

INSPERITY, INC.
Form 10-Q
May 02, 2016

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

FORM 10-Q
(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2016.

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File No. 1-13998

Insperty, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization) 76-0479645
(I.R.S. Employer Identification No.)

19001 Crescent Springs Drive
Kingwood, Texas 77339
(Address of principal executive offices) (Zip Code)

(Registrant's Telephone Number, Including Area Code): (281) 358-8986

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of April 25, 2016, 21,386,048 shares of the registrant's common stock, par value \$0.01 per share, were outstanding.

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PART I

ITEM 1. FINANCIAL STATEMENTS

INSPERITY, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)

ASSETS

	March 31, 2016 (Unaudited)	December 31, 2015
Current assets:		
Cash and cash equivalents	\$ 318,848	\$269,538
Restricted cash	40,281	37,418
Marketable securities	1,894	9,875
Accounts receivable, net:		
Trade	2,393	7,691
Unbilled	229,646	190,715
Other	3,329	2,259
Prepaid insurance	11,554	7,417
Other current assets	28,448	17,135
Total current assets	636,393	542,048
Property and equipment:		
Land	5,214	5,214
Buildings and improvements	73,919	70,273
Computer hardware and software	92,291	90,654
Software development costs	47,121	45,762
Furniture, fixtures and other	39,972	39,919
	258,517	251,822
Accumulated depreciation and amortization	(194,202)	(190,063)
Total property and equipment, net	64,315	61,759
Other assets:		
Prepaid health insurance	9,000	9,000
Deposits – health insurance	3,700	3,700
Deposits – workers’ compensation	139,873	136,462
Goodwill and other intangible assets, net	13,463	13,588
Deferred income taxes, net	11,998	16,976
Other assets	1,768	1,379
Total other assets	179,802	181,105
Total assets	\$ 880,510	\$784,912

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INSPERITY, INC.
 CONSOLIDATED BALANCE SHEETS (Continued)
 (in thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 2016 (Unaudited)	December 31, 2015
Current liabilities:		
Accounts payable	\$ 5,213	\$ 5,381
Payroll taxes and other payroll deductions payable	202,355	205,393
Accrued worksite employee payroll cost	267,656	161,917
Accrued health insurance costs	7,737	13,643
Accrued workers' compensation costs	42,229	39,053
Accrued corporate payroll and commissions	21,017	39,103
Other accrued liabilities	30,693	20,250
Income taxes payable	13,527	2,971
Total current liabilities	590,427	487,711
Noncurrent liabilities:		
Accrued workers' compensation costs	130,331	124,746
Long-term debt	104,400	—
Total noncurrent liabilities	234,731	124,746
Commitments and contingencies		
Stockholders' equity:		
Common stock	277	308
Additional paid-in capital	2,061	144,701
Treasury stock, at cost	(207,798)	(205,325)
Retained earnings	260,812	232,771
Total stockholders' equity	55,352	172,455
Total liabilities and stockholders' equity	\$ 880,510	\$ 784,912

See accompanying notes.

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INSPERITY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
Revenues (gross billings of \$4.564 billion and \$3.940 billion less worksite employee payroll cost of \$3.762 billion and \$3.241 billion, respectively)	\$802,408	\$699,479
Direct costs:		
Payroll taxes, benefits and workers' compensation costs	652,392	569,619
Gross profit	150,016	129,860
Operating expenses:		
Salaries, wages and payroll taxes	58,015	56,748
Stock-based compensation	3,575	2,423
Commissions	4,281	4,304
Advertising	3,047	3,180
General and administrative expenses	23,784	24,593
Impairment charges and other	—	9,807
Depreciation and amortization	4,271	5,285
	96,973	106,340
Operating income	53,043	23,520
Other income (expense):		
Interest income	299	107
Interest expense	(637)	(100)
Income before income tax expense	52,705	23,527
Income tax expense	20,012	9,740
Net income	\$32,693	\$13,787
Less distributed and undistributed earnings allocated to participating securities	(664)	(355)
Net income allocated to common shares	\$32,029	\$13,432
Basic net income per share of common stock	\$1.53	\$0.54
Diluted net income per share of common stock	\$1.53	\$0.54

See accompanying notes.

