

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0001781755</a>			X Corporation
<b>Name of Issuer</b>			Limited Partnership
BRP Group, Inc.			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2019			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
BRP Group, Inc.			
Street Address 1	Street Address 2		
4010 W. BOY SCOUT BLVD.	SUITE 200		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
TAMPA	FLORIDA	33607	(866) 279-0698

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0001798700</a>			Corporation
<b>Name of Issuer</b>			Limited Partnership
BALDWIN RISK PARTNERS, LLC			X Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
BALDWIN RISK PARTNERS, LLC			
Street Address 1	Street Address 2		
4010 W BOY SCOUT BOULEVARD	SUITE 200		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer

## 3. Related Persons

Last Name	First Name	Middle Name
BALDWIN	LOWRY	
Street Address 1	Street Address 2	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
City	State/Province/Country	ZIP/PostalCode
TAMPA	FLORIDA	33607
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
BALDWIN	TREVOR	
Street Address 1	Street Address 2	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
City	State/Province/Country	ZIP/PostalCode
TAMPA	FLORIDA	33607
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
WIEBECK	KRIS	
Street Address 1	Street Address 2	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
City	State/Province/Country	ZIP/PostalCode
TAMPA	FLORIDA	33607
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
VALENTINE	JOHN	
Street Address 1	Street Address 2	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
City	State/Province/Country	ZIP/PostalCode
TAMPA	FLORIDA	33607
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
GALBRAITH	DAN	
Street Address 1	Street Address 2	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
City	State/Province/Country	ZIP/PostalCode
TAMPA	FLORIDA	33607
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
HALE	BRAD	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
TAMPA	FLORIDA	33607
<b>Relationship:</b>	X Executive Officer	Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
STEPHENS	CHRIS	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
TAMPA	FLORIDA	33607
<b>Relationship:</b>	X Executive Officer	Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
CASEY	PHILLIP	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
TAMPA	FLORIDA	33607
<b>Relationship:</b>	Executive Officer X	Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
SULLIVAN	CHRIS	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
TAMPA	FLORIDA	33607
<b>Relationship:</b>	Executive Officer X	Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
EDDY	ROBERT	
<b>Street Address 1</b>	<b>Street Address 2</b>	
4010 W BOY SCOUT BOULEVARD	SUITE 200	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
TAMPA	FLORIDA	33607
<b>Relationship:</b>	Executive Officer X	Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
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MATAS  
**Street Address 1**

4010 W BOY SCOUT  
BOULEVARD

**City**

TAMPA

**Relationship:** Executive Officer  Director  Promoter

BARBARA  
**Street Address 2**

SUITE 200

**State/Province/Country**

FLORIDA

**ZIP/PostalCode**  
33607

Clarification of Response (if Necessary):

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**Last Name**

KADOW

**Street Address 1**

4010 W BOY SCOUT  
BOULEVARD

**City**

TAMPA

**Relationship:** Executive Officer  Director  Promoter

**First Name**

JOSEPH

**Street Address 2**

SUITE 200

**State/Province/Country**

FLORIDA

**ZIP/PostalCode**  
33607

**Middle Name**

Clarification of Response (if Necessary):

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#### 4. Industry Group

Agriculture

Banking & Financial Services

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Is the issuer registered as  
an investment company under  
the Investment Company  
Act of 1940?

Yes

No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Health Care

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

#### 5. Issuer Size

**Revenue Range**

**OR**

**Aggregate Net Asset Value Range**

No Revenues

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 -  
\$25,000,000

\$25,000,001 -  
\$100,000,000

No Aggregate Net Asset Value

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$50,000,001 - \$100,000,000

<input checked="" type="checkbox"/> Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
<input checked="" type="checkbox"/> Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2020-05-01 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$843,509 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None

**Street Address 1**

**Street Address 2**

City	State/Province/Country	ZIP/Postal Code
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State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States  Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$843,509 USD or Indefinite

Total Amount Sold \$843,509 USD  
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Total offering amount is based on a closing per share price of \$10.38 for BRP Group Inc.'s Class A Common Stock on Nasdaq Global Select Market on May 1, 2020.

#### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

  

#### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate  
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
BRP Group, Inc.	/S/ Chris Stephens	Chris Stephens	General Counsel	2020-05-07
BALDWIN RISK PARTNERS, LLC	/s/ Chris Stephens	Chris Stephens	General Counsel	2020-05-07

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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