
**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): August 27, 2020

ARTHUR J. GALLAGHER & CO.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-09761
(Commission
File Number)

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

2850 W. Golf Road, Rolling Meadows, Illinois
(Address of principal executive offices)

60008-4050
(Zip Code)

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

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------------|----------------------|--|
| Common Stock, \$1.00 par value | AJG | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On August 27, 2020, Arthur J. Gallagher & Co. (“Gallagher”) entered into an amendment (the “Credit Agreement Amendment”) to its Second Amended and Restated Multicurrency Credit Agreement dated June 7, 2019 (as so amended, the “Credit Agreement”) with Bank of Montreal, as administrative agent, and the other lenders signatory thereto. The Credit Agreement Amendment, among other things, (i) provides that the obligations of each subsidiary of Gallagher that was a borrower, guarantor and/or obligor under the Credit Agreement, cease to apply and that each such subsidiary is released from all of its obligations under the Credit Agreement and (ii) replaces the existing minimum asset covenant with a priority indebtedness covenant that is substantially similar to other priority indebtedness covenants applicable to Gallagher under its private placement note purchase agreements.

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.

Date: August 28, 2020

Arthur J. Gallagher & Co.

/s/ WALTER D. BAY

Walter D. Bay

Vice President, General Counsel and Secretary