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INSPERITY, INC.
 CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
 THREE MONTHS ENDED MARCH 31, 2016
 (in thousands)
 (Unaudited)

	Common Stock Issued Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Total
Balance at December 31, 2015	30,758	\$ 308	\$144,701	\$(205,325)	\$232,771	\$172,455
Purchase of treasury stock, at cost	—	—	—	(4,768)	—	(4,768)
Repurchase of common stock	(3,014)	(31)	(144,232)	—	—	(144,263)
Stock-based compensation expense	—	—	1,485	2,090	—	3,575
Other	—	—	107	205	—	312
Dividends paid	—	—	—	—	(4,652)	(4,652)
Net income	—	—	—	—	32,693	32,693
Balance at March 31, 2016	27,744	\$ 277	\$2,061	\$(207,798)	\$260,812	\$55,352

See accompanying notes.

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INSPERITY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
Cash flows from operating activities:		
Net income	\$32,693	\$13,787
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,271	5,285
Impairment charges and other	—	9,807
Amortization of marketable securities	31	316
Stock-based compensation	3,575	2,423
Deferred income taxes	4,978	5,594
Changes in operating assets and liabilities:		
Restricted cash	(2,863)	(1,112)
Accounts receivable	(34,703)	(84,662)
Prepaid insurance	(4,137)	(15,359)
Other current assets	(11,313)	(3,432)
Other assets	(3,804)	(1,642)
Accounts payable	(168)	(1,613)
Payroll taxes and other payroll deductions payable	(3,038)	326
Accrued worksite employee payroll expense	105,739	31,168
Accrued health insurance costs	(5,906)	7,260
Accrued workers' compensation costs	8,761	5,360
Accrued corporate payroll, commissions and other accrued liabilities	(9,465)	(7,473)
Income taxes payable/receivable	10,556	(3,983)
Total adjustments	62,514	(51,737)
Net cash provided by (used in) operating activities	95,207	(37,950)
Cash flows from investing activities:		
Marketable securities:		
Purchases	(103)	(3,964)
Proceeds from dispositions	7,268	824
Proceeds from maturities	790	2,620
Property and equipment:		
Purchases	(4,880)	(2,423)
Net cash provided by (used in) investing activities	3,075	(2,943)

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INSPERITY, INC.
 CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
 (in thousands)
 (Unaudited)

	Three Months Ended March 31,	
	2016	2015
Cash flows from financing activities:		
Purchase of treasury stock	\$(4,768)	\$(5,719)
Repurchase of common stock	(144,263)	—
Dividends paid	(4,652)	(4,844)
Proceeds from the exercise of stock options	—	374
Income tax benefit from stock-based compensation	—	2,929
Borrowings under long-term debt agreement	124,400	—
Principal repayments	(20,000)	—
Other	311	285
Net cash used in financing activities	(48,972)	(6,975)
Net increase (decrease) in cash and cash equivalents	49,310	(47,868)
Cash and cash equivalents at beginning of period	269,538	276,456
Cash and cash equivalents at end of period	\$318,848	\$228,588

See accompanying notes.

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INSPERITY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2016
(Unaudited)

1. Basis of Presentation

Insperty, Inc., a Delaware corporation (“Insperty,” “we,” “our,” and “us”), provides an array of human resources (“HR”) and business solutions designed to help improve business performance. Our most comprehensive HR services offerings are provided through our professional employer organization (“PEO”) services, known as Workforce Optimization® and Workforce Synchronization™ solutions (together, our “PEO HR Outsourcing solutions”), which encompass a broad range of HR functions, including payroll and employment administration, employee benefits, workers’ compensation, government compliance, performance management, and training and development services, along with our cloud-based human capital management platform, the Employee Service CenterSM.

In addition to our PEO HR Outsourcing solutions, we offer a number of other business performance solutions, including Human Capital Management, Payroll Software, Time and Attendance, Performance Management, Organizational Planning, Recruiting Services, Employment Screening, Financial and Expense Management services, Retirement Services and Insurance Services, many of which are offered via desktop applications and cloud-based delivery models. These other products and services are offered separately, as a bundle, or along with our PEO HR Outsourcing solutions.

