

GALLAGHER ARTHUR J & CO
Form 8-K/A
September 02, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

June 16, 2014
Date of Report: (Date of earliest event reported)

ARTHUR J. GALLAGHER & CO.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

1-9761
(Commission File Number)

36-2151613
(I.R.S. Employer

incorporation or organization)

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))

Explanatory Note

On June 16, 2014, Arthur J. Gallagher & Co. (the Company) filed a Current Report on Form 8-K (the Original Form 8-K) to report the completion of an acquisition by the Company of certain insurance brokerage businesses of Wesfarmers Insurance Investments Pty Ltd and OAMPS Ltd (together, with Wesfarmers Insurance Investments Pty Ltd, the Seller) in Australia, New Zealand and the United Kingdom, pursuant to a Share Sale Agreement entered into on April 6, 2014 and amended on June 15, 2014 (the Share Sale Agreement). This amendment to the Original Form 8-K is being filed to provide financial statements of the Seller and pro forma financial information as required by Item 9.01 of Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The audited combined financial report of the broking division of Wesfarmers Limited as of and for the fiscal year ended June 30, 2013, and the unaudited interim combined financial report of the broking division of Wesfarmers Limited as of and for the interim period ended December 31, 2013, are filed with this Form 8-K/A as Exhibits 99.1 and 99.2.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed consolidated financial information and corresponding explanatory notes are filed with this Form 8-K/A as Exhibit 99.3.

(d) Exhibits.

Exhibit 23 Consent of Ernst & Young.

Exhibit 99.1 Audited combined financial report of the broking division of Wesfarmers Limited as of and for the fiscal year ended June 30, 2013.

Exhibit 99.2 Unaudited interim combined financial report of the broking division of Wesfarmers Limited as of and for the interim period ended December 31, 2013.

Exhibit 99.3 Unaudited pro forma condensed consolidated financial information and corresponding explanatory notes.

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: September 2, 2014

/s/ Richard C. Cary
Richard C. Cary

Chief Accounting Officer

Arthur J. Gallagher & Co.**Current Report on Form 8-K/A****Exhibit Index**

Exhibit No.	Description
Exhibit 23	Consent of Ernst & Young.
Exhibit 99.1	Audited combined financial report of the broking division of Wesfarmers Limited as of and for the fiscal year ended June 30, 2013.
Exhibit 99.2	Unaudited interim combined financial report of the broking division of Wesfarmers Limited as of and for the interim period ended December 31, 2013.
Exhibit 99.3	Unaudited pro forma condensed consolidated financial information and corresponding explanatory notes.
1">	Restricted Stock Options ⁽⁴⁾ \$ 003/07/2017 M 504 ⁽²⁾ 03/07/2015 ⁽⁵⁾ Common Stock 10,054 \$ 0 4,022 D
	Restricted Stock Units ⁽⁴⁾ \$ 003/09/2017 M 2,409 ⁽³⁾ 03/09/2017 ⁽⁵⁾ Common Stock 12,049 \$ 0 9,640 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trefler Leon C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142			SVP, Global Customer Success	

Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Leon
Trefler

03/09/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents 5% vesting on March 7, 2017. The original grant was 6,994 restricted stock units, with 20% vesting on March 7, 2013, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
- (2) Represents 5% vesting on March 7, 2017. The original grant was 10,054 restricted stock units, with 20% vesting on March 7, 2015, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
- (3) Represents 20% vesting on March 9, 2017. The original grant was 12,049 restricted stock units, with 20% vesting on March 9, 2017, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
- (4) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- (5) Once vested, the shares of common stock are not subject to expiration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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