

INSIGHT ENTERPRISES INC
Form 8-K
May 11, 2018

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):

May 10, 2018

Insight Enterprises, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-25092

(Commission
File Number)

86-0766246

(I.R.S. Employer
Identification No.)

6820 South Harl Avenue, Tempe, Arizona

(Address of principal executive offices)

85283

(Zip Code)

Registrant's telephone number, including area code:

480-333-3000

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))

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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. ☐

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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Insight Enterprises, Inc. ("Insight" or the "Company") was held on May 10, 2018. At the Company's 2018 Annual Meeting of Stockholders, the following proposals were considered:

- (1) The election of nine directors, whose terms expired at the 2018 Annual Meeting, to serve until the 2019 Annual Meeting of Stockholders (or until their respective successors have been duly elected and qualified);
- (2) An advisory vote to approve named executive officer compensation; and
- (3) The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018.

The final voting results for each proposal are provided below. For beneficial owners holding Insight common stock at a bank or brokerage institution, a "broker non-vote" occurred if the owner failed to give voting instructions, and the bank or broker was otherwise restricted from voting on the owner's behalf.

Proposal 1

Nine directors were elected, and the aggregate votes cast for or against, as well as the abstentions and broker non-votes, were as follows:

Richard E. Allen –

For – 30,468,753, Against – 8,197, Abstentions – 15,525, Broker Non-Votes – 1,568,936

Bruce W. Armstrong –

For – 30,474,780, Against – 2,414, Abstentions – 15,281, Broker Non-Votes – 1,568,936

Linda Breard –

For – 30,474,556, Against – 2,746, Abstentions – 15,173, Broker Non-Votes – 1,568,936

Timothy A. Crown –

For – 30,449,490, Against – 27,842, Abstentions – 15,143, Broker Non-Votes – 1,568,936

Catherine Courage –

For – 30,450,749, Against – 12,541, Abstentions – 29,185, Broker Non-Votes – 1,568,936

Anthony A. Ibarguen –

For – 30,474,381, Against – 2,576, Abstentions – 15,518, Broker Non-Votes – 1,568,936

Kenneth T. Lamneck –

For – 30,474,870, Against – 2,439, Abstentions – 15,166, Broker Non-Votes – 1,568,936

Kathleen S. Pushor –

For – 30,341,652, Against – 135,665, Abstentions – 15,158, Broker Non-Votes – 1,568,936

Girish Rishi –

For – 30,474,700, Against – 2,279, Abstentions – 15,496, Broker Non-Votes – 1,568,936

Proposal 2

The stockholders voted, on an advisory basis, to approve the compensation of Insight's named executive officers, and the aggregate votes cast for or against, as well as the abstentions and broker non-votes, were as follows:

For – 27,670,509, Against – 2,787,787, Abstentions – 34,179, Broker Non-Votes – 1,568,936

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Proposal 3

The Audit Committee's appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 was ratified, and the aggregate votes cast for or against, as well as the abstentions, were as follows:

For – 31,691,648, Against – 368,621, Abstentions – 1,142

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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.

Insight Enterprises, Inc.

May 11, 2018

By: *Glynis A. Bryan*

Name: Glynis A. Bryan

Title: Chief Financial Officer