

BROWN & BROWN INC  
Form 10-Q/A  
August 18, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-13619

BROWN & BROWN, INC.  
(Exact name of Registrant as specified in its charter)

|                                                                    |                                         |
|--------------------------------------------------------------------|-----------------------------------------|
| Florida                                                            | 59-0864469                              |
| (State or other jurisdiction of incorporation or organization)     | (I.R.S. Employer Identification Number) |
| 220 South Ridgewood Avenue,<br>Daytona Beach, FL                   | 32114                                   |
| (Address of principal executive offices)                           | (Zip Code)                              |
| Registrant's telephone number, including area code: (386) 252-9601 |                                         |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer      ☒      Accelerated filer      ☐  
Non-accelerated filer      ☐ (Do not check if a smaller reporting company)      Smaller reporting company      ☐  
Emerging growth company      ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.      ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).    Yes      ☐    No      ☒

The number of shares of the Registrant's common stock, \$0.10 par value, outstanding as of August 1, 2017 was 139,920,874.

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BROWN & BROWN, INC.  
QUARTERLY REPORT ON FORM 10-Q/A  
FOR THE FISCAL QUARTER ENDED JUNE 30, 2017  
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Explanatory Note

Brown & Brown, Inc. is filing this Amendment No. 1 on Form 10-Q/A for the quarter ended June 30, 2017 (the "Form 10-Q"), which was originally filed with the Securities and Exchange Commission on August 4, 2017, for the sole purpose of furnishing corrected XBRL Interactive Data Files. Due to an erroneous configuration setting in the Company's third-party Securities and Exchange Commission filing software, the XBRL Interactive Data Files originally furnished with the Form 10-Q contained errors on two lines of data within the Statement of Cash Flows. Net cash provided by operating activities, Net cash used in investing activities, Net cash used in financing activities, and Net change in cash and cash equivalents were correct as originally presented. No other changes have been made to the Form 10-Q.

Except as specifically described above, this Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q, does not update disclosures contained in the Form 10-Q and does not modify or amend the Form 10-Q.

PART II

ITEM 6. Exhibits and Financial Statements Schedules.

Exhibits

The following exhibits are filed as a part of this Amendment No. 1:

- 31.1 Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer of the Registrant.
  - 31.2 Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer of the Registrant.
  - 32.1 Section 1350 Certification by the Chief Executive Officer of the Registrant.
  - 32.2 Section 1350 Certification by the Chief Financial Officer of the Registrant.
  - 101.INS XBRL Instance Document. (The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document)
  - 101.SCH XBRL Taxonomy Extension Schema Document.
  - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
  - 101.DEF XBRL Taxonomy Definition Linkbase Document.
  - 101.LAB XBRL Taxonomy Extension Label Linkbase Document.
  - 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.
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SIGNATURE

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 thereunto duly authorized.

BROWN & BROWN, INC.

|                       |                                                                                         |
|-----------------------|-----------------------------------------------------------------------------------------|
| Date: August 18, 2017 | /s/ R. Andrew Watts                                                                     |
|                       | R. Andrew Watts                                                                         |
|                       | Executive Vice President, Chief Financial Officer and Treasurer                         |
|                       | (duly authorized officer, principal financial officer and principal accounting officer) |