

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): October 22, 2012

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**Brown & Brown, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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Florida  
(State of 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)

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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 22, 2012, the Board of Directors (the "Board") of Brown & Brown, Inc. (the "Company") elected H. Palmer Proctor, Jr. to serve as a director of the Company, effective immediately, until the Company's 2013 annual shareholders' meeting, at which time it is expected that he will be a director nominee. There are no arrangements or understandings between Mr. Proctor and any other person pursuant to which Mr. Proctor was elected as a director. There are no transactions in which Mr. Proctor has an interest requiring disclosure under Item 404(a) of Securities and Exchange Commission Regulation S-K.

As with all of the Company's non-employee directors, Mr. Proctor will receive the following compensation: (i) \$17,500 for each regular quarterly Board meeting attended in person (\$1,500 for each Board meeting attended by telephone, rather than in person); (ii) \$2,000 for attendance at the annual Board "retreat;" and (iii) an annual grant of \$32,000 worth of shares of the Company's common stock. Directors also are reimbursed for reasonable out-of-pocket expenses incurred in connection with Board meetings.

**Item 7.01 Regulation FD Disclosure.**

On October 22, 2012, the Company issued a press release announcing the election of Mr. Proctor to the Board, as well as certain other information. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished herewith pursuant to Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits.

The following is furnished herewith:

**Exhibit No. Description**

99.1 Press Release dated October 22, 2012.

BROWN & BROWN, INC.

By: /S/ LAUREL L. GRAMMIG  
Laurel L. Grammig  
Vice President

Date: October 26, 2012

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Press Release dated October 22, 2012.
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EXHIBIT 99.1

## News Release

Cory T. Walker  
Chief Financial Officer  
(386) 239-7250

### **BROWN & BROWN, INC. NAMES H. PALMER PROCTOR, JR. TO ITS BOARD OF DIRECTORS**

(Daytona Beach and Tampa, Florida) . . . Brown & Brown, Inc. (NYSE:BRO) today announced the addition of H. Palmer Proctor, Jr., President and Director of Fidelity Bank and its holding company, Fidelity Southern Corporation (NYSE:LION), both based in Atlanta, Georgia, to Brown & Brown, Inc.'s Board of Directors.

J. Hyatt Brown, Chairman of the Board, said, "We are pleased to welcome Palmer to our Board of Directors. His proven leadership ability, dedication and drive made him an excellent candidate."

Chilton D. Varner, who chairs the Nominating/Corporate Governance Committee of the Company's Board of Directors, observed, "Palmer brings valuable work experience to the Board and will offer an important perspective based on his experience in the banking field."

J. Powell Brown, the Company's Chief Executive Officer and a member of the Board, commented, "Palmer brings a wealth of talent and professional experience to our Board. His familiarity with finance and his banking expertise assure that he will be an active and valued Board member. We will benefit from his judgment and knowledge as our Company continues toward our next intermediate goal of \$2 billion in revenue."

Mr. Proctor's banking career has included management of retail and consumer banking, trust and investments, bank operations, and commercial banking activities. He currently serves on the Executive Committee for Fidelity Bank and the holding company, chairs the Loan and Discount Committee, and serves on the Bank's 401-K, Personnel, Management, and Asset/Liability committees.

A native of Tallahassee, Florida, Mr. Proctor holds degrees from Auburn University and The Stonier Graduate School of Banking, Georgetown University. He has been involved in many civic activities throughout his banking career, including activities promoting the arts, education, and children's wellness. He currently serves as a member of the Board of Directors and past President of Callanwolde Fine Arts Center, and a Trustee of Fernbank Museum of Natural History. In addition, Mr. Proctor is a founder of the Night of Hope Gala,

an annual event supporting research for MDA/ALS (Lou Gehrig's disease). He is currently a member of the Advisory Board of Allied Financial. He is also a member of the Rotary Club of Atlanta and the Buckhead Lions Club. Mr. Proctor previously served as a Director of the Georgia Bankers Association, Trustee of the Professional Association for Georgia Educators (PAGE), and a member of the Board of Directors and Chairman of the Finance Committee for the Frazier Center (Rehabilitation and Education for Disabled Adults and Children).

Brown & Brown, Inc., through its subsidiaries, offers a broad range of insurance and reinsurance products and services, as well as risk management, third-party administration, managed health care, and Medicare set-aside services and programs. Providing service to 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).

This press release may contain certain statements relating to future results which are forward-looking statements. 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. It is possible that the Company's actual results, financial condition and achievements may differ, possibly materially, from the anticipated results, financial condition and achievements contemplated by these forward-looking statements. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results and condition, as well as its other achievements, are contained in the Company's filings 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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