

GALLAGHER ARTHUR J & CO  
Form 8-K  
June 07, 2012

**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) June 7, 2012**

**ARTHUR J. GALLAGHER & CO.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-9761**  
**(Commission**

**File Number)**  
**Two Pierce Place, Itasca, Illinois 60143-3141**

**(Address of principal executive offices) (Zip Code)**

**36-2151613**  
**(IRS Employer**

**Identification No.)**

**Registrant's telephone number, including area code: (630) 773-3800**

**Not Applicable**

**(Former name or former address, if changed since last report)**

## Edgar Filing: GALLAGHER ARTHUR J & CO - Form 8-K

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 8.01 Other Events.**

On June 7, 2012, Arthur J. Gallagher & Co. ( Gallagher ) registered for resale 180,103 shares of Gallagher common stock pursuant to a prospectus supplement under its automatic shelf registration statement on Form S-3 (Registration Statement No. 333-166533), filed with the Securities and Exchange Commission (the Registration Statement). The opinion and consent of Seth Diehl, Esq., Senior Counsel, Corporate & Securities, as to the validity of these shares of common stock, filed as Exhibits 5 and 23 to this Current Report on Form 8-K, respectively, are incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 5                      | Opinion of Seth Diehl, Esq., Senior Counsel, Corporate & Securities                                |
| 23                     | Consent of Seth Diehl, Esq., Senior Counsel, Corporate & Securities (included in Exhibit 5 hereto) |

**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: June 7, 2012

/s/ WALTER D. BAY  
**Walter D. Bay**

**Vice President, General Counsel and Secretary**