item 2. Identity and Background

- (a) This statement is filed by Michael Karfunkel, Leah Karfunkel and the following entities, all of which are direct or indirect subsidiaries of AmTrust Financial Services, Inc. (**AFSI**): AmTrust International Insurance, Ltd. (**AII**), AmTrust Insurance Company of Kansas, Inc. (**AICK**), Associated Industries Insurance Company, Inc. (**AIIC**), Comp Options Insurance Company, Inc. (**COIC**), CorePointe Insurance Company (**CIC**), First Nonprofit Insurance Company (**FNIC**), Developers Surety and Indemnity Company (**DSI**), Indemnity Company of California (**ICC**), Milwaukee Casualty Insurance Co. (**MCIC**), Security National Insurance Company (**SNIC**), Sequoia Insurance Company (**SEQ**), Sequoia Indemnity Company (**SIC**), Technology Insurance Company, Inc. (**TIC**) and Wesco Insurance Company (**WIC**), collectively, the **Group**. AII is a wholly-owned subsidiary of AFSI. AIIC is a wholly-owned subsidiary of AmTrust North America of Florida, Inc. (**ANAF**). DSI is a wholly-owned subsidiary of Insko Insurance Services, Inc. (**INSCO**). ICC is a wholly-owned subsidiary of DSI. SIC is a wholly-owned subsidiary of SEQ. The remaining corporations in the Group are wholly-owned subsidiaries of AFSI. The name of each director and executive officer of the Group members that are corporate entities, ANAF and INSCO, and each director, executive officer and controlling person of AFSI are listed on Schedule I hereto.

- (b) The business address for Michael Karfunkel and Leah Karfunkel is c/o National General Holdings Corp., 59 Maiden Lane, 38th Floor, New York, NY 10038.

The places of organization and business addresses for the remainder of the Group members, AFSI, ANAF and INSCO are as follows:

AII (Bermuda): 7 Reid Street, Suite 400, Hamilton HM 11, Bermuda

AICK (Kansas): 12790 Merit Drive, Suite 200, Dallas, TX 75251

AIIC (Florida): 903 N.W. 65th Street, Suite 300, Boca Raton, FL 33487-2864

CIC (Michigan): Suite 30, 401 S. Old Woodward Avenue, Birmingham, MI 48009

COIC (Florida): 5011 Gate Parkway, Building 100, Suite 100, Jacksonville, FL 32256

FNIC (Delaware): 1 S. Wacker Drive, Suite 2380, Chicago, IL 60606

DSI (Iowa): 17771 Cowan, Suite 100, Irvine, CA 92623-9725

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ICC (California): 17771 Cowan, Suite 100, Irvine, CA 92623-9725

MCIC (Wisconsin): 400 S. Executive Drive, Suite 150, Brookfield, WI 53005

SNIC (Delaware): 12790 Merit Drive, Suite 200, Dallas, TX 75251

SEQ (California): 31 Upper Ragsdale, Monterey, CA 93940

SIC (Nevada): 31 Upper Ragsdale, Monterey, CA 93940

TIC (New Hampshire): 59 Maiden Lane, 43rd Floor, New York, NY 10038

WIC (Delaware): 59 Maiden Lane, 43rd Floor, New York, NY 10038

AFSI (Delaware): 59 Maiden Lane, 43rd Floor, New York, NY 10038

ANAF (Florida): 903 N.W. 65th Street, Suite 300, Boca Raton, FL 33487-2864

INSCO (California): 17771 Cowan, Suite 100, Irvine, CA 92623-9725

CUSIP No. 636220 303

13D

Page 19 of 26 Pages

The business addresses of each director and executive officer of the Group members that are corporate entities, and each director, executive officer and controlling person of AFSI, ANAF and INSCO are listed on Schedule I hereto.

