

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**

**Bradford L. Hale  
Chief Financial Officer  
Corbyn Galloway  
Chief Accounting Officer**

**Seth Cohen  
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

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

Accelerated filer

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.



## 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 2,298,818 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, 2021 (the "Annual Report"), filed with the Commission on March 1, 2022 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.

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**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 15, 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 \(included in signature pages hereof\)](#)
- [107](#) [Filing Fee Table](#)
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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 1<sup>st</sup> day of March, 2022.

**BRP GROUP, INC.**

By: /s/ Trevor L. Baldwin

Name: Trevor L. Baldwin

Title: Chief Executive Officer

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## 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, Corbyn Galloway 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/ L. Lowry Baldwin</u> L. Lowry Baldwin	Chairman of the Board of Directors	March 1, 2022
<u>/s/ Trevor L. Baldwin</u> Trevor L. Baldwin	Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2022
<u>/s/ Bradford L. Hale</u> Bradford L. Hale	Chief Financial Officer (Principal Financial Officer)	March 1, 2022
<u>/s/ Corbyn Galloway</u> Corbyn Galloway	Chief Accounting Officer (Principal Accounting Officer)	March 1, 2022
<u>/s/ Kris Wiebeck</u> Kris Wiebeck	Director	March 1, 2022
<u>/s/ Chris T. Sullivan</u> Chris T. Sullivan	Director	March 1, 2022
<u>/s/ Phillip E. Casey</u> Phillip E. Casey	Director	March 1, 2022
<u>/s/ Jay Cohen</u> Jay Cohen	Director	March 1, 2022
<u>/s/ Barbara Matas</u> Barbara Matas	Director	March 1, 2022
<u>/s/ Joseph Kadow</u> Joseph Kadow	Director	March 1, 2022
<u>/s/ Myron K. Williams</u> Myron K. Williams	Director	March 1, 2022
<u>/s/ Sunita Parasuraman</u> Sunita Parasuraman	Director	March 1, 2022
<u>/s/ Ellyn Shook</u> Ellyn Shook	Director	March 1, 2022

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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 1, 2022 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, 2021.

/s/ PricewaterhouseCoopers LLP  
Tampa, Florida  
March 1, 2022



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

212 450 4000 tel  
212 701 5800 fax

New York  
Northern California  
Washington DC  
São Paulo  
London

Paris  
Madrid  
Tokyo  
Beijing  
Hong Kong

EXHIBITS 5 AND 23.2

OPINION OF DAVIS POLK & WARDWELL LLP

March 1, 2022

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**"), 2,298,818 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



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 per share	Rule 457(c) and Rule 457(h)	2,298,818	\$24.70	\$56,780,805	0.0000927	\$5,263.58
	<b>Total Offering Amounts</b>					\$56,780,805		\$5,263.58
	<b>Total Fees Previously Paid</b>							--
	<b>Total Fee Offsets</b>							--
	<b>Net Fee Due</b>							\$5,263.58

(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 (\$27.39) and low (\$22.00) prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on February 24, 2022, rounded up to the nearest penny.

(3) Rounded up to the nearest penny.