The Consolidated Financial Statements include the accounts of Insperty and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The accompanying Consolidated Financial Statements should be read in conjunction with our audited Consolidated Financial Statements at and for the year ended December 31, 2015. Our Consolidated Balance Sheet at December 31, 2015 has been derived from the audited financial statements at that date, but does not include all of the information or footnotes required by GAAP for complete financial statements. Our Consolidated Balance Sheet at March 31, 2016 and our Consolidated Statements of Operations for the three month periods ended March 31, 2016 and 2015, our Consolidated Statements of Cash Flows for the three month periods ended March 31, 2016 and 2015, and our Consolidated Statement of Stockholders’ Equity for the three month period ended March 31, 2016, have been prepared by us without audit. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary to present fairly the consolidated financial position, results of operations and cash flows, have been made. Certain prior year amounts have been reclassified to conform to the 2016 presentation.

The results of operations for the interim periods are not necessarily indicative of the operating results for a full year or of future operations.

2. Accounting Policies

Health Insurance Costs

We provide group health insurance coverage to our worksite employees through a national network of carriers, including UnitedHealthcare (“United”), UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield, and Tufts, all of which provide fully insured policies or service contracts.

The policy with United provides the majority of our health insurance coverage. As a result of certain contractual terms, we have accounted for this plan since its inception using a partially self-funded insurance accounting model. Accordingly, we record the costs of the United plan, including an estimate of the incurred claims, taxes and administrative fees (collectively the “Plan Costs”) as benefits expense in our Consolidated Statements of Operations. The estimated incurred claims are based upon: (i) the level of claims processed during the quarter; (ii) estimated completion rates based upon recent claim development patterns under the plan; and (iii) the number of participants in the plan, including both active and COBRA

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enrollees. Each reporting period, changes in the estimated ultimate costs resulting from claim trends, plan design and migration, participant demographics and other factors are incorporated into the benefits costs.

Additionally, since the plan's inception, under the terms of the contract, United establishes cash funding rates 90 days in advance of the beginning of a reporting quarter. If the Plan Costs for a reporting quarter are greater than the premiums paid and owed to United, a deficit in the plan would be incurred and a liability for the excess costs would be accrued in our Consolidated Balance Sheets. On the other hand, if the Plan Costs for the reporting quarter are less than the premiums paid and owed to United, a surplus in the plan would be incurred and we would record an asset for the excess premiums in our Consolidated Balance Sheets. The terms of the arrangement require us to maintain an accumulated cash surplus in the plan of \$9.0 million, which is reported as long-term prepaid insurance. In addition, United requires a deposit equal to approximately one day of claims funding activity, which was \$3.5 million as of March 31, 2016, and is reported as a long-term asset. As of March 31, 2016, Plan Costs were less than the net premiums paid and owed to United by \$8.2 million. As this amount is less than the agreed-upon \$9.0 million surplus maintenance level, the \$0.8 million difference is included in accrued health insurance costs, a current liability, in our Consolidated Balance Sheets. The premiums owed to United at March 31, 2016 were \$2.9 million, which is also included in accrued health insurance costs. Benefits costs include changes in estimated claims run-off related to prior periods and consisted of an increase of \$2.4 million for the first three of months of 2016 and a reduction of \$0.7 million for the first three months of 2015.

Workers' Compensation Costs

Our workers' compensation coverage has been provided through an arrangement with the ACE Group of Companies (the "ACE Program") since 2007. The ACE Program is fully insured in that ACE has the responsibility to pay all claims incurred regardless of whether we satisfy our responsibilities. Under the ACE Program, we bear the economic burden for the first \$1 million layer of claims per occurrence, as well as a maximum aggregate amount of \$5 million per policy year for claim amounts that exceed \$1 million. ACE bears the economic burden for all claims in excess of these levels.

Because we bear the economic burden for claims up to the levels noted above, such claims, which are the primary component of our workers' compensation costs, are recorded in the period incurred. Workers' compensation insurance includes ongoing health care and indemnity coverage whereby claims are paid over numerous years following the date of injury. Accordingly, the accrual of related incurred costs in each reporting period includes estimates, which take into account the ongoing development of claims and therefore requires a significant level of judgment.

