SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and A	•	Requiring (Month/D	2. Date of Event Requiring Statement (Month/Day/Year) 01/18/2024 3. Issuer Name and Ticker or Trading Symbol BRP Group, Inc. [BRP]						
 (Last) (First) (Middle) C/O BRP GROUP, INC. 4211 W. BOY SCOUT BLVD., 					4. Relationship of Report Issuer (Check all applicable) Director	ting Person(s) 10% O	wner	5. If Amendment, Date of Original Filed (Month/Day/Year)	
SUITE 800			_		X Officer (give title below) See Ret	Other (below) marks		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person	
(Street) TAMPA			_					Form filed by More than One Reporting Person	
(City)	(State)	(Zip)							
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Inst 4)	r. Form: D (D) or In	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			
Class A Common Stock				236,804(1)	D				
Class B Common Stock				1,436,786	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
Ex			2. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of S Underlying Derivative Se (Instr. 4)		4. Conversio or Exercis Price of	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr.
			ate xercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	ve or Indirect	5)
LLC Units in Baldwin Risk Partners, LLC		(2)	(2)	Class A Common Stock	1,436,786	0	D		

Explanation of Responses:

1. Includes (i) 4,616 restricted shares of Class A common stock that vest in four equal installments on each of March 15, 2024, March 15, 2025, March 15, 2026, and March 15, 2027, in each case subject to Mr. Roche's continued employment through each vesting date.

2. Each LLC Unit, together with a share of Class B common stock, may be exchanged by the holder into one share of Class A common stock at any time. The LLC Units do not expire.

Remarks:

Co-President, BRP and Chief Executive Officer, Underwriting, Capacity and Technology Operations; Exhibit List: Exhibit 24 - Limited Power of Attorney

<u>/s/ Seth Cohen, as</u> <u>Attorney-in Fact, for Jim</u> <u>01/26/2024</u> <u>Roche</u>

** Signature of Reporting Date Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

January 26, 2024

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Bradford Hale and Seth Cohen as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- 1. Prepare, execute, acknowledge, deliver and file Schedules 13G, 13D, Forms 3, 4, and 5 (including any amendments thereto), including applications for Form ID, and any actions or documents necessary to facilitate the timely filing of beneficial ownership reports, with respect to the securities of BRP Group, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- 2. Seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- 3. Perform any and all other acts which in the discretion of the attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- 1. This Limited Power of Attorney authorizes, but does not require, each attorney-in-fact to act in his discretion on information provided to each such attorney-in-fact without independent verification of such information;
- 2. Any documents prepared and/or executed by the attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as each such attorney-in-fact, in his discretion, deems necessary or desirable;
- 3. None of the Company or any such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 13 or 16 of the Exchange Act; and
- 4. This Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13(d) and 16 of the Exchange Act. The undersigned hereby gives and grants each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite,

necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each attorney-in-fact.

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IN WITNESS WHEREOF, the undersigned hereto have caused this Limited Power of Attorney to be duly executed as of the day and year first above written.

By: <u>/s/ James Roche</u> Name: James Roche

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