



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))

---

**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:

**Exhibit No. Description**

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.