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

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BRP GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

61-1937225

(I.R.S. Employer
Identification Number)

**4211 W. Boy Scout Blvd., Suite 800
Tampa, Florida 33607
(866) 279-0698**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Trevor L. Baldwin
Chief Executive Officer

Bradford L. Hale
Chief Financial Officer

Corbyn Lichon
Chief Accounting Officer

Seth Cohen
General Counsel
**4211 W. Boy Scout Blvd.,
Suite 800
Tampa, Florida 33607
(866) 279-0698**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Kevin L. Vold
Shashi N. Khiani
Polsinelli PC
1401 Eye ("I") Street, N.W., Suite 800
Washington, D.C. 20005
(202) 783-3300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Smaller reporting company

Non-accelerated filer

Emerging growth company

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 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering an additional 2,331,128 shares of Class A Common Stock that are issuable at any time or from time to time under the Plan. Pursuant to General Instruction E, the contents of the Registration Statement on Form S-8 filed for the Plan (Registration No. 333-234309) with the Securities and Exchange Commission (the "Commission") on October 24, 2019, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "Annual Report"), filed with the Commission on February 28, 2024, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(b) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission) since the end of the fiscal year covered by the Annual Report referred to in clause (a) above; and

(c) The description of the Registrant's capital stock which is contained in the Registration Statement on [Form 8-A](#) filed October 17, 2019, under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including Exhibit 4.1 to the Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

Exhibit number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of BRP Group, Inc. (incorporated herein by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2019).</u>
4.2	<u>Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 15, 2020).</u>
4.3	<u>Amended and Restated By-Laws of BRP Group, Inc. (incorporated herein by reference to Exhibit 3.2 of the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2019).</u>
4.4	<u>First Amendment to Amended and Restated By-Laws of BRP Group, Inc. (incorporated herein by reference to Exhibit 3.4 of the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2023).</u>
5	<u>Opinion of Polsinelli PC (filed herewith)</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP (filed herewith)</u>
23.2	<u>Consent of Polsinelli PC (included in Exhibit 5)</u>
24.1	Power of Attorney (included in the signature pages hereof)
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tampa, Florida on the 28th day of February, 2024.

BRP GROUP, INC.

By: /s/ Trevor L. Baldwin
Name: Trevor L. Baldwin
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Trevor Baldwin, Brad Hale, and Seth Cohen, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lowry Baldwin</u> Lowry Baldwin	Chairman of the Board of Directors	February 28, 2024
<u>/s/ Trevor L. Baldwin</u> Trevor L. Baldwin	Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2024
<u>/s/ Bradford L. Hale</u> Bradford L. Hale	Chief Financial Officer (Principal Financial Officer)	February 28, 2024
<u>/s/ Corbyn Lichon</u> Corbyn Lichon	Chief Accounting Officer (Principal Accounting Officer)	February 28, 2024
<u>/s/ Jay Cohen</u> Jay Cohen	Director	February 28, 2024
<u>/s/ Joseph J. Kadow</u> Joseph J. Kadow	Director	February 28, 2024
<u>/s/ Barbara Matas</u> Barbara Matas	Director	February 28, 2024
<u>/s/ Sathish Muthukrishnan</u> Sathish Muthukrishnan	Director	February 28, 2024
<u>/s/ Sunita Parasuraman</u> Sunita Parasuraman	Director	February 28, 2024
<u>/s/ Ellyn Shook</u> Ellyn Shook	Director	February 28, 2024
<u>/s/ Chris Sullivan</u> Chris Sullivan	Director	February 28, 2024
<u>/s/ Myron Williams</u> Myron Williams	Director	February 28, 2024

Calculation of Filing Fee Table
Form S-8
BRP Group, Inc.

Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽³⁾
Fees to be Paid	Equity	Class A Common Stock, par value \$0.01	Rule 457(c) and Rule 457(h)	2,331,128	\$26.405	\$61,553,434.84	0.00014760	\$9,085.29
	Total Offering Amounts						\$61,553,434.84	\$9,085.29
	Total Fees Previously Paid							--
	Total Fee Offsets							--
	Net Fee Due							\$9,085.29

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers shares of Class A common stock, \$0.01 par value per share ("Class A Common Stock"), of BRP Group, Inc. (the "Company" or "Registrant") (i) authorized for issuance under the BRP Group, Inc. Omnibus Incentive Plan (the "Plan") and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of Class A Common Stock that may become issuable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The Proposed Maximum Offering Price per Unit and the Maximum Aggregate Offering Price are based on the average of the high (\$26.67) and low (\$26.14) prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on February 22, 2024.
- (3) Rounded up to the nearest penny.



1401 Eye Street NW, Suite 800, Washington, DC 20005 (202) 783-3300

Exhibit 5

February 28, 2024

Board of Directors
BRP Group, Inc.
4211 W. Boy Scout Blvd.
Suite 800
Tampa, FL 33607

Re: BRP Group, Inc. -- Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to BRP Group, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the proposed offering of up to an aggregate of 2,331,128 shares of the Company’s Class A common stock, par value \$0.01 per share (the “**Shares**”), which Shares are issuable pursuant to the Company’s Omnibus Incentive Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to the authentic original documents of all documents submitted to us as copies (including electronic copies). We have also assumed that the Company has and will have sufficient authorized but unissued and unreserved shares of Class A common stock available for issuance as provided in the Registration Statement. As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based, as to matters of law, solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules, or regulations.

Based upon, subject to, and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration, if any, for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof, the Plan, and any underlying award agreements or letters, the Shares will be validly issued, fully paid, and nonassessable.

This opinion has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Securities Act.

Very truly yours,

/s/ POLSINELLI PC

polsinelli.com

Atlanta Boston Chicago Dallas Denver Houston Kansas City Los Angeles Miami Nashville New York Phoenix St. Louis San Francisco Seattle Silicon Valley Washington, D.C.
Wilmington

Polsinelli PC, Polsinelli LLP in California

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of BRP Group, Inc. of our report dated February 28, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in BRP Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Tampa, Florida
February 28, 2024