

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): October 14, 2013

BROWN & BROWN, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

0-7201
(Commission File Number)

59-0864469
(IRS Employer
Identification No.)

220 South Ridgewood Avenue, 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 2.02 Results of Operations and Financial Condition.

On October 14, 2013, Brown & Brown, Inc. issued a press release announcing its results of operations for the third quarter ended September 30, 2013. 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 2.02 of this Current Report shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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/ CORY T. WALKER
Cory T. Walker, Chief Financial Officer

Date: October 15, 2013



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October 14, 2013

News Release

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

BROWN & BROWN, INC. ANNOUNCES A 14.7% INCREASE IN EARNINGS PER SHARE

(Daytona Beach and Tampa, Florida) . . . Brown & Brown, Inc. (NYSE:BRO) today announced its preliminary, unaudited financial results for the third quarter of 2013.

Net income for the third quarter of 2013 was \$57,749,000, or \$0.39 per share, compared with \$49,504,000, or \$0.34 per share for the same quarter of 2012, an increase of 14.7%. Total revenue for the third quarter was \$359,310,000, compared with 2012 third-quarter revenue of \$303,800,000, an increase of 18.3%.

Total revenue for the nine months ended September 30, 2013 was \$1,020,114,000, compared with total revenue for the same period of 2012 of \$897,202,000, an increase of 13.7%. Net income for the nine-month period ended September 30, 2013 was \$169,887,000, or \$1.16 per share, compared with \$141,408,000, or \$0.97 per share for the same period of 2012, an increase of 19.6%.

J. Powell Brown, President and Chief Executive Officer of the Company, noted, "The third quarter wrapped up with \$0.39 earnings per share, however one-time, non-recurring acquisition-related expenses accounted for \$0.01 per share. Additionally, all four of our business divisions enjoyed strong quarterly organic revenue growth rates, most notably our Wholesale Brokerage Division with a growth rate of 15.8%."

Brown & Brown, Inc., through its subsidiaries, offers a broad range of insurance and reinsurance 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' seventh largest independent insurance intermediary. The Company's Web address is www.bbinsurance.com.

This press release may contain certain statements relating to future results which are forward-looking statements, including those relating to the Company's anticipated financial results for the third quarter of 2013. 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. These risks and uncertainties include, but are not limited to, the Company's determination as it finalizes its financial results for the third quarter of 2013 that its financial results differ from the current preliminary unaudited numbers set forth herein, other factors that the Company may not have currently identified or quantified, and other risks, relevant factors and uncertainties identified in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, and the Company's other subsequent 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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Brown & Brown, Inc.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
REVENUES				
Commissions and fees	\$ 358,196	\$ 302,310	\$ 1,016,139	\$ 888,785
Investment income	85	239	510	561
Other income, net	1,029	1,251	3,465	7,856
Total revenues	<u>359,310</u>	<u>303,800</u>	<u>1,020,114</u>	<u>897,202</u>
EXPENSES				
Employee compensation and benefits	180,528	149,691	503,540	450,039
Non-cash stock-based compensation	7,431	3,908	14,904	11,393
Other operating expenses	50,102	43,774	143,838	129,394
Amortization	17,858	15,956	50,140	47,450
Depreciation	4,466	3,958	12,896	11,383
Interest	4,135	4,006	12,116	12,093
Change in estimated acquisition earn-out payables	(665)	858	1,513	(134)
Total expenses	<u>263,855</u>	<u>222,151</u>	<u>738,947</u>	<u>661,618</u>
Income before income taxes	95,455	81,649	281,167	235,584
Income taxes	<u>37,706</u>	<u>32,145</u>	<u>111,280</u>	<u>94,176</u>
Net income	<u>\$ 57,749</u>	<u>\$ 49,504</u>	<u>\$ 169,887</u>	<u>\$ 141,408</u>
Net income per share:				
Basic	<u>\$ 0.40</u>	<u>\$ 0.34</u>	<u>\$ 1.18</u>	<u>\$ 0.99</u>
Diluted	<u>\$ 0.39</u>	<u>\$ 0.34</u>	<u>\$ 1.16</u>	<u>\$ 0.97</u>
Weighted average number of shares outstanding:				
Basic	<u>141,139</u>	<u>139,465</u>	<u>140,925</u>	<u>139,185</u>
Diluted	<u>142,789</u>	<u>142,097</u>	<u>142,476</u>	<u>141,769</u>
Dividends declared per share	<u>\$ 0.0900</u>	<u>\$ 0.0850</u>	<u>\$ 0.2700</u>	<u>\$ 0.2550</u>

