

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

**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
incorporation or organization)

59-0864469

(I.R.S. Employer
Identification No.)

**220 SOUTH RIDGEWOOD AVENUE
DAYTONA BEACH, FLORIDA**

(Address of Principal Executive Offices)

32114

(Zip Code)

BROWN & BROWN, INC. 2010 STOCK INCENTIVE PLAN

(Full title of the plan)

Robert W. Lloyd, Esq.

Executive Vice President, Secretary 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:

Tom McAlevey, Esq.

Holland & Knight LLP

200 South Orange Avenue, Suite 2600

Orlando, Florida 32801

(407) 425-8500

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
	(Do not check if a smaller reporting company)	Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock Par Value-\$0.10 per share	1,300,000 shares	\$42.42	\$55,146,000	\$6,391.42

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement includes an indeterminate number of additional shares of Common Stock which may be offered and issued to prevent dilution from stock splits, stock dividends or similar transactions as provided in the Brown & Brown, Inc. 2010 Stock Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, based on the average of the high and low prices reported for the registrant's common stock traded on The New York Stock Exchange on May 11, 2017.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a registration statement, also filed on Form S-8 and relating to the Brown & Brown, Inc. 2010 Stock Incentive Plan (the "Plan"), is effective. Accordingly, this Registration Statement hereby incorporates by reference the contents of the Registrant's earlier registration statements on Form S-8, Registration No. 333-200146, filed with the Securities and Exchange Commission (the "Commission") on November 12, 2014, and Registration No. 333-212110, filed with the Commission on June 17, 2016. After giving effect to this filing, an aggregate of 11,164,843 shares of the Registrant's common stock, par value \$0.10 per share, have been registered and are authorized for issuance pursuant to the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this Registration Statement, and information that we file in the future with the SEC will automatically update and supersede this information. The documents incorporated by reference are:

- our Annual Report on Form 10-K for the year ended December 31, 2016 (including information specifically incorporated by reference into our Form 10-K from our definitive proxy statement relating to our 2017 annual meeting of shareholders, filed on March 22, 2017);
- our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017;
- our Current Reports on Form 8-K filed with the SEC on February 27, 2017, March 2, 2017 and May 5, 2017;
- the description of our common stock set forth under the caption "Description of Capital Stock" in our Registration Statement on Form S-3ASR (Registration Statement No. 333-198503) filed with the SEC on September 2, 2014, including any amendment or report filed for the purpose of updating such description, which description is amended by the description contained in this prospectus; and
- all documents filed under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the termination of the offering of the securities described in this prospectus (other than any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless we specifically state in such Current Report that such information is to be considered "filed" under the Exchange Act, or we incorporate it by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended).

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Brown & Brown is a Florida corporation. Reference is made to Section 607.0850 of the Florida Business Corporation Act, which permits, and in some cases requires, indemnification of directors, officers, employees, and agents of Brown & Brown under certain circumstances and subject to certain limitations.

Under Article VII of Brown & Brown's Bylaws, Brown & Brown is required to indemnify its officers and directors, and officers and directors of certain other corporations serving as such at the request of Brown & Brown, against all costs and liabilities incurred by such persons by reason of their having been an officer or director of Brown & Brown or such other corporation, provided that such indemnification shall not apply with respect to any matter as to which such officer or director shall be finally adjudged to have been individually guilty of gross negligence or willful malfeasance in the performance of his or her duties as a director or officer, and provided further that the indemnification shall, with respect to any settlement of any suit, proceeding, or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, proceeding, or claim when, in the judgment of the board of directors, such settlement and reimbursement appeared to be in the best interests of Brown & Brown.

Under Section 9 of the Brown & Brown, Inc. 2010 Stock Incentive Plan, Brown & Brown is required to indemnify directors, members of the Compensation Committee of its board of directors, and any officer or employee of Brown & Brown to whom authority to act for the board of directors or its Compensation Committee is delegated for any action, suit or proceeding in connection with the Brown & Brown, Inc. 2010 Stock Incentive Plan or any award or right granted thereunder.

Brown & Brown has purchased insurance with respect to, among other things, liabilities that may arise under the statutory and Bylaw provisions referred to above and the Brown & Brown, Inc. 2010 Stock Incentive Plan.

The general effect of the foregoing provisions may be to reduce the circumstances in which an officer or director may be required to bear the economic burden of the foregoing liabilities and expense.

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

- 4.1 Brown & Brown 2010 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to Form 8-K filed on May 5, 2017)
- 5.1 Opinion of Holland & Knight LLP
- 23.1 Consent of Holland & Knight (included in Exhibit 5.1)
- 23.2 Consent of Deloitte & Touche LLP
- 24.1 Powers of Attorney

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions (see Item 6) or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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, in the city of Daytona Beach, state of Florida, on this 15th day of May, 2017.

BROWN & BROWN, INC.

By: /s/ Robert W. Lloyd
Robert W. Lloyd
Executive Vice President, Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 15, 2017.

