

GALLAGHER ARTHUR J & CO  
Form 8-K  
October 23, 2015

**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**

**Date of Report (Date of earliest event reported): October 22, 2015**

**ARTHUR J. GALLAGHER & CO.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**1-09761**  
**(Commission**  
**File Number)**

**36-2151613**  
**(I.R.S. Employer**  
**Identification No.)**

**Two Pierce Place,**

**Itasca, Illinois**  
**(Address of principal executive**  
**offices)**

**60143-3141**  
**(Zip Code)**

**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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 22, 2015, the Board of Directors of Arthur J. Gallagher & Co. (the Company ) approved amendments to the Company s By-Laws, effective immediately, to include a new Article X, which provides that Delaware will be the sole and exclusive forum for certain types of legal action unless the Company consents to the selection of an alternative forum in writing. The By-Law amendments also include a number of changes and clarifications to the provisions regarding a list of stockholders, advance notice, waiver of notice, and indemnification and certain other minor technical and conforming changes.

The foregoing description of the amendments to the By-Laws is qualified in its entirety by reference to the By-Laws, as amended and restated, which are filed as Exhibit 3.1 to this Current Report on Form 8-K.

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

(d) Exhibits

3.1 Amended and Restated By-Laws of 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: October 23, 2015

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

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Amended and Restated By-Laws of Arthur J. Gallagher & Co. |