GALLAGHER ARTHUR J & CO
Form 8-K
January 31, 2019

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

January 31, 2019

Date of Report: (Date of earliest event reported)

ARTHUR J. GALLAGHER & CO.

(Exact name of registrant as specified in its charter)

Delaware	**1-09761**	**36-2151613**
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification Number)**

2850 W. Golf Road, Rolling Meadows, Illinois 60008-4050, (630) 773-3800

(Address, including zip code and telephone number, including area code, of registrant s principal executive offices)

Not Applicable

(Former name or former address, 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))
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

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.

Item 2.02. Results of Operations and Financial Condition

On January 31, 2019, Arthur J. Gallagher & Co. (the Company) issued a press release setting forth the company s financial results for the quarter ended December 31, 2018 (the Earnings Release). A copy of the Company s press release is attached hereto as Exhibit 99.1.

Item 7.01. Regulation FD Disclosure

In connection with the filing of the Earnings Release, the Company made materials entitled Supplemental Quarterly Data and CFO Commentary available through the investor relations page of its website. The CFO Commentary includes certain estimates relating to 2019 results.

Item 8.01. Other Events

The Company plans to close an offering of $600 million aggregate principal amount senior unsecured notes (fixed rate) in mid-February 2019, with two funding dates, $340 million at closing and $260 million in March 2019. The weighted average maturity of the notes is 10.1 years and their weighted average interest rate is 5.06% after giving effect to underwriting, legal and hedging costs. The Company plans to use the proceeds of these offerings to repay certain existing indebtedness and for general corporate purposes, including to fund acquisitions expected to close in first quarter 2019.

These notes have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This disclosure shall not constitute an offer to sell or the solicitation of an offer to buy the notes.

This disclosure contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, relating to the Company s anticipated closing of senior unsecured notes. Important factors that could impact these forward-looking statements include changes in worldwide and national economic conditions, changes in premium rates and in insurance markets generally, changes in the insurance brokerage industry s competitive landscape, changes in the interest rate environment, changes in the attractiveness of the Company s private placement notes to investors, and unexpected financial challenges or strategic opportunities. Please refer to our filings with the SEC, including Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for a more detailed discussion of these and other factors that could impact these forward-looking statements.

Item 9.01. Financial Statements and Exhibits

99.1 Press release, dated January 31, 2019, issued by Arthur J. Gallagher & Co.

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.

Arthur J. Gallagher & Co.

Date: January 31, 2019

By: /s/ Douglas K. Howell
Douglas K. Howell
Vice President and Chief Financial Officer