We employ a third party actuary to estimate our loss development rate, which is primarily based upon the nature of worksite employees' job responsibilities, the location of worksite employees, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. Each reporting period, changes in the actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workers' compensation claims cost estimates. Workers' compensation cost estimates are discounted to present value at a rate based upon the U.S. Treasury rates that correspond with the weighted average estimated claim payout period (the average discount rate utilized in both the 2016 period and the 2015 period was 1.0%) and are accreted over the estimated claim payment period and included as a component of direct costs in our Consolidated Statements of Operations.

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The following table provides the activity and balances related to incurred but not paid workers' compensation claims:

	Three Months Ended	
	March 31,	
	2016	2015
	(in thousands)	
Beginning balance, January 1,	\$162,184	\$136,088
Accrued claims	17,787	15,958
Present value discount	(639)	(570)
Paid claims	(8,719)	(10,549)
Ending balance	\$170,613	\$140,927
Current portion of accrued claims	\$40,282	\$45,152
Long-term portion of accrued claims	130,331	95,775
	\$170,613	\$140,927

The current portion of accrued workers' compensation costs on our Consolidated Balance Sheets at March 31, 2016 includes \$1.9 million of workers' compensation administrative fees.

As of March 31, 2016 and 2015, the undiscounted accrued workers' compensation costs were \$180.8 million and \$150.6 million, respectively.

At the beginning of each policy period, the workers' compensation insurance carrier establishes monthly funding requirements comprised of premium costs and funds to be set aside for payment of future claims ("claim funds"). The level of claim funds is primarily based upon anticipated worksite employee payroll levels and expected workers' compensation loss rates, as determined by the insurance carrier. Monies funded into the program for incurred claims expected to be paid within one year are recorded as restricted cash, a short-term asset, while the remainder of claim funds are included in deposits - workers' compensation, a long-term asset in our Consolidated Balance Sheets. As of March 31, 2016, we had restricted cash of \$40.3 million and deposits - workers' compensation of \$139.9 million.

Our estimate of incurred claim costs expected to be paid within one year is included in short-term liabilities, while our estimate of incurred claim costs expected to be paid beyond one year is included in long-term liabilities on our Consolidated Balance Sheets.

New Accounting Pronouncements

We believe we have implemented the accounting pronouncements with a material impact on our financial statements and do not believe there are any new or pending pronouncements that will materially impact our financial position or results of operations, other than discussed below.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU No. 2014-09 outlines a single comprehensive revenue recognition model for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Under ASU No. 2014-09, an entity recognizes revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects

to be entitled in exchange for those goods or services. ASU No. 2014-09 is effective for annual reporting periods ending after December 15, 2017, and early adoption is not permitted. Companies may use either a full retrospective or a modified retrospective approach to adopt ASU No. 2014-09. We are currently evaluating the guidance and have not determined the impact this standard may have on our Consolidated Financial Statements.

In April 2015, FASB issued ASU No. 2015-05, Intangibles—Goodwill and Other—Internal-Use Software providing guidance on the accounting for fees paid by a customer in a cloud computing arrangement, including whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer is required to account for the software license consistent with the acquisition of other software licenses.

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Conversely, if the arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance is effective for fiscal years beginning after December 15, 2015. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The new standard requires recognition of lease assets and lease liabilities for leases previously classified as operating leases. The guidance is effective for fiscal years beginning after December 15, 2018. We are currently reviewing the guidance and assessing the impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The ASU includes multiple provisions intended to simplify various aspects of the accounting for share-based compensation payments, including (i) permitting the election of estimated or actual forfeitures for share grants, (ii) allowing excess tax benefits for share-based payments to be recorded as a reduction of income taxes reflected in operating cash flows in place of excess tax benefits currently recorded in equity and as financing activity in the cash flow statement, and (iii) providing for statutory withholding requirements. This guidance is effective for annual and interim reporting periods for public entities beginning after December 15, 2016; however, it can be elected early in any interim or annual period. We have elected to prospectively adopt this pronouncement for calendar year 2016, resulting in the recognition of an income tax benefit of \$1.0 million, or \$0.05 per diluted share in the first quarter of 2016 related to excess tax benefits from vesting of restricted stock awards. Prior to the adoption of this pronouncement excess tax benefits were required to be reported as an increase in additional paid in capital. Prior periods have not been adjusted.

