

INSPERITY, INC.  
Form DEFA14A  
April 29, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant   
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

INSPERITY, INC.  
(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



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Paul J. Sarvadi  
Chairman of the Board  
and Chief Executive Officer

May 6, 2015

Dear Stockholder:

On behalf of your Board of Directors and management, you are cordially invited to attend the Annual Meeting of Stockholders to be held at Insperty's Corporate Headquarters, Centre I in the Auditorium, located at 19001 Crescent Springs Drive, Kingwood, Texas 77339, on June 10, 2015, at 9:00 a.m. Houston, Texas time.

It is important that your shares are represented at the meeting. Whether or not you plan to attend the meeting, please complete and return the enclosed proxy card in the accompanying envelope or vote using the telephone or Internet procedures that may be provided to you. Please note that voting using any of these methods will not prevent you from attending the meeting and voting in person.

You will find information regarding the matters to be voted on at the meeting in the following pages. Our annual report on Form 10-K for the year ended December 31, 2014 is also enclosed with these materials.

Your interest in Insperty is appreciated, and we look forward to seeing you at the meeting.

Sincerely,

/s/ Paul J. Sarvadi

Paul J. Sarvadi

Chairman of the Board and Chief Executive Officer

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INSPERITY, INC.

A Delaware Corporation

19001 Crescent Springs Drive

Kingwood, Texas 77339-3802

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be Held June 10, 2015

Kingwood, Texas

The Annual Meeting of Stockholders of Insperity, Inc., a Delaware corporation (the “Company”), will be held at the Company’s Corporate Headquarters in Centre I in the Auditorium, located at 19001 Crescent Springs Drive, Kingwood, Texas 77339, on June 10, 2015, at 9:00 a.m. (Houston, Texas time), for the following purposes:

1. To elect four nominees to the Board of Directors;
2. To cast an advisory vote to approve the Company’s executive compensation (“say-on-pay” vote); and
3. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2015.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 10, 2015 : A full set of all proxy materials is enclosed with this Notice. Additionally, the Company’s Proxy Statement, most recent annual report on Form 10-K, and other proxy materials are available at [www.insperity.com/AnnualMeeting](http://www.insperity.com/AnnualMeeting).

Only stockholders of record at the close of business on April 17, 2015 are entitled to notice of, and to vote at, the meeting.

It is important that your shares be represented at the Annual Meeting of Stockholders regardless of whether you plan to attend. Therefore, please mark, sign, date and return the enclosed proxy. If you are present at the meeting, and wish to do so, you may revoke the proxy and vote in person.

By Order of the Board of Directors

/s/ Daniel D. Herink

Daniel D. Herink

Senior Vice President of Legal,

General Counsel and Secretary

May 6, 2015

Kingwood, Texas

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INSPERITY, INC.  
A Delaware Corporation  
19001 Crescent Springs Drive  
Kingwood, Texas 77339-3802  
PROXY STATEMENT  
FOR THE  
ANNUAL MEETING OF STOCKHOLDERS OF  
INSPERITY, INC.  
TO BE HELD ON WEDNESDAY, JUNE 10, 2015

Solicitation

The accompanying proxy is solicited by the Board of Directors (“the Board”) of Insperty, Inc., a Delaware corporation (the “Company” or “Insperty”), for use at the 2015 Annual Meeting of Stockholders to be held on June 10, 2015, and at any reconvened meeting after an adjournment thereof. The Annual Meeting of Stockholders will be held at 9:00 a.m. (Houston, Texas time), at the Company’s Corporate Headquarters, Centre I in the Auditorium located at 19001 Crescent Springs Drive, Kingwood, Texas 77339.

Voting Information

You may vote in one of four ways:

- by attending the meeting and voting in person;
- by signing, dating and returning your proxy in the envelope provided;
- by submitting your proxy via the Internet at the address listed on your proxy card; or
- by submitting your proxy using the toll-free telephone number listed on your proxy card.

For stockholders of record, if your shares are held in an account at a brokerage firm or bank, you may submit your voting instructions by signing and timely returning the enclosed voting instruction form, by Internet at the address shown on your voting instruction form, by telephone using the toll-free number shown on that form, or by providing other proper voting instructions to the registered owner of your shares. If shares are held in street name through a broker and the broker is not given direction on how to vote, the broker will not have discretion to vote such shares on non-routine matters, including the election of directors.

