

BROWN & BROWN INC  
Form S-8 POS  
November 12, 2014

As filed with the Securities and Exchange Commission on November 12, 2014

Registration No. 333-109324

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE**  
**AMENDMENT TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**BROWN & BROWN, INC.**

**(Exact name of registrant as specified in its charter)**

**FLORIDA**  
**(State or other jurisdiction of**

**59-0864469**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**220 SOUTH RIDGEWOOD AVENUE,**

**DAYTONA BEACH, FLORIDA**  
**(Address of Principal Executive Offices)**

**32114**  
**(Zip Code)**

**BROWN & BROWN, INC. PERFORMANCE STOCK PLAN**  
**(f/k/a BROWN & BROWN, INC. STOCK PERFORMANCE PLAN)**  
**(Full title of the plan)**

**ROBERT W. LLOYD, ESQ.**

**Executive Vice President and General Counsel**

**BROWN & BROWN, INC.**

**220 S. Ridgewood Avenue**

**Daytona Beach, Florida 32114**

**(Name and address of agent for service)**

**(386) 239-5752**

**(Telephone number, including area code, of agent for service)**

*Copies of all communications to:*

**CHESTER E. BACHELLER, ESQ.**

**HOLLAND & KNIGHT LLP**

**100 North Tampa Street, Suite 4100**

**Tampa, Florida 33602**

**(813) 227-8500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered (1)</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (1)</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee (1)</b>
Common Stock Par Value \$0.10 per share registered under the Brown & Brown, Inc. Performance Stock Plan, formerly known as the Brown & Brown, Inc. Stock Performance Plan	N/A	N/A	N/A	N/A

(1) This Amendment is filed to deregister 8,664,843 shares originally registered for issuance under the Brown & Brown, Inc. Performance Stock Plan, formerly known as the Brown & Brown, Inc. Stock Performance Plan, on the Registration Statement on Form S-8 (Registration No. 333-109324).



## **POST-EFFECTIVE AMENDMENT**

The purpose of this Post-Effective Amendment to Registration Statement on Form S-8 (Registration No. 333-109324) is to deregister 8,664,843 shares of Brown & Brown, Inc. common stock, par value \$0.10 per share (the Common Stock), registered for issuance pursuant to the Brown & Brown, Inc. Performance Stock Plan, formerly known as the Brown & Brown, Inc. Stock Performance Plan (the Plan). As of December 31, 2013: (a) 5,953,543 shares of Common Stock registered under the Registration Statement on Form S-8 had not been issued under the Plan and were thus not subject to currently outstanding options and (b) 2,711,300 shares of Common Stock registered under the Registration Statement on Form S-8 had expired, terminated, been canceled or been forfeited and were thus not subject to currently outstanding options. This sum of 8,664,843 shares of Common Stock not subject to currently outstanding options under the Plan are hereby deregistered.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

As there are no securities being registered herein, the sole purpose being to deregister, the disclosure requirements under the Securities Act of 1933, as amended, and the requirements for exhibits under Regulation S-K Item 601 are inapplicable to this filing.

### **ITEM 8. EXHIBITS.**

The Exhibits required to be filed as part of this Registration Statement are listed in the attached Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on November 12, 2014.

BROWN & BROWN, INC.

By: \*

J. Powell Brown  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on November 12, 2014.

Signature	Title
* J. Powell Brown	President and Chief Executive Officer (Principal Executive Officer), Director
/s/ R. Andrew Watts R. Andrew Watts	Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)
* J. Hyatt Brown	Chairman, Director

Signature	Title
* Samuel P. Bell, III	Director
* Hugh M. Brown	Director
* Bradley Currey, Jr.	Director
* Theodore J. Hoepner	Director
* James S. Hunt	Director
* Toni Jennings	Director
* Timothy R.M. Main	Director
* H. Palmer Proctor, Jr.	Director
* Wendell S. Reilly	Director
* Chilton D. Varner	Director

\*By: /S/ LAUREL L. GRAMMIG  
Laurel L. Grammig  
Attorney-In-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Powers of Attorney.