3. Cash, Cash Equivalents and Marketable Securities

The following table summarizes our cash and investments in cash equivalents and marketable securities held by investment managers and overnight investments:

	March 31, 2016	December 31, 2015
	(in thousands)	
Overnight Holdings		
Money market funds (cash equivalents)	\$300,980	\$ 247,720
Investment Holdings		
Money market funds (cash equivalents)	9,739	26,048
Marketable securities	1,894	9,875
	312,613	283,643
Cash held in demand accounts	20,942	19,377
Outstanding checks	(12,813)	(23,607)
Total cash, cash equivalents and marketable securities	\$320,742	\$ 279,413
Cash and cash equivalents	\$318,848	\$ 269,538
Marketable securities	1,894	9,875
Total cash, cash equivalents and marketable securities	\$320,742	\$ 279,413

Our cash and overnight holdings fluctuate based on the timing of clients' payroll processing cycles. Included in the cash, cash equivalents and marketable securities at March 31, 2016 and December 31, 2015, are \$181.1 million and \$185.7 million, respectively, of funds associated with federal and state income tax withholdings, employment taxes and other payroll deductions, as well as \$99.2 million and \$17.0 million in client prepayments, respectively.

We account for our financial assets in accordance with Accounting Standard Codification 820, Fair Value Measurement. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The fair value measurement disclosures are grouped into three levels based on valuation factors:

Level 1 - quoted prices in active markets using identical assets

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Level 2 - significant other observable inputs, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other observable inputs

Level 3 - significant unobservable inputs

The following table summarizes the levels of fair value measurements of our financial assets:

	Fair Value Measurements (in thousands)			
March 31, 2016	Level 1	Level 2	Level 3	
Money market funds	\$310,719	\$310,719	\$—	\$ —
Municipal bonds	1,894	—	1,894	—
Total	\$312,613	\$310,719	\$1,894	\$ —

	Fair Value Measurements (in thousands)			
December 31, 2015	Level 1	Level 2	Level 3	
Money market funds	\$273,768	\$273,768	\$—	\$ —
Municipal bonds	9,875	—	9,875	—
Total	\$283,643	\$273,768	\$9,875	\$ —

The municipal bond securities valued as Level 2 investments are primarily pre-refunded municipal bonds that are secured by escrow funds containing U.S. Government securities. Our valuation techniques used to measure fair value for these securities during the period consisted primarily of third party pricing services that utilized actual market data such as trades of comparable bond issues, broker/dealer quotations for the same or similar investments in active markets and other observable inputs.

The following is a summary of our available-for-sale marketable securities:

	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
March 31, 2016				
Municipal bonds	\$ 1,892	\$ 2	\$ —	\$ 1,894
December 31, 2015				
Municipal bonds	\$ 9,875	\$ 3	\$ (3)	\$ 9,875

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As of March 31, 2016, the contractual maturities of our marketable securities were as follows:

	Amortized Cost	Estimated Fair Value
	(in thousands)	
Less than one year	\$ 1,359	\$ 1,359
One to five years	533	535
Total	\$ 1,892	\$ 1,894

4. Impairment Charges and Other

In the first quarter of 2015, we entered into a plan to sell our two aircraft, and as a result, we recorded impairment and other charges of \$9.8 million, representing the difference between the carrying value and the estimated fair value of the assets as well as a provision for potential settlement of a Texas sales and use tax assessment. The fair value of assets held for sale of \$13.5 million was determined based on the estimated selling price less costs incurred to sell and was classified as Level 2 in the fair value hierarchy. In July 2015, we received proceeds, net of selling costs, of \$12.2 million for both aircraft and recorded an additional \$1.3 million impairment charge in the second quarter of 2015.

5. Long-Term Debt

We have a revolving credit facility (the "Facility"), which was increased from \$125 million to \$200 million in the first quarter of 2016. The Facility may be further increased to \$250 million based on the terms and subject to the conditions set forth in the agreement relating to the Facility (the "Credit Agreement"). The Facility is available for working capital and general corporate purposes, including acquisitions, stock repurchases and issuances of letters of credit. Our obligations under the Facility are secured by 65% of the stock of our captive insurance subsidiary and are guaranteed by all of our domestic subsidiaries. In January 2016, we had net borrowings of \$104.4 million to fund a portion of the purchase price of our modified Dutch auction tender offer. In addition, as of March 31, 2016, we had an outstanding \$0.6 million letter of credit issued under the Facility. As of March 31, 2016, our outstanding balance on the Facility was \$104.4 million.

