

GALLAGHER ARTHUR J & CO  
Form 8-K  
December 11, 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**

**December 11, 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**  
**incorporation or organization)**

**1-9761**  
**(Commission File Number)**

**36-2151613**  
**(I.R.S. Employer Identification**  
**Number)**

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**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 7.01. Regulation FD Disclosure.**

In its earnings release for the third quarter of 2014, attached as Exhibit 99.1 to its Current Report on Form 8-K filed on October 28, 2014, and as more fully set forth on page 54 of its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, Arthur J. Gallagher & Co. ( Gallagher ) disclosed that it was in the midst of pursuing retirement plan de-risking strategies and expected to incur a non-cash settlement charge in the fourth quarter of 2014.

On December 11, 2014, Gallagher updated the file entitled Supplemental Quarterly Data, 2009-2014 (available at [www.ajg.com/pressreleases](http://www.ajg.com/pressreleases), beneath Q3 2014 Earnings Release ) solely to provide an estimate of non-cash charges relating to the de-risking strategies for the fourth quarter of 2014. On page 14 of the file, please see the newly added line entitled Retirement-related de-risking charge, including the accompanying footnote (3) on page 15. Please also note the cautionary language regarding forward-looking statements set forth on page 15.

**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: December 11, 2014

/s/ Douglas K. Howell  
Douglas K. Howell

Vice President and Chief Financial Officer