- (c) Michael Karfunkel is chairman, president and chief executive officer of the Issuer. Leah Karfunkel is co-trustee of the Michael Karfunkel Family 2005 Trust (the Family Trust). AII is a corporation that reinsures the underwriting activities of AFSI's insurance subsidiaries. The remaining members of the Group are insurance companies. AFSI is an insurance holding company. ANAF is an insurance services company. INSCO is an underwriting manager. The principal occupation or employment of each director and executive officer of the Group members that are corporate entities and each director, executive officer and controlling person of AFSI, ANAF and INSCO are listed on Schedule I hereto.
- (d) None of the members of the Group, and to the knowledge of the Group, none of AFSI, ANAF, INSCO or any of the persons listed on Schedule I hereto, has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the members of the Group, and to the knowledge of the Group, none of AFSI, ANAF, INSCO or any of the persons listed on Schedule I hereto, has during the last five years been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.
- (f) Except for Michael Bott, Max Caviet, Julian Griffiths, Chris Souter and Jo Spittle, every natural person listed on Schedule I hereto is a citizen of the United States of America. Michael Bott, Max Caviet, Julian Griffiths, Chris Souter and Jo Spittle are citizens of Great Britain.

Item 3. Source and Amount of Funds or Other Consideration

The funds used by the Group to make the acquisitions of Common Stock reported in this Schedule 13D/A are solely those of each member of the Group. The source of these funds was the private funds or working capital of each member of the Group. No borrowed funds were used to purchase any of the securities described herein.

For diversification purposes, on August 12, 2015, AII transferred in exchange for investments of equivalent value 6,141,502 shares of the Issuer's Common Stock to certain Group members, all of which are subsidiaries of AFSI. There was no reduction in the aggregate holdings of the Issuer's Common Stock (12,295,430 shares) by the subsidiaries of AFSI as a result of this transaction.

Item 4. Purpose of Transaction.

The purpose of this filing is to (i) report the updated beneficial ownership percentage of the Group as a result of an issuance of 11,500,000 shares of the Issuer's Common Stock completed on August 18, 2015 and (ii) report that AII transferred in exchange for investments of equivalent value shares of the Issuer's Common Stock to certain affiliates for diversification purposes, and each of these affiliates was added as a member of the Group. Each member of the Group reserves the right to acquire or dispose of additional securities of the Issuer.

Each member of the Group intends to continuously evaluate its individual investments in the Issuer and may acquire or dispose of shares of Common Stock, other securities of the Issuer, or loans or other interests in the Issuer. Each member of the Group may hedge all or a portion of its individual investment in the Issuer and enter into derivative transactions relating to the Common Stock or other securities or loans of the Issuer. The Group may work with the Issuer and the Issuer's financial advisors or with third parties to develop plans and proposals for the Issuer. These plans or proposals may involve or relate to: (i) a merger, consolidation, joint venture or other business combination or extraordinary corporate transaction involving the Issuer or its subsidiaries; (ii) a sale of the Issuer or its subsidiaries; (iii) the disposition in one or more transactions, of the shares of Common Stock held by the Group, including by a spin-off or split-off; (iv) a sale or purchase of assets of the Issuer or its subsidiaries or other similar actions; or (v) one or more of the events set forth in Items 4(a) through (j) of Schedule 13D.

Except as described in the preceding paragraph, none of the members of the Group nor AFSI, ANAF or INSCO, nor to the Group's knowledge, any of the persons listed on Schedule I hereto currently has any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a) through (j) of Schedule 13D, although any member of the Group, AFSI, ANAF and INSCO and any of the persons listed on Schedule I hereto may, from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer.

- (a) As of the date hereof, Michael Karfunkel, Chairman and Chief Executive Officer of the Issuer, beneficially owns 12,593,308 shares of Common Stock, which represents 11.94% of the Issuer's 105,432,243 outstanding shares of Common Stock as of August 18, 2015. Leah Karfunkel, co-trustee of the Michael Karfunkel Family 2005 Trust (the Family Trust), beneficially owns 32,961,262 shares of Common Stock, which represents 31.26% of the Issuer's 105,432,243 outstanding shares of Common Stock as of August 18, 2015. Barry D. Zyskind is co-trustee of the Family Trust, but has no beneficial ownership over any shares of Common Stock held by the Family Trust.

