

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:

- o Preliminary Proxy Statement
 o **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 o Definitive Proxy Statement
 x Definitive Additional Materials
 o 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):

- x No fee required.
 o 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: _____

o Fee paid previously with preliminary materials.

o 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.

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.

COMPANY NUMBER	
ACCOUNT NUMBER	

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 "FOR" PROPOSALS 2 AND 3.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE X**

1. Election of Directors:

- FOR ALL NOMINEES**
- WITHHOLD AUTHORITY FOR ALL NOMINEES**
- FOR ALL EXCEPT**
(See instructions below)

NOMINEES:

- J. Hyatt Brown
- Samuel P. Bell, III
- Hugh M. Brown
- J. Powell Brown
- Bradley Currey, Jr.
- Theodore J. Hoepner
- James S. Hunt
- Toni Jennings
- Timothy R.M. Main
- O. H. Palmer Proctor, Jr.
- Wendell S. Reilly
- Chilton D. Varner

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: ●

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.

- 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.

FOR	AGAINST	ABSTAIN
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
- 3. To approve, on an advisory basis, the compensation of named executive officers.

FOR	AGAINST	ABSTAIN
<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.

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.

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

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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your proxy card in the
envelope provided as soon
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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE X

1. Election of Directors:

- FOR ALL NOMINEES
WITHHOLD AUTHORITY
FOR ALL NOMINEES
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
O Timothy R.M. Main
O H. Palmer Proctor, Jr.
O Wendell S. Reilly
O Chilton D. Varner

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: ●

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. O

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. FOR AGAINST ABSTAIN
O O O

3. To approve, on an advisory basis, the compensation of named
executive officers. FOR AGAINST ABSTAIN
O O O

In their discretion the Proxies are authorized to vote upon such other business as may properly come before
the Meeting or an adjournment thereof.

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.

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

Signature of Shareholder

[Signature box]

Date:

[Date box]

Signature of Shareholder

[Signature box]

Date:

[Date box]

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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