<u>Signature</u>	<u>Title</u>
* _____	
J. Powell Brown	President and Chief Executive Officer (Principal Executive Officer), Director
<u>/s/ R. Andrew Watts</u> _____	
R. Andrew Watts	Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)
* _____	
J. Hyatt Brown	Chairman, Director
* _____	
Samuel P. Bell, III	Director
* _____	
Hugh M. Brown	Director
* _____	
Bradley Currey, Jr.	Director
* _____	
Theodore J. Hoepner	Director
* _____	
James S. Hunt	Director

Signature

Title

*

Toni Jennings

Director

*

Timothy R.M. Main

Director

*

H. Palmer Proctor, Jr.

Director

*

Wendell S. Reilly

Director

*

Chilton D. Varner

Director

*By: /s/ Robert W. Lloyd

Robert W. Lloyd

Attorney-In-Fact

EXHIBIT INDEX

Exhibit Number	Description
4.1	Brown & Brown, Inc. 2010 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to Form 8-K filed on May 5, 2017)
5.1	Opinion of Holland & Knight LLP
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23.2	Consent of Deloitte & Touche LLP
24.1	Powers of Attorney

May 15, 2017

Brown & Brown, Inc.
220 South Ridgewood Avenue
Daytona Beach, Florida 32114

Re: Brown & Brown, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We refer to the Registration Statement (the "Registration Statement") on Form S-8 filed today by Brown & Brown, Inc. (the "Company") with the Securities and Exchange Commission, for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), an additional 1,300,000 shares (the "Shares") of the authorized common stock, par value \$0.10 per share, of the Company being offered to certain employees of the Company pursuant to the Brown & Brown, Inc. 2010 Stock Incentive Plan, as amended (the "Plan").

In rendering the opinion set forth below, we have acted as counsel for the Company and have examined originals, or copies certified to our satisfaction, of: (i) the Registration Statement; (ii) the Articles of Incorporation of the Company, as amended to date and currently in effect; (iii) the Bylaws of the Company, as amended to date and currently in effect; (iv) the Plan; (v) certain resolutions of the Board of Directors of the Company in connection with the Registration Statement and the Plan; and (vi) certain resolutions adopted in connection with the Company's annual meeting of shareholders. We also examined originals, or copies certified to our satisfaction, of such corporate records of the Company, certificates of public officials and representatives of the Company, and other documents as we deemed necessary to deliver the opinion expressed below.

In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed; and (iv) that there has been no undisclosed waiver of any right, remedy or provision contained in any such documents.

Based upon the foregoing, and having regard for legal considerations that we deem relevant, it is our opinion that the Shares will be (i) when the Registration Statement becomes effective under the Act, and (ii) if issued and paid for in accordance with the terms of the Plan, duly authorized, validly issued, and fully paid and non-assessable.

We express no opinion herein as to matters involving the laws of any jurisdiction other than the State of Florida and the federal laws of the United States of America. This opinion

speaks only as of its date. We undertake no obligation to advise the addressees (or any other third party) of changes in law or fact that occur after the date hereof, even though the change may affect the legal analysis, a legal conclusion or an informational confirmation in the opinion.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

HOLLAND & KNIGHT LLP

/s/ Holland & Knight LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2017, relating to the consolidated financial statements of Brown & Brown, Inc. and subsidiaries (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2016.

DELOITTE & TOUCHE LLP

/s/ Deloitte & Touche LLP

Tampa, Florida

May 15, 2017

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ Samuel P. Bell, III
Samuel P. Bell, III

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ Hugh M. Brown
Hugh M. Brown

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ J. Powell Brown
J. Powell Brown

POWER OF ATTORNEY

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Dated: May 3, 2017

/s/ Bradley Currey, Jr.
Bradley Currey, Jr.

POWER OF ATTORNEY

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Dated: May 3, 2017

/s/ J. Hyatt Brown
J. Hyatt Brown

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ Theodore J. Hoepner
Theodore J. Hoepner

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ James S. Hunt
James S. Hunt

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as she might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ Toni Jennings
Toni Jennings

POWER OF ATTORNEY

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Dated: May 3, 2017

/s/ Timothy R.M. Main
Timothy R.M. Main

POWER OF ATTORNEY

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Dated: May 3, 2017

/s/ H. Palmer Proctor, Jr.
H. Palmer Proctor, Jr.

POWER OF ATTORNEY

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Dated: May 3, 2017

/s/ Wendell S. Reilly
Wendell S. Reilly

POWER OF ATTORNEY

The undersigned constitutes and appoints R. Andrew Watts and Robert W. Lloyd, or either of them, as her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign and file a registration statement on Form S-8 for purposes of registering equity securities of Brown & Brown, Inc., issuable under the Brown & Brown, Inc. 2010 Stock Incentive Plan, and any amendments thereto (including any post-effective amendments thereto), with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing as fully to all intents and purposes as she might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: May 3, 2017

/s/ Chilton D. Varner
Chilton D. Varner