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

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**POST-EFFECTIVE  
AMENDMENT TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**BROWN & BROWN, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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**BROWN & BROWN, INC. PERFORMANCE STOCK PLAN**  
(f/k/a **BROWN & BROWN, INC. STOCK PERFORMANCE PLAN**)  
(Full title of the plan)

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**ROBERT W. LLOYD, ESQ.**  
Executive Vice President 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)

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*Copies of all communications to:*

**CHESTER E. BACHELLER, ESQ.  
HOLLAND & KNIGHT LLP  
100 North Tampa Street, Suite 4100  
Tampa, Florida 33602  
(813) 227-8500**

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  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered (1)</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (1)</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee (1)</b>
Common Stock Par Value—\$0.10 per share registered under the Brown & Brown, Inc. Performance Stock Plan, formerly known as the Brown & Brown, Inc. Stock Performance Plan	N/A	N/A	N/A	N/A

(1) This Amendment is filed to deregister 8,664,843 shares originally registered for issuance under the Brown & Brown, Inc. Performance Stock Plan, formerly known as the Brown & Brown, Inc. Stock Performance Plan, on the Registration Statement on Form S-8 (Registration No. 333-109324).

## POST-EFFECTIVE AMENDMENT

The purpose of this Post-Effective Amendment to Registration Statement on Form S-8 (Registration No. 333-109324) is to deregister 8,664,843 shares of Brown & Brown, Inc. common stock, par value \$0.10 per share (the "Common Stock"), registered for issuance pursuant to the Brown & Brown, Inc. Performance Stock Plan, formerly known as the Brown & Brown, Inc. Stock Performance Plan (the "Plan"). As of December 31, 2013: (a) 5,953,543 shares of Common Stock registered under the Registration Statement on Form S-8 had not been issued under the Plan and were thus not subject to currently outstanding options and (b) 2,711,300 shares of Common Stock registered under the Registration Statement on Form S-8 had expired, terminated, been canceled or been forfeited and were thus not subject to currently outstanding options. This sum of 8,664,843 shares of Common Stock not subject to currently outstanding options under the Plan are hereby deregistered.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

As there are no securities being registered herein, the sole purpose being to deregister, the disclosure requirements under the Securities Act of 1933, as amended, and the requirements for exhibits under Regulation S-K Item 601 are inapplicable to this filing.

#### ITEM 8. EXHIBITS.

The Exhibits required to be filed as part of this Registration Statement are listed in the attached Exhibit Index.

**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, on November 12, 2014.

BROWN & BROWN, INC.

By: \_\_\_\_\_  
\*  
J. Powell Brown  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on November 12, 2014.

Signature

Title

\_\_\_\_\_  
\*  
J. Powell Brown

President and Chief Executive Officer (Principal Executive Officer), Director

\_\_\_\_\_  
/s/ R. Andrew Watts  
R. Andrew Watts

Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)

\_\_\_\_\_  
\*  
J. Hyatt Brown

Chairman, Director

Signature

Title

\*

\_\_\_\_\_  
Samuel P. Bell, III

Director

\*

\_\_\_\_\_  
Hugh M. Brown

Director

\*

\_\_\_\_\_  
Bradley Currey, Jr.

Director

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\_\_\_\_\_  
Theodore J. Hoepner

Director

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James S. Hunt

Director

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\_\_\_\_\_  
Toni Jennings

Director

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\_\_\_\_\_  
Timothy R.M. Main

Director

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H. Palmer Proctor, Jr.

Director

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Wendell S. Reilly

Director

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\_\_\_\_\_  
Chilton D. Varner

Director

\*By: /S/ LAUREL L. GRAMMIG

Laurel L. Grammig  
Attorney-In-Fact

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
24.1	Powers of Attorney.

**POWER OF ATTORNEY**

The undersigned constitutes and appoints R. Andrew Watts, Robert W. Lloyd and Laurel L. Grammig, or any 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., 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: October 21, 2014

/s/ Samuel P. Bell, III

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Samuel P. Bell, III

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Dated: October 21, 2014

/s/ Hugh M. Brown  
Hugh M. Brown



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Dated: October 21, 2014

/s/ J. Powell Brown

J. Powell Brown

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Dated: October 21, 2014

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

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Dated: October 21, 2014

/s/ J. Hyatt Brown

J. Hyatt Brown

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Dated: October 21, 2014

/s/ Theodore J. Hoepner

Theodore J. Hoepner

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Dated: October 21, 2014

/s/ James S. Hunt

James S. Hunt

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Dated: October 21, 2014

/s/ Toni Jennings  
Toni Jennings

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Dated: October 21, 2014

/s/ Timothy R.M. Main

Timothy R.M. Main

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Dated: October 21, 2014

/s/ H. Palmer Proctor, Jr.

H. Palmer Proctor, Jr.



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Dated: October 21, 2014

/s/ Wendell S. Reilly  
Wendell S. Reilly

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Dated: October 21, 2014

/s/ Chilton D. Varner

Chilton D. Varner