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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 4, 2019

BRP Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-39095**	**61-1937225**
(State or other jurisdiction of incorporation or organization)	**(Commission File No.)**	**(I.R.S. Employer Identification No.)**

4010 W. Boy Scout Blvd Suite 200	
Tampa, Florida	**33607**
(Address of principal executive offices)	**(Zip Code)**

(Registrant's telephone number, including area code): (866) 279-0698

Not Applicable
(Former Name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value $0.01 per share	**BRP**	**The Nasdaq Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company x

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. c

Item 7.01 Regulation FD Disclosure.

On December 2, 2019, BRP Group, Inc. (the "Company") issued a press release announcing its financial results for the quarter ended September 30, 2019 and hosted a conference call and webcast to discuss the results.

In connection with the press release and conference call, the Company posted on its website a Q3 2019 Earnings Supplement that inadvertently contained incorrect data in the tables reflecting pro forma information for 2018 on slides 7 and 8. A copy of the corrected Q3 2019 Earnings Supplement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	BRP Group, Inc. Q3 2019 Earnings Supplement

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.

BRP GROUP, INC.

Date: December 4, 2019	By:	/s/ Bradford L. Hale	
		Name:	Bradford L. Hale
		Title:	Chief Accounting Officer

Q3 2019 EARNINGS SUPPLEMENT

DECEMBER 2019

PRO FORMA INFORMATION AND NON-GAAP FINANCIAL MEASURES

The pro forma information presented herein gives effect to the results of our 2019 and 2018 Partnerships during the unowned period as if the Company had acquired such Partners on January 1, 2019 and January 1, 2018, respectively. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.

Pro forma Adjusted EBITDA and pro forma Adjusted EBITDA Margin are not measures of financial performance under GAAP and should not be considered substitutes for net income. These non-GAAP financial measures have limitations as analytical tools, and when assessing our operating performance, you should not consider these non-GAAP financial measures in isolation or as substitutes for commissions and fees, net income or other consolidated income statement data prepared in accordance with GAAP. Other companies in our industry may define or calculate these non-GAAP financial measures differently than we do, and accordingly these measures may not be comparable to similarly titled measures used by other companies.

Pro forma Adjusted EBITDA eliminates the effects of financing, depreciation and amortization. We define pro forma Adjusted EBITDA as pro forma net income (loss) before interest, taxes, depreciation, amortization and certain items of income and expense, including share-based compensation expense, transaction-related expenses related to forming Partnerships including severance, and certain non-recurring costs, including those related to the Offering and loss on modification and extinguishment of debt. We believe that pro forma Adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of expenses that do not relate to business performance, and that the presentation of this measure enhances an investor's understanding of our financial performance.

Pro forma Adjusted EBITDA Margin is pro forma Adjusted EBITDA divided by pro forma commissions and fees. Pro forma Adjusted EBITDA is a key metric used by management and our board of directors to assess our financial performance. We believe that pro forma Adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of expenses that do not relate to business performance, and that the presentation of this measure enhances an investor’s understanding of our financial performance. We believe that pro forma Adjusted EBITDA Margin is helpful in measuring profitability of operations on a consolidated level.

ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIS

AMOUNTS IN 000'S	2019 1ST HALF	Q3	YTD
MIDDLE MARKET			
Commissions	$ 23,868	$ 10,237	$ 34,105
Profit-sharing	3,445	638	4,083
Consulting and service fee	1,226	1,112	2,338
Other	107	850	957
Total Middle Market revenue	$ 28,646	$ 12,837	$ 41,483
Closed Partnerships	1	1	2

	1ST HALF	Q3	YTD
SPECIALTY			
Commissions	$ 12,619	$ 12,990	$ 25,609
Profit-sharing	753	846	1,599
Policy fee and installment fee	2,393	2,719	5,112
Other	-	177	177
Total Specialty revenue	$ 15,765	$ 16,732	$ 32,497
Closed Partnerships	1	-	1
Policies in force [1]	314,565	355,744	355,744

	1ST HALF	Q3	YTD
MAINSTREET			
Commissions	$ 10,126	$ 6,528	$ 16,654
Profit-sharing	2,092	103	2,195
Other	82	11	93
Total Mainstreet revenue	$ 12,300	$ 6,642	$ 18,942
Closed Partnerships	1	2	3

1. Figure not in 000's. Represents total policies in force managed by our MSI Partnership.

ACTUAL DISAGGREGATED COMMISSIONS AND FEES REVENUE & KPIS

AMOUNTS IN 000'S		2019	
	1ST HALF	Q3	YTD
MEDICARE			
Commissions	$ 5,813	$ 2,162	$ 7,975
Other	374	11	385
Total Medicare revenue	$ 6,187	$ 2,173	$ 8,360
Closed Partnerships	-	-	-

	1ST HALF	Q3	YTD
CONSOLIDATED			
Total revenue	$ 62,898	$ 38,384	$ 101,282
Organic Revenue Growth	8%	12%	9%
Annualized acquired revenue (2)	$ 40,106	$ 6,813	$ 46,919
Closed Partnerships	3	3	6

2. Represents the aggregate revenues of acquired Partners for the most recent trailing twelve month period, in each case, at the time the due diligence was concluded.