The Facility matures on February 6, 2020. Borrowings under the Facility bear interest at an alternate base rate or LIBOR, at our option, plus an applicable margin. Depending on our leverage ratio, the applicable margin varies (i) in the case of LIBOR loans, from 2.00% to 2.75% and (ii) in the case of alternate base rate loans, from 0.00% to 0.75%. The alternate base rate is the highest of (i) the prime rate most recently published in The Wall Street Journal, (ii) the federal funds rate plus 0.50% and (iii) the 30-day LIBOR rate plus 2.00%. We also pay an unused commitment fee on the average daily unused portion of the Facility at a rate of 0.25%. The interest rate at March 31, 2016 was 2.19%. Interest expense and unused commitment fees are recorded in other income (expense).

The Facility contains both affirmative and negative covenants that we believe are customary for arrangements of this nature. Covenants include, but are not limited to, limitations on our ability to incur additional indebtedness, sell material assets, retire, redeem or otherwise reacquire our capital stock, acquire the capital stock or assets of another business, make investments and pay dividends. In addition, the Credit Agreement requires us to comply with financial covenants limiting our total funded debt, minimum interest coverage ratio and maximum leverage ratio. We were in compliance with all financial covenants under the Credit Agreement at March 31, 2016.

6. Stockholders' Equity

During the first quarter of 2016, we repurchased or withheld an aggregate of 3.1 million shares of our common stock, as described below.

Tender Offer for Common Stock

In December 2015, we commenced a modified Dutch auction tender offer to purchase up to \$125 million in value of our common stock at a price not less than \$43.50 per share and not more than \$50.00 per share. In January 2016, we exercised our right to increase the size of the tender offer by up to 2.0% of our outstanding common stock. The tender offer period expired on January 7, 2016 and on January 13, 2016, we purchased 3,013,531 shares of our common stock at a per share price of \$47.50 and an aggregate price of \$143.1 million, excluding \$1.1 million of transaction costs. The shares were immediately canceled and retired.

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The tender offer was funded through borrowings of \$104.4 million under the Facility and the remainder with cash on hand.

Repurchase Program

Our Board of Directors (the “Board”) has authorized a program to repurchase shares of our outstanding common stock (“Repurchase Program”). The purchases are to be made from time to time in the open market or directly from stockholders at prevailing market prices based on market conditions and other factors. During the three months ended March 31, 2016, no shares were repurchased under the Repurchase Program. As of March 31, 2016, we were authorized to repurchase an additional 524,332 shares under the Repurchase Program.

Withheld Shares

During the three months ended, March 31, 2016, we withheld 100,266 shares to satisfy tax withholding obligations for the vesting of restricted stock awards.

Dividends

The Board declared quarterly dividends as follows:

	2016	2015
(amounts per share)		

First quarter	\$0.22	\$0.19
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During the three months ended March 31, 2016 and 2015, we paid dividends totaling \$4.7 million and \$4.8 million, respectively.

7. Long-Term Incentive Program

On March 30, 2015, we adopted the Insperity, Inc. Long-Term Incentive Program (the “LTIP”) under the Insperity, Inc. 2012 Incentive Plan. The LTIP provides for performance-based long-term compensation awards in the form of performance units to certain employees based on the achievement of pre-established performance goals.

Each performance unit represents the right to receive one common share at a future date based on our performance against specified targets. Performance units have a vesting schedule of three years. The fair value of each performance unit is the market price of one common share on the date of grant in the case of performance condition awards. In the case of market condition awards, the fair value is determined using a Monte Carlo lattice model approach at the date of grant. The compensation expense for such awards is recognized on a straight-line basis over the vesting term. For performance condition awards, the number of shares expected to be issued is adjusted upward or downward based upon the probability of achievement of the performance targets.

The ultimate number of shares issued and the related compensation cost recognized is based on a comparison of the final performance metrics to the specified targets.

