

BROWN & BROWN INC  
Form 10-K/A  
February 29, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
Amendment No. 1

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended December 31, 2015

Or

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from to  
Commission file number 001-13619

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 Number)

220 South Ridgewood Avenue,  
Daytona Beach, FL  
(Address of principal executive offices)

32114  
(Zip Code)

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

Registrant's Website: [www.bbinsurance.com](http://www.bbinsurance.com)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
COMMON STOCK, \$0.10 PAR VALUE

Name of each exchange on which registered  
NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act:  
None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

NOTE: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.):

Yes ☐ No ☒

The aggregate market value of the voting common stock held by non-affiliates of the registrant, computed by reference to the price at which the stock was last sold on June 30, 2015 (the last business day of the registrant's most recently completed second fiscal quarter) was \$3,818,857,004.

The number of shares of the Registrant's common stock, \$0.10 par value, outstanding as of February 22, 2016 was 138,616,818.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of Brown & Brown, Inc.'s Proxy Statement for the 2016 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

BROWN & BROWN, INC.  
ANNUAL REPORT ON FORM 10-K/A  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015  
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Explanatory Note

On February 25, 2016, Brown & Brown, Inc. (the “Company”) filed its annual report on Form 10-K for the fiscal year ended December 31, 2015 (the “2015 Form 10-K”). The sole purpose of this Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) is to file the Consent of Independent Registered Public Accounting Firm to replace an earlier version of the consent that was inadvertently filed as Exhibit 23 of the 2015 Form 10-K due to a clerical filing error. Except as described above, no changes have been made to the 2015 Form 10-K, and this Amendment No. 1 does not modify, amend or update in any way any of the financial or other information contained in the 2015 Form 10-K. This Amendment No. 1 does not reflect events that may have occurred subsequent to February 25, 2016. Accordingly, this Amendment No. 1 should be read in conjunction with the 2015 Form 10-K.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications of the Company’s Chief Executive Officer and Chief Financial Officer, which are filed as exhibits hereto.

PART IV

ITEM 15. Exhibits and Financial Statements Schedules.

3. Exhibits

The following exhibits are filed as a part of this Amendment No. 1:

- |      |                                                                                          |
|------|------------------------------------------------------------------------------------------|
| 23   | Consent of Deloitte & Touche LLP.                                                        |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer of the Registrant. |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer of the Registrant. |
| 32.1 | Section 1350 Certification by the Chief Executive Officer of the Registrant.             |
| 32.2 | Section 1350 Certification by the Chief Financial Officer of the Registrant.             |

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BROWN & BROWN, INC.

Registrant

Date: February 29, 2016

By: /s/ J. Powell Brown

J. Powell Brown

Chief Executive Officer