

GALLAGHER ARTHUR J & CO  
Form 8-K  
May 13, 2014

**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

May 13, 2014

Date of Report: (Date of earliest event reported)

**ARTHUR J. GALLAGHER & CO.**

(Exact name of registrant as specified in its charter)

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|   |   |  |
|---|---|--|
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number)                                   | (I.R.S. Employer<br>Identification Number) |
|   | Two Pierce Place, Itasca, Illinois 60143-3141, (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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Arthur J. Gallagher & Co. ( Gallagher ) held its Annual Meeting of Stockholders on May 13, 2014 (the Annual Meeting ). At the Annual Meeting, four items were submitted to Gallagher s stockholders. The items are described in more detail in Gallagher s definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2014. The final voting results were as set forth below.

Item 1: Election of eight directors, each to serve for a one-year term until Gallagher s 2015 Annual Meeting of Stockholders:

| Directors                  | For         | Against   | Abstain | Broker Non-Votes |
|----------------------------|-------------|-----------|---------|------------------|
| Sherry S. Barrat           | 108,608,596 | 421,660   | 30,700  | 14,986,046       |
| William L. Bax             | 108,297,501 | 739,046   | 24,409  | 14,986,046       |
| Frank E. English, Jr.      | 108,308,288 | 706,837   | 45,831  | 14,986,046       |
| J. Patrick Gallagher, Jr.  | 105,954,613 | 2,527,911 | 578,432 | 14,986,046       |
| Elbert O. Hand             | 108,233,594 | 800,512   | 26,850  | 14,986,046       |
| David S. Johnson           | 103,969,920 | 5,006,936 | 84,100  | 14,986,046       |
| Kay W. McCurdy             | 108,652,487 | 382,508   | 25,961  | 14,986,046       |
| Norman L. Rosenthal, Ph.D. | 108,322,706 | 714,732   | 23,518  | 14,986,046       |

|  | For         | Against   | Abstain | Broker Non-Votes |
|--|-------------|-----------|---------|------------------|
| <u>Item 2</u> : Ratification of the Appointment of Ernst & Young LLP as Gallagher s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2014 | 121,519,235 | 2,456,119 | 71,648  |                  |
| <u>Item 3</u> : Approval of the Arthur J. Gallagher & Co. 2014 Long-Term Incentive Plan  | 101,254,393 | 7,619,232 | 187,331 | 14,986,046       |
| <u>Item 4</u> : Advisory Vote on the Compensation of Gallagher s Named Executive Officers  | 105,894,022 | 2,902,001 | 264,933 | 14,986,046       |

**Item 7.01. Regulation FD Disclosure.**

The slides containing information presented at the Annual Meeting are furnished as Exhibit 99 to this report. This exhibit may also be accessed at Gallagher s website ([www.ajg.com](http://www.ajg.com)) under the heading Investor Relations.

**Item 9.01. Financial Statements and Exhibits.**

99 Slides presented at the Annual Meeting.

**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: May 13, 2014

/s/ Walter D. Bay  
Walter D. Bay  
Vice President, General Counsel and Secretary