Brown & Brown, Inc.
INTERNAL GROWTH SCHEDULE
Core Organic Commissions and Fees⁽¹⁾
Three Months Ended September 30, 2013
(in thousands)
(unaudited)

	Quarter Ended 09/30/13	Quarter Ended 09/30/12	Total Net Change	Total Net Growth %	Less Acquisition Revenues	Internal Net Growth \$	Internal Net Growth %
Retail ⁽²⁾	\$ 187,043	\$ 152,109	\$ 34,934	23.0%	\$ 31,078	\$ 3,856	2.5%
National Programs	73,678	62,406	11,272	18.1%	2,522	8,750	14.0%
Wholesale Brokerage	51,234	43,200	8,034	18.6%	1,193	6,841	15.8%
Services	<u>29,884</u>	<u>28,566</u>	<u>1,318</u>	<u>4.6%</u>	<u>—</u>	<u>1,318</u>	<u>4.6%</u>
Total Core Commissions and Fees⁽¹⁾	<u>\$ 341,839</u>	<u>\$ 286,281</u>	<u>\$ 55,558</u>	<u>19.4%</u>	<u>\$ 34,793</u>	<u>\$ 20,765</u>	<u>7.3%</u>

**Reconciliation of Internal Growth Schedule
to Total Commissions and Fees**
Included in the Consolidated Statements of Income
For the Three Months Ended September 30, 2013 and 2012
(in thousands)
(unaudited)

	Quarter Ended 09/30/13	Quarter Ended 09/30/12
Total core commissions and fees ⁽¹⁾	\$ 341,839	\$ 286,281
Profit-sharing contingent commissions	13,951	12,077
Guaranteed supplemental commissions	2,406	2,359
Divested business	—	1,593
	<u> </u>	<u> </u>
Total commissions & fees	<u>\$ 358,196</u>	<u>\$ 302,310</u>

(1) Total core commissions and fees are our total commissions and fees less (i) profit-sharing contingent commissions (revenues derived from special revenue-sharing commissions from insurance companies based upon the volume and the growth and/or profitability of the business placed with such companies during the prior year), (ii) guaranteed supplemental commissions (GSC) (revenues derived from special revenue-sharing commissions from insurance companies based solely upon the volume of the business placed with such companies during the current year), and (iii) divested business (commissions and fees generated from offices, books of business or niches sold by the Company or terminated).

(2) The Retail segment includes commissions and fees reported in the "Other" column of the Segment Information, which includes corporate and consolidation items.

Brown & Brown, Inc.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(unaudited)

	September 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 170,965	\$ 219,821
Restricted cash and investments	247,315	164,564
Short-term investments	11,693	8,183
Premiums, commissions and fees receivable	314,634	302,725
Deferred income taxes	21,268	24,408
Other current assets	26,802	39,811
Total current assets	<u>792,677</u>	<u>759,512</u>
Fixed assets, net	74,482	74,337
Goodwill	1,990,940	1,711,514
Amortizable intangible assets, net	625,298	566,538
Other assets	20,320	16,157
Total assets	<u>\$ 3,503,717</u>	<u>\$ 3,128,058</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Premiums payable to insurance companies	\$ 466,773	\$ 406,704
Premium deposits and credits due customers	57,331	32,867
Accounts payable	42,460	48,524
Accrued expenses and other liabilities	144,154	79,593
Current portion of long-term debt	100,000	93
Total current liabilities	<u>810,718</u>	<u>567,781</u>
Long-term debt	380,000	450,000
Deferred income taxes, net	284,257	237,630
Other liabilities	63,958	65,314
Shareholders' equity:		
Common stock, par value \$0.10 per share; authorized 280,000 shares; issued and outstanding 145,441 at 2013 and 143,878 at 2012	14,544	14,388
Additional paid-in capital	362,293	335,872
Retained earnings	1,587,947	1,457,073
Total shareholders' equity	<u>1,964,784</u>	<u>1,807,333</u>

Total liabilities and shareholders' equity

\$ 3,503,717

\$ 3,128,058