

**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 32115**  
(Address of Principal Executive Office) (Zip Code)

**BROWN & BROWN, INC.**  
**1990 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

\_\_\_\_\_  
**Laurel L. Grammig, Esq.**  
**Vice President, Secretary and General Counsel**  
**Brown & Brown, Inc.**  
**401 E. Jackson Street, Suite 1700**  
**Tampa, Florida 33602**  
(Name and address of agent for service)  
**(813) 222-4100**  
(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**  
**Phone: (813) 227-6431**  
**Fax: (813) 229-0134**

If any of the securities being registered on this Form are to be offered on delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.  X

**CALCULATION OF REGISTRATION FEE**

Title of Securities  to be registered	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering price per unit <sup>(3)</sup>	Proposed Maximum Offering price <sup>(3)</sup>	Amount of registration fee
Common Stock, par value \$0.10 per share reserved under 1990 Employee Stock Purchase Plan <sup>(1)</sup>	4,500,000	\$30.99	\$139,455,000	\$11,281.91

<sup>(1)</sup> Including common stock purchase rights under the Rights Plan, dated as of July 30, 1999.

<sup>(2)</sup> The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement and the number of shares registered on this Registration Statement shall increase or decrease as a result of stock splits, stock dividends or similar transactions.

<sup>(3)</sup> Estimated solely for the purpose of calculating the registration fee. The fee is calculated upon the basis of the average between the high and low sales prices for shares of common stock of the registrant as reported on the New York Stock Exchange on September 29, 2003.

## 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. 1990 Employee Stock Purchase Plan (the "Plan"), is effective. Accordingly, this Registration Statement hereby incorporates by reference the contents of the Registrant's earlier registration statement on Form S-8, Registration No. 33-41204, filed with the Securities and Exchange Commission on June 13, 1991 and the post-effective amendment to Form S-8 filed with the Commission on October 25, 1995. After giving effect to this filing, an aggregate of 6,000,000 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.

### INFORMATION REGARDING FINANCIAL STATEMENTS INCORPORATED BY REFERENCE INTO THIS REGISTRATION STATEMENT

The financial statements for the years ended December 31, 2000 and 2001 incorporated by reference in this Registration Statement have been audited by Arthur Andersen LLP, independent certified public accountants, as indicated in their report with respect thereto, and are incorporated herein in reliance upon the authority of said firm as experts in giving said report. Arthur Andersen LLP has not consented to the inclusion of their report in this Registration Statement, and the Registrant has dispensed with the requirement to file their consent in reliance on Rule 437a promulgated under the Securities Act of 1933, as amended (the "Securities Act"). Because Arthur Andersen LLP has not consented to the inclusion of their report in this Registration Statement, investors will not be able to recover against Arthur Andersen LLP under Section 11 of the Securities Act for any untrue statements of material fact contained in the financial statements audited by Arthur Andersen LLP or any omissions to state a material fact required to be stated therein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits

- 5.1 Opinion of Holland & Knight LLP re: legality of the Common Stock.
- 23.1 Consent of Holland & Knight LLP (included in Exhibit 5.1).
- 23.2 Registrant has not obtained the consent of Arthur Andersen LLP. See information above under the heading "Information Regarding Financial Statements Incorporated by Reference into this Registration Statement."
- 23.3 Consent of Deloitte & Touche LLP.
- 24.1 Powers of Attorney (included on signature page).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Brown & Brown, Inc., a corporation organized and existing under the laws of the State of Florida, 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 September 30, 2003.

BROWN & BROWN, INC.

By: /S/ J. HYATT BROWN

\_\_\_\_\_  
J. Hyatt Brown, Chief Executive Officer

## POWER OF ATTORNEY

We, the undersigned officers and directors of Brown & Brown, Inc., hereby severally constitute and appoint Laurel L. Grammig, Thomas M. Donegan, Jr. and Cory T. Walker, each acting alone as an attorney-in-fact with the full power of substitution, for her and him and in her and his name, place and stead in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or either of their substitute or substitutes, may do or cause to be done by virtue hereof.

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
By: _____ * J. Hyatt Brown	Chairman of the Board of Directors and Chief Executive Officer	September 30, 2003
By: _____ * Cory T. Walker	Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	September 30, 2003
By: _____ * Jim W. Henderson	President, Chief Operating Officer, Assistant Treasurer and Director	September 30, 2003
By: _____ * Samuel P. Bell, III	Director	September 30, 2003
By: _____ * Bradley Currey, Jr.	Director	September 30, 2003
By: _____ * David H. Hughes	Director	September 30, 2003
By: _____ * Theodore J. Hoepner	Director	September 30, 2003
By: _____ * John R. Riedman	Director	September 30, 2003
By: _____ * Jan E. Smith	Director	September 30, 2003
*By: _____ Laurel L. Grammig Attorney-in-Fact		

## INDEX OF EXHIBITS

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**EXHIBIT 5.1**

September 30, 2003

Brown & Brown, Inc.  
401 E. Jackson Street, Suite 1700  
Tampa, Florida 33602

Re: Registration Statement on Form S-8

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 aggregate of 4,500,000 shares (the "Shares") of the authorized common stock, par value \$.10 per share, of the Company being offered to certain employees of the Company pursuant to the Brown & Brown, Inc. 1990 Employee Stock Purchase Plan, as amended (the "Plan").

In rendering the opinion set forth herein, 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 (vi) the report of the inspector of election confirming approval by the shareholders of the Company of an amendment to the Plan to, among other things, increase the number of shares of common stock of the Company reserved for issuance under the Plan. 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.

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

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

Very truly yours,

/S/ HOLLAND & KNIGHT LLP

HOLLAND & KNIGHT LLP

**INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in this Registration Statement of Brown & Brown, Inc. and subsidiaries on Form S-8 of our report dated February 6, 2003 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No.'s 142 and 148), appearing in the Annual Report on Form 10-K of Brown & Brown, Inc. and subsidiaries for the year ended December 31, 2002.

/S/ DELOITTE & TOUCHE LLP

Jacksonville, Florida

September 30, 2003