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The following is a summary of LTIP award activity for 2016:

	Number of Performance Units at Target	Weighted Average Grant Date Fair Value	Maximum Shares Eligible to Receive
Unvested at December 31, 2015	100,900	\$ 52.80	183,401
Granted	118,525	59.13	237,050
Vested	—	—	—
Canceled	(2,550)	52.80	(4,635)
Unvested at March 31, 2016	216,875	56.26	415,816

As of March 31, 2016, we estimate 174,518 shares and 109,390 shares will vest with \$6.1 million and \$5.7 million in unamortized compensation expense related to the 2015 and 2016 grants, respectively.

8. Net Income per Share

We utilize the two-class method to compute net income per share. The two-class method allocates a portion of net income to participating securities, which include unvested awards of share-based payments with non-forfeitable rights to receive dividends. Net income allocated to unvested share-based payments is excluded from net income allocated to common shares. Any undistributed losses resulting from dividends exceeding net income are not allocated to participating securities. Basic net income per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the period, plus the dilutive effect of outstanding stock options.

The following table summarizes the net income allocated to common shares and the basic and diluted shares used in the net income per share computations:

	Three Months Ended March 31, 2016 2015 (in thousands)	
Net income	\$32,693	\$13,787
Less distributed and undistributed earnings allocated to participating securities	(664)	(355)
Net income allocated to common shares	\$32,029	\$13,432
Weighted average common shares outstanding	20,972	24,716
Incremental shares from assumed conversions of common stock options	6	8
Adjusted weighted average common shares outstanding	20,978	24,724

9. Commitments and Contingencies

Worksite Employee 401(k) Retirement Plan Class Action Litigation

In December 2015, a class action lawsuit was filed against us and our third party discretionary trustee of the Insperty 401(k) retirement plan available to eligible worksite employees (the "Plan") in the United States District Court for the Northern District of Georgia, Atlanta Division on behalf of Plan participants. This suit generally alleges that the Company's third-party discretionary trustee of the Plan and Insperty breached their fiduciary duties to plan

participants by selecting an Insperty subsidiary to serve as the recordkeeper for the Plan, by causing participants in the Plan to pay excessive recordkeeping fees to the Insperty subsidiary, by failing to monitor other fiduciaries and by making imprudent investment choices. We believe we have meritorious defenses and we intend to vigorously defend this litigation. As a result of uncertainty regarding the outcome of this matter, no provision has been made in the accompanying consolidated financial statements.

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We are a defendant in various other lawsuits and claims arising in the normal course of business. Management believes it has valid defenses in these cases and is defending them vigorously. While the results of litigation cannot be predicted with certainty, management believes the final outcome of such litigation will not have a material adverse effect on our financial position or results of operations.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2015, as well as our Consolidated Financial Statements and notes thereto included in this quarterly report on Form 10-Q.

New Accounting Pronouncements

Please read Note 2 to the Consolidated Financial Statements, "Accounting Policies – New Accounting Pronouncements," for new accounting pronouncements information.

Results of Operations

Three Months Ended March 31, 2016 Compared to Three Months Ended March 31, 2015.

The following table presents certain information related to our results of operations:

	Three Months Ended March 31,		% Change
	2016	2015	
	(in thousands, except per share and statistical data)		
Revenues (gross billings of \$4.564 billion and \$3.940 billion, less worksite employee payroll cost of \$3.762 billion and \$3.241 billion, respectively)	\$ 802,408	\$ 699,479	14.7 %
Gross profit	150,016	129,860	15.5 %
Operating expenses	96,973	106,340	(8.8)%
Operating income	53,043	23,520	125.5 %
Other income (expense)	(338)	7	—
Net income	32,693	13,787	137.1 %
Diluted net income per share of common stock	1.53	0.54	183.3 %
Adjusted net income ⁽¹⁾	34,911	21,627	61.4 %
Adjusted diluted net income per share of common stock ⁽¹⁾	1.63	0.86	89.5 %
Adjusted EBITDA ⁽¹⁾	61,188	42,290	44.7 %
Statistical Data:			
Average number of worksite employees paid per month	158,391	137,959	14.8 %
Revenues per worksite employee per month ⁽²⁾	\$ 1,689	\$ 1,690	(0.1)%
Gross profit per worksite employee per month	316	314	0.6 %
Operating expenses per worksite employee per month	204	257	(20.6)%
Operating income per worksite employee per month	112	57	96.5 %
Net income per worksite employee per month	69	33	109.1 %

(1) Please read "Non-GAAP Financial Measures" for a reconciliation of the non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with GAAP.