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PRO FORMA CONSOLIDATED ADJUSTED EBITDA BRIDGE

AMOUNTS IN 000'S		*2019*				
		1ST HALF		*Q3*		*Y*
Pro forma commissions and fees revenue	$	77,237	$	38,814	$	116,0
Pro forma net income (loss)	$	6,175	$	(2,170)	$	4,0
Adjustments to pro forma net income (loss):						
Amortization expense		5,571		3,082		8,6
Depreciation expense		293		184		4
Interest expense, net		9,226		3,785		13,0
Change in fair value of contingent consideration		(3,757)		535		(3,2
Share-based compensation		365		382		7
Transaction-related Partnership expenses		1,035		500		1,5
Offering expenses		208		1,124		1,3
Severance related to Partnership activity		300		-		3
Other		184		92		2
Pro forma Adjusted EBITDA	$	19,600	$	7,514	$	27,1
Pro forma Adjusted EBITDA Margin		25%		19%		2

CALCULATION OF PRO FORMA FIGURES

AMOUNTS IN 000'S		*2019* *1ST HALF*		*Q3*		*Y*
Commissions and fees revenue	$	62,898	$	38,384	$	101,
Commissions and fees revenue for 2019 Partnerships in the unowned period		14,339 (1)		430 (3)		14,
Pro forma commissions and fees revenue	$	77,237	$	38,814	$	116,
Net income (loss)	$	6,783	$	(2,306)	$	4,
Net income (loss) for 2019 Partnerships in the unowned period		(608) (2)		136 (4)		(
Pro forma net income (loss)	$	6,175	$	(2,170)	$	4,

1. The adjustment reflects commissions and fees revenue for Lykes, MSI, Foundation Insurance and Fiduciary Partners, as well as two asset acquisitions for the unowned pe the Company had acquired the Partners on January 1, 2019. This unaudited pro forma information should not be relied upon as being indicative of the historical results would have been obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.

2. The adjustment reflects net income (loss) for Lykes, MSI, Foundation Insurance and Fiduciary Partners, as well as two asset acquisitions for the unowned period, as if the had acquired the Partners on January 1, 2019. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would ha obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.

3. The adjustment reflects commissions and fees revenue for Foundation Insurance, as well as one asset acquisition for the unowned period, as if the Company had acquire Partners on July 1, 2019. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would have been obtained if th acquisitions had occurred on that date, nor the results that may be obtained in the future.

4. The adjustment reflects net income (loss) for Foundation Insurance, as well as one asset acquisition for the unowned period, as if the Company had acquired the Partner 1, 2019. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisitions ha occurred on that date, nor the results that may be obtained in the future.

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PRO FORMA CONSOLIDATED ADJUSTED EBITDA BRIDGE

AMOUNTS IN 000'S		*2018* *1ST HALF*		*Q3*		*Y*
Pro forma commissions and fees revenue	$	47,196	$	18,975	$	66,
Pro forma net income (loss)	$	2,134	$	191	$	2,
Adjustments to pro forma net income (loss):						
Amortization expense		1,603		723		2,
Depreciation expense		264		127		[illegible]
Interest expense, net		6,335		1,292		7,
Change in fair value of contingent consideration		527		351		[illegible]
Share-based compensation		713		407		1,
Transaction-related Partnership expenses		370		312		[illegible]
Offering expenses		-		-		[illegible]
Severance related to Partnership activity		-		-		[illegible]
Other		-		20		
Pro forma Adjusted EBITDA	$	11,946	$	3,423	$	15,
Pro forma Adjusted EBITDA Margin		25%		18%		[illegible]

CALCULATION OF PRO FORMA FIGURES

AMOUNTS IN 000'S		2018 1ST HALF			2018 Q3			Y
Commissions and fees revenue	$	40,485		$	18,539		$	59,
Commissions and fees revenue for 2018 Partnerships in the unowned period		6,711	(1)		436	(3)		7,
Pro forma commissions and fees revenue	$	47,196		$	18,975		$	66,
Net income (loss)	$	3,500		$	52		$	3,
Net income (loss) for 2018 Partnerships in the unowned period		(1,366)	(2)		139	(4)		(1,
Pro forma net income (loss)	$	2,134		$	191		$	2,

1. The adjustment reflects commissions and fees revenue for AB Risk, Black Insurance, T&C Insurance and Montoya, as well as five asset acquisitions for the unowned peric the Company had acquired the Partners on January 1, 2018. This unaudited pro forma information should not be relied upon as being indicative of the historical results would have been obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.

2. The adjustment reflects net income (loss) for AB Risk, Black Insurance, T&C Insurance and Montoya, as well as five asset acquisitions for the unowned period, as if the Co had acquired the Partners on January 1, 2018. This unaudited pro forma information should not be relied upon as being indicative of the historical results that would ha obtained if the acquisitions had occurred on that date, nor the results that may be obtained in the future.

3. The adjustment reflects commissions and fees revenue for Montoya as if the Company had acquired the Partner on July 1, 2018. This unaudited pro forma information be relied upon as being indicative of the historical results that would have been obtained if the acquisition had occurred on that date, nor the results that may be obtain future.

4. The adjustment reflects net income (loss) for Montoya as if the Company had acquired the Partner on July 1, 2018. This unaudited pro forma information should not be upon as being indicative of the historical results that would have been obtained if the acquisition had occurred on that date, nor the results that may be obtained in the

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TREASURY

INSTRUMENT	DEBT OUTSTANDING @ 9.30.19	AVAILABLE FOR BORROWING	RATE	MATURITY	CASH INTER
Revolving lines of credit [1]	$ 105,000,000	$ 20,000,000	LIBOR + 3.50% (5.59%)	March 2024	$3,180
Related party debt [2]	$ 88,425,293	Fully repaid October 2019	8.75%	Fully repaid October 2019	$4,300

1. On November 25, 2019, we repaid a portion of the Revolving Lines of Credit in the amount of $65.0 million, which results in remaining borrowing capacity of $85.0 millio the Cadence Credit Agreement.
2. On October 28, 2019, BRP used a portion of the proceeds it received from the sale of newly-issued LLC Units to BRP Group in connection with the Offering to repay in ful outstanding indebtedness and accrued interest under the Villages Credit Agreement in the amount of $89.0 million and concurrently terminated the Villages Credit Agre

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