

**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): March 28, 2018**

**BROWN & BROWN, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**001-13619**  
(Commission  
File Number)

**59-0864469**  
(IRS Employer  
Identification No.)

**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.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

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 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 26, 2018, Brown & Brown, Inc. (the “Company”) filed an amendment to its Articles of Incorporation, which amendment had the effect of increasing the number of authorized shares of the Company’s common stock, par value \$0.10 per share, from 280,000,000 shares to 560,000,000 shares. The amendment was effectuated by action of the Company’s Board of Directors on February 26, 2018, in connection with the Board’s declaration of a 2-for-1 stock split, and without the need for shareholder approval, all in accordance with and pursuant to Section 607.10025 of the Florida Business Corporation Act. The amendment became effective on March 28, 2018.

The Articles of Amendment to the Articles of Incorporation, as filed on March 26, 2018, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On March 28, 2018, the Company completed its 2-for-1 stock split to shareholders of record as of the close of business on March 14, 2018. On March 28, 2018, the Company issued a press release announcing the completion of the stock split, and its stock will begin trading at the split-adjusted price at the market open on March 29, 2018. After giving effect to the issuance of shares pursuant to the stock split, the Company has approximately 276,140,036 shares of common stock outstanding as of March 28, 2018. A copy of the press release announcing the stock split is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

- (i) Exhibits

The following exhibit is furnished herewith:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	<a href="#"><u>Articles of Amendment to the Articles of Incorporation.</u></a>
99.1	<a href="#"><u>Press Release.</u></a>

## SIGNATURES

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

BROWN & BROWN, INC.  
(Registrant)

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

Date: March 28, 2018

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
BROWN & BROWN, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.10025 of the Florida Business Corporation Act, Brown & Brown, Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Brown & Brown, Inc. (the "Corporation").

2. These Articles of Amendment have been adopted and approved in connection with a share division pursuant to Section 607.10025 of the Florida Business Corporation Act. The resolutions approving the division of shares were adopted and approved by the Board of Directors of the Corporation on February 26, 2018, without shareholder action. Shareholder action was not required on the authority of and pursuant to Section 607.10025(2) of the Florida Business Corporation Act.

3. The amendment to the Articles of Incorporation being effectuated hereby does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.

4. All shares of the Corporation's Common Stock outstanding on March 14, 2018 are subject to the division, each share to be divided into two shares. The par value of the shares shall remain unchanged.

5. The amendment to the Articles of Incorporation of the Corporation, as approved by the board of directors of the Corporation and as effected hereby, is that the text of Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**ARTICLE III**

The number of shares of capital stock authorized to be issued by this Corporation is 560,000,000 shares of Common Stock, par value \$.10 per share.

6. Except as provided for above, the Articles of Incorporation of the Corporation, as previously amended to the date of this amendment, shall remain unchanged.

7. The foregoing amendment shall be effective as of March 28, 2018.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Amendment as of this 26<sup>th</sup> day of March, 2018.

**BROWN & BROWN, INC.**

By: /S/ Robert W. Lloyd

**Robert W. Lloyd**, *Executive Vice President,  
Secretary and General Counsel*



## News Release

March 28, 2018

R. Andrew Watts  
Chief Financial Officer  
(386) 239-5770

### **BROWN & BROWN, INC. COMPLETES 2-FOR-1 STOCK SPLIT**

(Daytona Beach, Florida) . . . Brown & Brown, Inc. (NYSE: BRO) (the “Company”) today announced that its previously declared 2-for-1 stock split was paid on March 28, 2018 to shareholders of record as of the close of business on March 14, 2018 and that the Company’s common stock will begin trading at the split-adjusted price at the market open on March 29, 2018. As a result of the stock split, the number of outstanding shares of common stock will increase from approximately 138 million to approximately 276 million.

#### **About Brown & Brown**

Brown & Brown, Inc., through its subsidiaries, offers a broad range of insurance products and services. Additionally, certain Brown & Brown subsidiaries offer a variety of risk management, third-party administration, and other services. Serving business, public entity, individual, trade and professional association clients nationwide, the Company is ranked by *Business Insurance* magazine as the United States’ sixth largest independent insurance intermediary. The Company’s Web address is [www.bbinsurance.com](http://www.bbinsurance.com).

#### **Forward-looking statements**

This press release may contain certain statements relating to future events which are forward-looking statements, including those relating to the Company’s stock split. These statements are not historical facts, but instead represent only the Company’s current belief regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company’s control. This information is qualified in its entirety by cautionary statements and risk factor disclosure contained in the Company’s Securities and Exchange Commission filings, including the Company’s reports on Form 10-K and Form 10-Q filed with the Securities and Exchange Commission. All forward-looking statements made herein are made only as of the date of this release, and the Company does not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur or of which the Company hereafter becomes aware.

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