As of the date hereof, the following shares of Common Stock are beneficially owned by each Group member, reflecting the noted percentage of the Issuer's 105,432,243 outstanding shares of Common Stock as of August 18, 2015:

AII: 6,153,928 shares of Common Stock, 5.84%

AICK: 52,514 shares of Common Stock, 0.05%

AIIC: 309,976 shares of Common Stock, 0.29%

CIC: 225,368 shares of Common Stock, 0.21%

COIC: 205,123 shares of Common Stock, 0.19%

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FNIC: 218,323 shares of Common Stock, 0.21%

DSI: 210,902 shares of Common Stock, 0.20%

ICC: 26,702 shares of Common Stock, 0.03%

MCIC: 52,098 shares of Common Stock, 0.05%

SNIC: 1,098,674 shares of Common Stock, 1.04%

SEQ: 388,063 shares of Common Stock, 0.37%

SIC: 35,595 shares of Common Stock, 0.03%

TIC: 1,573,998 shares of Common Stock, 1.49%

WIC: 1,744,166 shares of Common Stock, 1.65%

The beneficial ownership of certain of the directors and officers of the Group members that are corporate entities is included in Schedule I hereto. Except to the extent noted in this Item 5(a) and in Schedule I hereto, none of the members of the Group that are corporate entities, nor AFSI, ANAF or INSCO, nor to the Group's knowledge any of the other persons listed on Schedule I hereto beneficially holds any shares of Common Stock.

CUSIP No. 636220 303

13D

Page 21 of 26 Pages

- (b) Each member of the Group has sole voting and dispositive power with respect to the shares of the Issuer's Common Stock beneficially owned by such member.
- (c) None.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Group members are party to a registration rights agreement with the Issuer pursuant to which the Issuer has agreed to provide these members of the Group with certain rights to require the Issuer to register the members' shares of Common Stock.

Barry D. Zyskind executed a Limited Power of Attorney as authorized by the Family Trust, pursuant to which Mr. Zyskind appointed Leah Karfunkel as attorney-in-fact to exercise sole and exclusive voting, investment and dispositive power over the shares of Common Stock held in the Family Trust.

Pursuant to a lock-up agreement entered into by members of the Group in connection with the Issuer's public offering of Common Stock in August 2015, the members of the Group have agreed not to sell their shares of Common Stock until 90 days following August 12, 2015.

Item 7. Material to Be Filed as Exhibits.

Exhibit 99.1 Registration Rights Agreement, dated as of October 16, 2009, and as amended by joinder, by and among National General Holdings Corp., the Michael Karfunkel Family 2005 Trust, Michael Karfunkel, AmTrust International Insurance, Ltd., and AmTrust Insurance Company of Kansas, Inc., Associated Industries Insurance Company, Inc., Comp Options Insurance Company, Inc., CorePointe Insurance Company, First Nonprofit Insurance Company, Developers Surety and Indemnity Company, Indemnity Company of California, Milwaukee Casualty Insurance Co., Security National Insurance Company, Sequoia Insurance Company, Sequoia Indemnity Company, Technology Insurance Company, Inc. and Wesco Insurance Company, as assignee of AmTrust International Insurance, Ltd. (incorporated by reference to Exhibit 4.2 to National General Holdings Corp.'s Registration Statement on Form S-1 (No. 333-190454) filed on August 7, 2013).

Exhibit 99.2 Limited Power of Attorney, dated July 28, 2015, executed by Barry D. Zyskind (incorporated by reference to Exhibit A to the Schedule 13D/A, dated July 28, 2015, filed by Michael Karfunkel, Leah Karfunkel and AmTrust International Insurance, Ltd.).

Exhibit 99.3 Joint Filing Agreement, dated as of August 18, 2015, by and among Michael Karfunkel, Leah Karfunkel, AmTrust International Insurance, Ltd., AmTrust Insurance Company of Kansas, Inc., Associated Industries Insurance

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Company, Inc., Comp Options Insurance Company, Inc., CorePointe Insurance Company, First Nonprofit Insurance Company, Developers Surety and Indemnity Company, Indemnity Company of California, Milwaukee Casualty Insurance Co., Security National Insurance Company, Sequoia Insurance Company, Sequoia Indemnity Company, Technology Insurance Company, Inc. and Wesco Insurance Company.

Exhibit 99.4 Form of 2015 Lock-Up Agreement entered into by and between each member of the Group and Morgan Stanley & Co. LLC

CUSIP No. 636220 303

13D

Page 22 of 26 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 18, 2015

By: /s/ Michael Karfunkel
Name: Michael Karfunkel

By: /s/ Leah Karfunkel
Name: Leah Karfunkel

AMTRUST INTERNATIONAL
INSURANCE, LTD.

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

AMTRUST INSURANCE COMPANY OF
KANSAS, INC.

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

ASSOCIATED INDUSTRIES INSURANCE
COMPANY, INC.

