

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): January 21, 2011

Brown & Brown, Inc.

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Incorporation)

001-13619
(Commission File Number)

59-0864469
(I.R.S. Employer Identification Number)

220 South Ridgewood Avenue, Daytona Beach, Florida 32114

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(386) 252-9601**

N/A

(Former name or former address, if changed since last report)

- 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 1.01 Entry into a Material Definitive Agreement.

On January 21, 2011, Brown & Brown, Inc. (the "Company") entered into a Confirmation of Acceptance (the "Confirmation") in connection with the Master Shelf and Note Purchase Agreement, dated as of December 22, 2006 (the "Agreement"), among the Company, Prudential Investment Management, Inc. ("Prudential") and each of the other persons named therein as parties thereto. The Agreement was attached as Exhibit 10.14 to the Company's Form 10-K for the year ended December 31, 2006 and a letter amendment, dated September 30, 2009, that extended the Agreement was attached as Exhibit 10.1 to the Company's Form 8-K filed on October 5, 2009.

As reflected in the Confirmation, the Company agreed, subject to the Agreement's terms and conditions, to issue to Prudential and certain of Prudential's affiliates an aggregate of \$100,000,000 principal amount of senior unsecured notes (the "Notes") due September 15, 2018 of the Company to be purchased by one or more accounts managed by Prudential or Prudential's affiliates. The closing and funding date for the Notes is identified as September 15, 2011. The interest rate on the Notes is identified as a fixed rate of 4.50%.

Affiliates of Prudential also purchased notes issued by the Company in 2004 and 2006.

This description of the Confirmation does not purport to be complete and is qualified in its entirety by the Confirmation attached as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit.

The following is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Confirmation of Acceptance dated January 21, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Brown & Brown, Inc.

January 27,
2011

By: /S/ CORY T. WALKER
Cory T. Walker
Sr. Vice President, Treasurer and Chief Financial
Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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10.1	Confirmation of Acceptance dated January 21, 2011.
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CONFIRMATION OF ACCEPTANCE

BROWN & BROWN, INC.

Reference is made to the Master Shelf and Note Purchase Agreement (the "**Note Purchase Agreement**"), dated as of December 22, 2006, among Brown & Brown, Inc., a Florida corporation (the "**Company**"), Prudential Investment Management, Inc. and each of the other Persons named therein as parties thereto. All terms used herein that are defined in the Note Purchase Agreement have the respective meanings specified in the Note Purchase Agreement.

Prudential or the Prudential Affiliate which is named below as a Purchaser of Shelf Notes hereby confirms the representations as to such Notes set forth in Section 5 of the Agreement, and agrees to be bound by the provisions of Section 2.2 of the Agreement.

Pursuant to Section 2.2(f) of the Note Purchase Agreement, an Acceptance with respect to the following Accepted Notes is hereby confirmed:

I. Accepted Note. Aggregate principal amount: \$100,000,000.00.

(A) (a) Name of Purchaser: **The Prudential Insurance Company of America**

(b) Principal amount: **\$82,655,000.00**

(c) Final maturity date: **September 15, 2018**

(d) Principal installment dates and amounts: **Principal is paid on September 15, 2018.**

(e) Interest rate: **4.50%**

(f) Interest payment period: **Interest is paid quarterly on March 15, June 15, September 15 and December 15, commencing September 15, 2011.**

(g) Registration Number;

(h) Modifications to applicable Make-Whole Amount or Optional Floating

Rate

Prepayment Amount, if any: **None**

(B) (a) Name of Purchaser: **The Prudential Insurance Company of America**

(b) Principal amount: **\$3,250,000.00**

(c) Final maturity date: **September 15, 2018**

(d) Principal installment dates and amounts: **Principal is paid on September 15, 2018.**

(e) Interest rate: **4.50%**

(f) Interest payment period: **Interest is paid quarterly on March 15, June 15, September 15 and December 15, commencing September 15, 2011.**

(g) Registration Number;

(h) Modifications to applicable Make-Whole Amount or Optional Floating

Rate Prepayment Amount, if any: **None**

Prepayment Amount, if any: **None**

(C) (a) Name of Purchaser: **Prudential Retirement Insurance and Annuity Company**

(b) Principal amount: **\$4,320,000.00**

(c) Final maturity date: **September 15, 2018**

(d) Principal installment dates and amounts: **Principal is paid on September 15, 2018.**

(e) Interest rate: **4.50%**

(f) Interest payment period: **Interest is paid quarterly on March 15, June 15, September 15 and December 15, commencing September 15, 2011.**

(g) Registration Number;

(h) Modifications to applicable Make-Whole Amount or Optional Floating

Rate

Prepayment Amount, if any: **None**

(D) (a) Name of Purchaser: **Prudential Retirement Guaranteed Cost Business Trust**

(b) Principal amount: **\$3,100,000.00**

(c) Final maturity date: **September 15, 2018**

(d) Principal installment dates and amounts: **Principal is paid on September 15, 2018.**

(e) Interest rate: **4.50%**

(f) Interest payment period: **Interest is paid quarterly on March 15, June 15, September 15 and December 15, commencing September 15, 2011.**

(g) Registration Number;

(h) Modifications to applicable Make-Whole Amount or Optional Floating

Rate

Prepayment Amount, if any: **None**

(E) (a) Name of Purchaser: **Pruco Life Insurance Company of New Jersey**

(b) Principal amount: **\$3,675,000.00**

(c) Final maturity date: **September 15, 2018**

(d) Principal installment dates and amounts: **Principal is paid on September 15, 2018.**

(e) Interest rate: **4.50%**

(f) Interest payment period: **Interest is paid quarterly on March 15, June 15, September 15 and December 15, commencing September 15, 2011.**

(g) Registration Number;

(h) Modifications to applicable Make-Whole Amount or Optional Floating

Rate

Prepayment Amount, if any: **None**

(F) (a) Name of Purchaser: **MTL Insurance Company**

(b) Principal amount: **\$3,000,000.00**

(c) Final maturity date: **September 15, 2018**

(d) Principal installment dates and amounts: **Principal is paid on September 15, 2018.**

(e) Interest rate: **4.50%**

(f) Interest payment period: **Interest is paid quarterly on March 15, June 15, September 15 and December 15, commencing September 15, 2011.**

(g) Registration Number;

(h) Modifications to applicable Make-Whole Amount or Optional Floating

Rate

Prepayment Amount, if any: **None**

II. Closing Day: September 15, 2011

Dated: January 21, 2011

BROWN & BROWN, INC.

/S/ CORY T. WALKER

By: _____

Name: Cory T. Walker

Title: SVP & CFO

PRUDENTIAL INVESTMENT MANAGEMENT, INC.

/S/ BILLY GREER

By: _____

Name: Billy Greer

Title: Vice President

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

/S/ BILLY GREER

By: _____

Name: Billy Greer

Title: Vice President

PRUDENTIAL RETIREMENT INSURANCE

AND ANNUITY COMPANY

By: Prudential Investment Management, Inc.,
as investment manager

/S/ BILLY GREER

By: _____
Vice President

**PRUDENTIAL RETIREMENT GUARANTEED
COST BUSINESS TRUST**

By: Prudential Investment Management, Inc.,
as investment manager

/S/ BILLY GREER

By: _____
Vice President

**PRUCO LIFE INSURANCE COMPANY OF
NEW JERSEY**

/S/ BILLY GREER

By: _____
Assistant Vice President

MTL insurance company

By: Prudential Private Placement Investors,
L.P. (as Investment Advisor)

By: Prudential Private Placement Investors, Inc.
(as its General Partner)

/S/ BILLY GREER

By: _____
Vice President