

BROWN & BROWN INC  
Form 8-K  
March 02, 2012

**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): February 28, 2012**

\_\_\_\_\_  
**Brown & Brown, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**  
\_\_\_\_\_

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|--|--|--|
| <b>Florida</b><br>(State or Incorporation) | <b>001-13619</b><br>(Commission File Number) | <b>59-0864469</b><br>(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 28, 2012, the Board of Directors of Brown & Brown, Inc. (the "Company") amended the Company's Bylaws effective as of such date to change the voting standard for the election of directors in uncontested elections from a plurality to a majority voting standard. This summary does not purport to be complete and is subject to and qualified in its entirety by reference to the text of the Bylaws, included as Exhibit 3.2 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.2                | Bylaws of Brown & Brown, Inc., as amended on February 28, 2012 |

**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.

/S/ CORY T.

WALKER

March 2, 2012

By: \_\_\_\_\_

Cory T.

Walker

Sr. Vice President, Treasurer and  
Chief Financial Officer

EXHIBIT INDEX

**Exhibit No. Description**

3.2 Bylaws of Brown & Brown, Inc., as amended on February 28, 2012.