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

COMP OPTIONS INSURANCE COMPANY,
INC.

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

COREPOINTE INSURANCE COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

FIRST NONPROFIT INSURANCE
COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

CUSIP No. 636220 303

13D

Page 23 of 26 Pages

DEVELOPERS SURETY AND INDEMNITY
COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

INDEMNITY COMPANY OF CALIFORNIA

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

MILWAUKEE CASUALTY INSURANCE
CO.

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

SECURITY NATIONAL INSURANCE
COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

SEQUOIA INSURANCE COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

SEQUOIA INDEMNITY COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

TECHNOLOGY INSURANCE COMPANY,
INC.

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

WESCO INSURANCE COMPANY

By: /s/ Stephen Ungar
Name: Stephen Ungar
Title: Secretary

CUSIP No. 636220 303

13D

Page 24 of 26 Pages

SCHEDULE I

Name / Common

Stock beneficial

ownership (if any)	Business Address	Principal Occupation
Michael Bott	7 Reid Street, Suite 400 Hamilton HM 11 Bermuda	Director, SVP and Assistant Secretary of AII
Stephen Brandt	12790 Merit Drive, Suite 200 Dallas, Texas 75251	VP of AICK, MCIC and SNIC
Max Caviet	2 Minster Court, Mincing Lane London EC3R 7BB United Kingdom	Director and President of AII
Harry Crowell	17771 Cowan, Suite 100 Irvine, California 92614	Director of ICC, DSI and INSCO
Richard Dacey	One South Wacker Drive, Suite 2380 Chicago, IL 60606	CFO and Treasurer of FNIC
Donald DeCarlo	1979 Marcus Avenue, Suite 210 Lake Success, NY 11042	Attorney Law Office of Donald DeCarlo
5,000 shares		Director of Issuer, AFSI, TIC, WIC, SNIC, AIIC, AICK, MCIC, FNIC, COIC, CIC and ANAF
Less than 0.01%		
Susan Fisch	59 Maiden Lane, 43 rd Floor New York, NY 10038	Director of AFSI
Melanie Garrison	12790 Merit Drive, Suite 200 Dallas, Texas 75251	VP of AICK, MCIC and SNIC
Julian Griffiths	7 Reid Street, Suite 400 Hamilton HM 11 Bermuda	Director and VP of AII
Abraham Gulkowitz	59 Maiden Lane, 43 rd Floor	Partner Brookville Advisory

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James Haan	New York, NY 10038 Carlton Building, 1 st Floor 5011 Gate Parkway Jacksonville, FL 32256	Director of AFSI Director and President of COIC
Kerry Heitz	903 NW 65 th Street Boca Raton, Florida 33487	EVP and Treasurer of AIIC and ANAF Treasurer of COIC and CIC
Stuart Hollander	59 Maiden Lane, 43 rd Floor New York, NY 10038	Director of DSI, FNIC, ICC, SNIC, SIC, SEQ, WIC and INSCO
George Karfunkel	126 East 56th Street, 15th Floor New York, NY 10022	Chairman of Sabr Group Director of AFSI
Leah Karfunkel	59 Maiden Lane, 38 th Floor	Private investor
<i>32,961,262 shares</i>	New York, NY 10038	
<i>31.26%</i>		
Michael Karfunkel	59 Maiden Lane, 38 th Floor	Chairman, President and CEO of Issuer
<i>12,593,308 shares</i>	New York, NY 10038	Chairman of AFSI
<i>11.94%</i>		
Adam Karkowsky	59 Maiden Lane, 43 rd Floor New York, NY 10038	EVP, Strategic Development and Mergers & Acquisitions of AFSI Director of DSI, FNIC, ICC and INSCO
Jeffrey Leo	10B British American Blvd., Airport Park Latham, NY 12110	President and Director of AICK, MCIC and SNIC President of TIC and WIC
<i>500 shares</i>		
<i>Less than 0.01%</i>		
Christopher Longo	800 Superior Ave. E., 21 st Floor Cleveland, OH 44114	EVP, Chief Information Officer of AFSI
<i>100 shares</i>		
<i>Less than 0.01%</i>		

