INSIGHT ENTERPRISES INC

Form 4

February 22, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * EBERMANN WOLFGANG

2. Issuer Name and Ticker or Trading

Symbol

INSIGHT ENTERPRISES INC

[NSIT]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

(Zip)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2017

Director X_ Officer (give title below)

10% Owner Other (specify

EMEA President

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Person

(Street)

6820 SOUTH HARL AVENUE

(State)

Filed(Month/Day/Year)

TEMPE, AZ 85283

(City)

Table I - Non-Derivative Securities Acquired, Dispos	sed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/20/2017		M	2,160	A	\$0	22,372	D	
Common Stock	02/20/2017		M	1,916	A	\$ 0	24,288	D	
Common Stock	02/20/2017		M	2,127	A	\$0	26,415	D	
Common Stock	02/20/2017		M	4,319	A	\$0	30,734	D	
Common Stock	02/20/2017		M	3,832	A	\$0	34,566	D	

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Common 02/20/2017 M 5,849 \$ 0 40,415 D Α Stock

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	02/20/2017		M		2,160	(2)	(2)	Common Stock	2,160
Restricted Stock Unit	(1)	02/20/2017		M		1,916	(3)	(3)	Common Stock	1,916
Restricted Stock Unit	(1)	02/20/2017		M		2,127	<u>(4)</u>	<u>(4)</u>	Common Stock	2,127
Restricted Stock Unit	(1)	02/20/2017		M		4,319	<u>(5)</u>	(5)	Common Stock	4,319
Restricted Stock Unit	<u>(1)</u>	02/20/2017		M		3,832	<u>(6)</u>	<u>(6)</u>	Common Stock	3,832
Restricted Stock Unit	<u>(1)</u>	02/20/2017		M		5,849	<u>(7)</u>	<u>(7)</u>	Common Stock	5,849
Restricted Stock Unit	(1)	02/20/2017		A	5,216		<u>(8)</u>	(8)	Common Stock	5,216
Restricted Stock Unit	(1)	02/20/2017		A	7,824		<u>(9)</u>	(9)	Common Stock	7,824

Reporting Owners

Relationships **Reporting Owner Name / Address**

> Director 10% Owner Officer Other

> > **EMEA President**

Reporting Owners 2 EBERMANN WOLFGANG 6820 SOUTH HARL AVENUE TEMPE, AZ 85283

Signatures

Lisanne Steinheiser, by Power of Attorney, for Wolfgang Ebermann

02/22/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.
- (2) The restricted stock units were granted on February 20, 2014, with vesting to occur in four equal annual installments beginning February 20, 2015.
- (3) The restricted stock units were granted on February 20, 2015, with vesting to occur in four equal annual installments beginning February 20, 2016.
- (4) The restricted stock units were granted on February 20, 2016 with vesting to occur in four equal annual installments beginning February 20, 2017.
- (5) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2015.
- The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2016.
 - The number of restricted stock units was subject to increase or decrease with the Company's performance against specific objectives
- (7) defined in advance of the grant date. The objectives were achieved above target and the restricted stock units were increased accordingly. The restricted stock units vest in three equal annual installments beginning February 20, 2017.
- (8) The restricted stock units were granted on February 20, 2017 with vesting to occur in four equal annual installments beginning February 20, 2018.
- (9) The number of restricted stock units increases or decreases with the Company's performance against specific objectives defined in advance of the grant date, and the restricted stock units will vest in three equal annual installments beginning February 20, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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