

**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 No.)

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

(Address of Principal Executive Offices, Including Zip Code)

BRP Group, Inc. Omnibus Incentive Plan
(Full title of the plan)

Trevor L. Baldwin
Chief Executive Officer

Kristopher A. Wiebeck
Chief Financial Officer

Bradford L. Hale
Chief Accounting Officer

Christopher Stephens
General Counsel

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

(Name, address and telephone number, including area code, of agent for service)

With a copy to:

Richard D. Truesdell, Jr.

Pedro Bermeo

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, NY 10017

(212) 450-4000

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Class A common stock, par value \$0.01 per share	1,895,630	\$26.62	\$50,461,670.60	\$5,505.37

(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 Share and the Proposed Maximum Aggregate Offering Price are based on the average of the high (\$27.02) and low (\$26.21) prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on March 8, 2021, rounded up to the nearest penny.
 - (3) Rounded up to the nearest penny.
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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 1,895,630 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, 2020 (the "Annual Report"), filed with the Commission on March 11, 2021 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 Registrant's Registration Statement on Form 8-A (Registration No. 001-39095), dated October 17, 2019, including any amendments or supplements thereto.

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 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

Exhibit Number

- [4.1](#) [Amended and Restated Certificate of Incorporation of BRP Group, Inc. \(incorporated by reference to the Registrant's Current Report on Form 8-K filed on October 31, 2019 \(Registration No. 001-39095\)\)](#)
 - [4.2](#) [Amended and Restated By-Laws of BRP Group, Inc. \(incorporated by reference to the Registrant's Current Report on Form 8-K filed on October 31, 2019 \(Registration No. 001-39095\)\)](#)
 - [4.3](#) [Certificate of Amendment to BRP Group, Inc.'s Amended and Restated Certificate of Incorporation \(incorporated by reference to the Registrant's Current Report on Form 8-K filed on October 14, 2020 \(Registration No. 001-39095\)\)](#)
 - [5](#) [Opinion of Davis Polk & Wardwell LLP \(filed herewith\)](#)
 - [23.1](#) [Consent of PricewaterhouseCoopers LLP \(filed herewith\)](#)
 - [23.2](#) [Consent of Davis Polk & Wardwell LLP \(included in Exhibit 5\)](#)
 - [24](#) [Powers of Attorney \(included in signature pages hereof\)](#)
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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 11th day of March, 2021.

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 Lowry Baldwin, Trevor Baldwin, Kris Wiebeck, John Valentine, Dan Galbraith, Brad Hale and Christopher Stephens, 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	March 11, 2021
<u>/s/ Trevor Baldwin</u> Trevor Baldwin	Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2021
<u>/s/ Philip Casey</u> Philip Casey	Director	March 11, 2021
<u>/s/ Robert Eddy</u> Robert Eddy	Director	March 11, 2021
<u>/s/ Bradford Hale</u> Bradford Hale	Chief Accounting Officer (Principal Accounting Officer)	March 11, 2021
<u>/s/ Joseph J. Kadow</u> Joseph J. Kadow	Director	March 11, 2021
<u>/s/ Barbara Matas</u> Barbara Matas	Director	March 11, 2021
<u>/s/ Chris Sullivan</u> Chris Sullivan	Director	March 11, 2021
<u>/s/ Kris Wiebeck</u> Kris Wiebeck	Chief Financial Officer (Principal Financial Officer)	March 11, 2021

New York
Northern California
Washington DC
São Paulo
London

Paris
Madrid
Tokyo
Beijing
Hong Kong



Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4000 tel
212 701 5800 fax

OPINION OF DAVIS POLK & WARDWELL LLP

March 11, 2021

BRP Group, Inc.
4211 W. Boy Scout Blvd.
Suite 800
Tampa, Florida 33607

Ladies and Gentlemen:

BRP Group, Inc., a Delaware corporation (the "**Company**"), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "**Registration Statement**") for the purpose of registering under the Securities Act of 1933, as amended (the "**Securities Act**"), 1,859,630 shares of its Class A common stock, par value \$0.01 per share (the "**Securities**") issuable pursuant to the Company's Omnibus Incentive Plan (the "**Plan**").

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Securities have been duly authorized and, when and to the extent issued pursuant to the Plan upon receipt by the Company of the consideration for the Securities specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

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 March 11, 2021 relating to the financial statements which appears in BRP Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
Tampa, Florida
March 11, 2021
