

Item 1.01 Entry into a Material Definitive Agreement.

On June 28, 2017, Brown & Brown, Inc. (the “Company”) entered into an amended and restated credit agreement (the “Amended and Restated Credit Agreement”) with the lenders named therein, JPMorgan Chase Bank, N.A. as administrative agent, Bank of America, N.A., Royal Bank of Canada, and SunTrust Bank as co-syndication agents, and U.S. Bank National Association, BMO Harris Bank N.A., Fifth Third Bank, Wells Fargo Bank, National Association, and PNC Bank, National Association as co-documentation agents. The Amended and Restated Credit Agreement amended and restated the credit agreement dated April 17, 2014, among such parties (the “Original Credit Agreement”).

The Amended and Restated Credit Agreement:

extends the applicable maturity date in respect of the existing revolving credit facility (the “Facility”) in the amount of \$800 million to June 28, 2022;

re-evidences the unsecured term loans in the amount of \$400 million and extends the applicable maturity date in respect thereof to June 28, 2022;

includes various covenants, limitations and events of default customary for similar facilities for similarly rated borrowers; and

makes certain other revisions to the Original Credit Agreement.

As of the date of filing this Current Report on Form 8-K, there is \$400 million outstanding under the Facility.

Some of the agents and lenders under the Facility or their affiliates have various other relationships with the Company and its subsidiaries involving the provision of financial services, including cash management, loans, letter of credit and bank guarantee facilities, investment banking and trust services.

The foregoing description of the Amended and Restated Credit Agreement is qualified in its entirety by reference to the complete terms and conditions of the Amended and Restated Credit Agreement, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for its fiscal quarter ending June 30, 2017.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information included in Item 1.01 of this Report is incorporated by reference into this Item 2.03.

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/ R. Andrew Watts
R. Andrew Watts
Executive Vice President, Treasurer and
Chief Financial Officer

Date: June 28, 2017