
**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): December 3, 2014

Brown & Brown, Inc.

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or
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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 3, 2014, Linda S. Downs, Chief Operating Officer (“COO”) of Brown & Brown, Inc. (the “Company”), advised the Company of her desire to step down from the position of COO of the Company effective December 31, 2014, and the Company and Ms. Downs agreed that Ms. Downs will cease service as COO of the Company effective that date. Ms. Downs will continue to serve thereafter as an Executive Vice President of the Company and as a member of the Company’s Executive Leadership Team. The Company has no current plans to appoint a replacement COO.

SIGNATURES

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

Brown & Brown, Inc.

December 4, 2014

By: /s/ Laurel L. Grammig
Laurel L. Grammig
Senior Vice President