

BROWN & BROWN INC
Form DEFA14A
April 03, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Brown & Brown, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
 -

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

ANNUAL MEETING OF SHAREHOLDERS OF
BROWN & BROWN, INC.

Wednesday, May 8, 2013
9:00 a.m.

PROXY VOTING
INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

TELEPHONE - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

COMPANY NUMBER

ACCOUNT NUMBER

Vote online/phone until 11:59 PM EDT the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting, at the address shown on the reverse side.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement and Annual Report to Shareholders are available at www.viewproxy.com/bbinsurance/2013

Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE

| | | FOR | AGAINST | ABSTAIN |
|---------------------------|---|-----------------------|-----------------------|-----------------------|
| 1. Election of Directors: | 2. The ratification of the appointment of | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | NOMINEES: Deloitte & Touche | | | |

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- | | | | |
|--|---|---|--|
| <p><input type="radio"/> FOR ALL NOMINEES</p> | <p>O J. Hyatt Brown O Samuel P. Bell, III O Hugh M. Brown O J. Powell Brown</p> | <p>LLP as Brown & Brown, Inc.'s independent registered public accountants for the fiscal year ending December 31, 2013.</p> | <p>FOR AGAINST ABSTAIN</p> |
| <p><input type="radio"/> WITHHOLD AUTHORITY FOR ALL NOMINEES</p> | <p>O Bradley Currey, Jr. O Theodore J. Hoepner O James S. Hunt</p> | <p>3. To approve, on an advisory basis, the compensation of named executive officers.</p> | <p><input type="radio"/> <input type="radio"/> <input type="radio"/></p> |
| <p><input type="radio"/> FOR ALL EXCEPT (See instructions below)</p> | <p>O Toni Jennings O Timothy R.M. Main O H. Palmer Proctor, Jr. O Wendell S. Reilly O Chilton D. Varner</p> | <p>In their discretion the Proxies are authorized to vote upon such other business as may properly come before the Meeting or an adjournment thereof.</p> <p>Persons who do not indicate attendance at the Annual Meeting on this proxy card may be required to present proof of stock ownership to attend.</p> | |

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to the name(s) of such nominee(s) as shown here: **This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted FOR the election of all of the director nominees listed on this proxy card and FOR Proposals 2 and 3.**

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

| | | | |
|--------------------------|-------|--------------------------|-------|
| Signature of Shareholder | Date: | Signature of Shareholder | Date: |
|--------------------------|-------|--------------------------|-------|

Note: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

ANNUAL MEETING OF SHAREHOLDERS OF

BROWN & BROWN, INC.

The Shores Resort
Atlantic Room
2637 South Atlantic Avenue
Daytona Beach, Florida 32118

Wednesday, May 8, 2013
9:00 a.m.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:
The Notice of Meeting, Proxy Statement and Annual Report to Shareholders
are available at www.viewproxy.com/bbinsurance/2013

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS A
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE

- | | | FOR | AGAINST | ABSTAIN |
|---------------------------|--|-----------------------|-----------------------|-----------------------|
| 1. Election of Directors: | | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| <input type="radio"/> | FOR ALL NOMINEES | | | |
| <input type="radio"/> | WITHHOLD AUTHORITY FOR ALL NOMINEES | | | |
| <input type="radio"/> | FOR ALL EXCEPT (See instructions below) | | | |
| | NOMINEES: O J. Hyatt Brown O Samuel P. Bell, III O Hugh M. Brown O J. Powell Brown O Bradley Currey, Jr. O Theodore J. Hoepner O James S. Hunt O Toni Jennings | | | |
| 2. | The ratification of the appointment of Deloitte & Touche LLP as Brown & Brown, Inc.'s independent registered public accountants for the fiscal year ending December 31, 2013. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 3. | To approve, on an advisory basis, the compensation of named executive officers. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | In their discretion the Proxies are authorized to vote upon such other business as may properly come before the Meeting or an adjournment thereof. | | | |

- O Timothy
- R.M. Main
- O H.
- Palmer
- Proctor, Jr.
- O Wendell
- S. Reilly
- O Chilton
- D. Varner

Persons who do not indicate attendance at the Annual Meeting on this proxy card may be required to present proof of stock ownership to attend.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted FOR the election of all of the director nominees listed on this proxy card and FOR Proposals 2 and 3.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to the name(s) of such nominee(s) as shown here:

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder

Date:

Signature of Shareholder

Date:

Note: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



ANNUAL MEETING OF SHAREHOLDERS OF

BROWN & BROWN, INC.

The Shores Resort
Atlantic Room
2637 South Atlantic Avenue

Daytona Beach, Florida 32118

Wednesday, May 8, 2013
9:00 a.m.

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BROWN & BROWN, INC.

Proxy Solicited on Behalf of the Board of Directors for the
Annual Meeting of Shareholders to be Held May 8, 2013

The undersigned hereby appoints Laurel L. Grammig and Cory T. Walker and each of them as proxies with full power of substitution, with all the powers the undersigned would possess if personally present, to vote all shares of Common Stock of Brown & Brown, Inc. which the undersigned is entitled to vote at the Annual Meeting of Shareholders and any adjournment(s) thereof.

(Continued and to be signed on the reverse side)

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