- (2) Gross billings of \$9,606 and \$9,521 per worksite employee per month, less payroll cost of \$7,917 and \$7,831 per worksite employee per month, respectively.

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Revenues

Our revenues for the first quarter of 2016 increased 14.7% over the 2015 period, primarily due to a 14.8% increase in the average number of worksite employees paid per month, partially offset by a 0.1%, or \$1, decrease in revenues per worksite employee per month.

We provide our PEO HR Outsourcing solutions to small and medium-sized businesses in strategically selected markets throughout the United States. By region, our PEO HR Outsourcing solutions revenue change from the first quarter of 2015 and distribution for the quarters ended March 31, 2016 and 2015 were as follows:

	Three Months Ended March 31,			Three Months Ended March 31,		
	2016	2015	% Change	2016	2015	
	(in thousands)			(% of total revenue)		
Northeast	\$208,655	\$184,362	13.2 %	26.4 %	26.8 %	
Southeast	81,269	66,562	22.1 %	10.3 %	9.7 %	
Central	127,006	104,617	21.4 %	16.1 %	15.2 %	
Southwest	189,310	176,646	7.2 %	24.0 %	25.7 %	
West	183,712	156,094	17.7 %	23.2 %	22.6 %	
	789,952	688,281	14.8 %	100.0 %	100.0 %	
Other revenue ⁽¹⁾	12,456	11,198	11.2 %			
Total revenue	\$802,408	\$699,479	14.7 %			

⁽¹⁾ Comprised primarily of revenues generated by our other products and services offerings.

The percentage of total PEO HR Outsourcing solutions revenues in our significant markets include the following:

	Three Months Ended March 31,	
	2016	2015
Texas	22.4 %	24.0 %
California	18.7 %	18.1 %
New York	10.0 %	10.1 %
Other	48.9 %	47.8 %
Total	100.0 %	100.0 %

Our growth in the number of worksite employees paid is affected by three primary sources: new client sales, client retention and the net change in existing clients through worksite employee new hires and layoffs. During the first quarter of 2016, we saw improvement in worksite employees paid from each of these sources as compared to the first quarter of 2015.

Gross Profit

Gross profit for the first quarter of 2016 increased 15.5% over the first quarter of 2015 to \$150.0 million. The average gross profit per worksite employee increased 0.6% to \$316 per month in the 2016 period from \$314 per month in the 2015 period. Included in gross profit in the 2016 period is a \$16 per worksite employee per month contribution from our other products and services offerings compared to \$17 per worksite employee per month in the 2015 period.

Our pricing objectives attempt to achieve a level of revenue per worksite employee to match or exceed changes in primary direct costs and operating expenses. Our revenues per worksite employee per month during the first quarter of 2016 decreased 0.1% compared to the first quarter of 2015. Our direct costs, which primarily include payroll taxes, benefits and workers' compensation expenses, decreased 0.2% to \$1,373 per worksite employee per month in the first quarter of 2016 compared to \$1,376 in the first quarter of 2015. The primary direct cost components changed as follows:

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Benefits costs – The cost of group health insurance and related employee benefits increased \$3 per worksite employee per month, or 2.4% on a cost per covered employee basis, compared to the first quarter of 2015. Included in 2016 benefits costs is a charge of \$2.4 million, or \$5 per worksite employee per month, for changes in estimated claims run-off related to prior periods compared to a reduction of \$0.7 million, or \$2 per worksite employee per month, in 2015. The percentage of worksite employees covered under our health insurance plans was 70.2% in the 2016 period compared to 71.5% in the 2015 period. Please read Note 2 to the Consolidated Financial Statements, “Accounting Policies – Health Insurance Costs,” for a discussion of our accounting for health insurance costs.

Workers’ compensation costs – Workers’ compensation costs increased 10.4%, but decreased \$2 on a per worksite employee per month basis, compared to the first