For stockholders of record, if you either return your signed proxy or submit your proxy using the Internet or telephone procedures that may be available to you, your shares will be voted as you direct. If the accompanying proxy is properly executed and returned, but no voting directions are indicated thereon, the shares represented thereby will be voted FOR the election as directors of the nominees listed herein, and FOR proposals 2 and 3. In addition, the proxy confers discretionary authority to the persons named in the proxy authorizing those persons to vote, in their discretion, on any other matters properly presented at the Annual Meeting of Stockholders. The Board is not currently aware of any such other matters. Any stockholder of record giving a proxy has the power to revoke it at any time before it is voted by: (i) submitting written notice of revocation to the Secretary of the Company at the address listed above; (ii) submitting another proxy that is properly signed and later dated; (iii) submitting a proxy again on the Internet or by telephone; or (iv) voting in person at the Annual Meeting. Stockholders who hold their shares through a nominee or broker are invited to attend the meeting but must obtain a signed proxy from their nominee or broker in order to vote in person.

The Company pays the expense of preparing, printing and mailing proxy materials to our stockholders. We have retained Innisfree M&A Incorporated (“Innisfree”), a proxy solicitation firm, to assist us in soliciting proxies for the proposals described in this proxy statement. We will pay Innisfree a fee for such service, which is not expected to exceed \$15,000 plus expenses. In addition to solicitation by mail, certain of our officers or employees (none of whom will receive additional compensation), and certain officers or employees of Innisfree, may solicit the return of proxies by telephone, email or personal interview. We will also reimburse brokerage houses and other nominees for their

reasonable expenses in forwarding proxy materials to beneficial owners of our common stock.  
The approximate date on which this proxy statement and the accompanying proxy card will first be sent to stockholders is May 6, 2015.



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At the close of business on April 17, 2015, the record date for the determination of stockholders of the Company entitled to receive notice of, and to vote at, the 2015 Annual Meeting of Stockholders or any reconvened meeting after an adjournment thereof, 25,504,636 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), were outstanding. Each share of Common Stock is entitled to one vote upon each of the matters to be voted on at the meeting. The presence, in person or by proxy, of a majority of the outstanding shares of Common Stock is required for a quorum. If a quorum is present at the meeting, under the Company's Bylaws, action on a matter or to elect director nominees shall be approved if the votes cast in favor of the matter or nominee exceed the votes cast opposing the matter or such nominee, as applicable.

In determining the number of votes cast, shares abstaining from voting or not voted on a matter will not be treated as votes cast. Accordingly, although proxies containing broker non-votes (which result when a broker holding shares for a beneficial owner has not received timely voting instructions on certain matters from such beneficial owner and when the broker does not otherwise have discretionary power to vote on a particular matter) are considered "shares present" in determining whether there is a quorum present at the Annual Meeting, they are not treated as votes cast with respect to the election of directors, and thus will not affect the outcome of the voting on the election of directors or any of the other proposals on non-routine matters to be voted on at the Annual Meeting. However, a broker holding shares for a beneficial owner will have the discretion to vote such shares for a beneficial owner with respect to routine matters, such as the ratification of the appointment of the Company's independent registered public accounting firm.

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## SECURITY OWNERSHIP

The table below sets forth, as of April 17, 2015, certain information with respect to the shares of Common Stock beneficially owned by: (i) each person known by the Company to beneficially own 5% or more of the Company's Common Stock; (ii) each director and director nominee of the Company; (iii) each of the executive officers of the Company identified in the Summary Compensation Table on page 32; and (iv) all directors, director nominees and executive officers of the Company as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>1</sup>	Percent of Class
Michael W. Brown	35,110	*
Peter A. Feld	3,335,976 <sup>2</sup>	13.08 %
Jack M. Fields, Jr.	176	*
Eli Jones	18,790	*
Carol R. Kaufman	7,482	*
Paul S. Lattanzio	26,426	*
Michelle McKenna-Doyle	— <sup>3</sup>	—
Richard G. Rawson	713,642 <sup>4</sup>	2.80 %
Paul J. Sarvadi	1,691,925 <sup>5</sup>	6.63 %
Norman R. Sorensen	— <sup>6</sup>	—
Austin P. Young	39,306	