CUSIP No. 636220 303

13D

Page 25 of 26 Pages

Jeffrey Mayer	59 Maiden Lane, 43 rd Floor New York, NY 10038	SVP, Chief Actuary of AFSI Chief Actuary of AICK, AIIC, COIC, CIC, DSI, FNIC, ICC, MCIC, SEQ, SIC, SNIC, TIC and WIC
Jay Miller	430 E. 57 th St. New York, NY 10022	Attorney Law Offices of Jay J. Miller, Esq. Director of AFSI, AICK, AIIC, COIC, CIC, MCIC, SNIC, TIC, WIC and ANAF
Susan M. Moore	17771 Cowan, Suite 100 Irvine, California 92614	SVP, Claims of DSI, ICC and INSCO
Barry Moses	800 Superior Ave. E., 21 st Floor Cleveland, OH 44114	VP, Assistant Secretary of AICK, AIIC, COIC, CIC, DSI, FNIC, ICC, MCIC, SEQ, SIC, SNIC, TIC, WIC and ANAF
Thomas O'Brien	401 S. Old Woodward Ave. Ste. 300 Birmingham, Michigan 48009	Assistant Secretary of CIC
Elissa Pacheco	903 NW 65 th Street Boca Raton, FL 33427	President and Chief Underwriting Officer of AIIC and ANAF EVP of COIC
Ronald Pipoly	800 Superior Ave. E., 21 st Floor Cleveland, OH 44114	VP of AII EVP, Chief Financial Officer of AFSI
David Saks	59 Maiden Lane, 43 rd Floor New York, NY 10038	EVP, Chief Legal Officer of AFSI Director of WIC
Joseph Santore	Carlton Building, 1st Floor 5011 Gate Parkway Jacksonville, FL 32256	CEO and President of COIC
Michael Saxon	800 Superior Ave. E., 21 st Floor Cleveland, OH 44114	EVP, Chief Operating Officer of AFSI Vice President of AICK, MCIC and SNIC
James Scardino	One South Wacker Drive, Suite 2380 Chicago, IL 60606	President of FNIC

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Harry Schlachter	59 Maiden Lane, 43 rd Floor	SVP, Treasurer of AFSI
<i>1,000 shares</i>	New York, NY 10038	VP and Assistant Secretary of AII
<i>Less than 0.01%</i>		Treasurer of AICK, MCIC
		Director of AIIC, COIC, CIC, ANAF
		Director and Treasurer of DSI, ICC, SIC, SNIC, SEQ and INSCO
		Director and VP of FNIC
		Treasurer and Assistant Secretary of TIC
		Director, Treasurer and Assistant Secretary of WIC
Chris Souter	7 Reid Street, Suite 400	Director and Assistant Secretary of AII
<i>2,200 shares</i>	Hamilton HM 11 Bermuda	
<i>Less than 0.01%</i>		
Jo Spittle	7 Reid Street, Suite 400	Assistant Secretary of AII
	Hamilton HM 11 Bermuda	
Stephen Ungar	59 Maiden Lane, 43 rd Floor	SVP, General Counsel and Secretary of AFSI
	New York, NY 10038	Secretary of AII and TIC
		Director and Secretary of AICK, AIIC, COIC, CIC
		DSI, FNIC, ICC, MCIC, SNIC, SEQ, SIC, WIC, ANAF and INSCO
William Walton	31 Upper Ragsdale	President and Chief Operating Officer of SEQ and SIC
	Monterey, CA 93940	
Anita Ward	903 NW 65 th Street	VP of AIIC and ANAF
	Boca Raton, Florida 33487	
Phillip Warth	One South Wacker Drive, Suite 2380	Director of FNIC
	Chicago, IL 60606	
Blaine Williamson	17771 Cowan Ave., Suite 100, Irvine, CA 92614	SVP, Field Operations of DSI, ICC and INSCO

CUSIP No. 636220 303

13D

Page 26 of 26 Pages

Daniel Young	17771 Cowan, Suite 100 Irvine, California 92614	SVP and Chief Underwriting Officer of DSI, ICC and INSCO
Sam Zaza	17771 Cowan, Suite 100 Irvine, California 92614	President of DSI, ICC and INSCO
Barry Zyskind	59 Maiden Lane, 43 rd Floor New York, NY 10038	Director of Issuer, AII, TIC, WIC, SNIC, AIIC, SEQ, SIC, AICK, MCIC, FNIC, COIC and ANAF Director, CEO and President of AFSI