

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

INSPERITY, INC.

CIK: **1000753** | IRS No.: **760479645** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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**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 14, 2013**

Insperity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-13998
(Commission File Number)

76-0479645
(I.R.S. Employer Identification No.)

**19001 Crescent Springs Drive
Kingwood, Texas 77339**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(281) 358-8986**

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 (see General Instruction A.2 below):

- 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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Item 2.06 Material Impairments.

On May 16, 2013, Insperity, Inc. (“the Company”) issued a press release announcing an impairment associated with its minority investment in The Receivables Exchange. The Company expects to record a non-cash impairment charge in the second quarter of 2013 at an amount up to \$2.8 million or \$0.11 per share. Due to federal income tax limitations on capital losses, no tax benefit associated with the impairment is expected to be recognized in the second quarter of 2013.

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

On May 14, 2013, the Company held its annual meeting of stockholders (the “Annual Meeting”) at its corporate headquarters in Kingwood, Texas. The results of the matters submitted to a vote of the stockholders at the Annual Meeting were as follows:

- (i) To elect the persons named below as Class III directors for a term expiring at the annual meeting of stockholders in 2016 or until their respective successors have been duly elected and qualified:

<u>Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Jack M. Fields, Jr.	22,024,221	927,397	1,375,973
Paul S. Lattanzio	22,320,407	631,211	1,375,973
Richard G. Rawson	22,042,096	909,522	1,375,973

- (ii) To cast an advisory vote to approve the Company’s executive compensation:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,260,503	1,678,748	12,367	1,375,973

- (iii) To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2013:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,196,734	116,606	14,251	N/A

- (iv) To cast a vote on a non-binding stockholder proposal regarding majority voting in director elections:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
17,782,316	5,160,159	9,143	1,375,973

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Insperity, Inc. on May 16, 2013.

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.

INSPERITY, INC.

By: /s/ Daniel D. Herink

Daniel D. Herink

Senior Vice President of Legal, General Counsel and Secretary

Date: May 16, 2013

EXHIBIT INDEX

Exhibit No.	Description
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99.1	— Press release issued by Insuperity, Inc. on May 16, 2013.
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**Insperty Announces Stock Repurchase Program Expansion
Among Other Matters**

HOUSTON – May 16, 2013 –Insperty, Inc. (NYSE: NSP), a leading provider of human resources and business performance solutions for America’s best businesses, today announced that Insperty’s board of directors has authorized an expansion of its stock repurchase program by an additional 1 million shares. The company has repurchased over 415,000 shares under the plan in 2013, and as a result of the expansion now has 1,413,845 shares available for repurchase. Purchases may be made from time to time in the open market or in privately negotiated transactions. Insperty intends to adopt Rule 10b5-1 prearranged stock trading plans to facilitate the repurchase of its common stock during times it would not otherwise be in the market due to self-imposed trading blackout periods or possible possession of material nonpublic information.

Insperty’s board of directors also declared a quarterly cash dividend of \$0.17 per share. The dividend will be paid on June 21, 2013, to all stockholders of record as of May 31, 2013.

Insperty is currently analyzing its investment in The Receivable Exchange (“TRE”), an online marketplace for the sale of accounts receivable. In 2011, Insperty acquired a minority interest in TRE for \$2.8 million. Insperty has recently been informed that TRE’s current valuation estimate is significantly below Insperty’s carrying value. Accordingly, Insperty expects to record a non-cash impairment charge in the second quarter of 2013 at an amount up to \$2.8 million, or \$0.11 per share. Due to federal income tax limitations on capital losses, no tax benefit associated with the impairment is expected to be recognized in the second quarter of 2013.

Insperty, a trusted advisor to America’s best businesses for more than 27 years, provides an array of human resources and business solutions designed to help improve business performance. Insperty™ Business Performance Advisors offer the most comprehensive suite of products and services available in the marketplace. Insperty delivers administrative relief, better benefits, reduced liabilities and a systematic way to improve productivity through its premier Workforce Optimization™ solution. Additional company offerings include Human Capital Management, Payroll Services, Time and Attendance, Performance Management, Organizational Planning, Recruiting Services, Employment Screening, Financial Services, Expense Management, Retirement Services and Insurance Services. Insperty business performance solutions support more than 100,000 businesses with over 2 million employees. With 2012 revenues of \$2.2 billion, Insperty operates in 57 offices throughout the United States. For more information, visit <http://www.insperty.com>.

The statements contained herein that are not historical facts are forward-looking statements within the meaning of the federal securities laws (Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). You can identify such forward-looking statements by the words “expects,” “intends,” “plans,” “projects,” “believes,” “estimates,” “likely,” “possibly,” “probably,” “goal,” “opportunity,” “objective,” “target,” “assume,” “outlook,” “guidance,” “predicts,” “appears,” “indicator” and similar expressions. Forward-looking statements involve a number of risks and uncertainties. In the normal course of business, Insuperity, Inc., in an effort to help keep our stockholders and the public informed about our operations, may from time to time issue such forward-looking statements, either orally or in writing. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of such plans or strategies, or projections involving anticipated revenues, earnings, unit growth, profit per worksite employee, pricing, operating expenses or other aspects of operating results. We base the forward-looking statements on our expectations, estimates and projections at the time such statements are made. These statements are not guarantees of future performance and involve risks and uncertainties that we cannot predict. In addition, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Therefore, the actual results of the future events described in such forward-looking statements could differ materially from those stated in such forward-looking statements. Among the factors that could cause actual results to differ materially are: (i) continued effects of the economic recession and general economic conditions; (ii) regulatory and tax developments and possible adverse application of various federal, state and local regulations; (iii) the ability to secure competitive replacement contracts for health insurance and workers’ compensation contracts at expiration of current contracts; (iv) increases in health insurance costs and workers’ compensation rates and underlying claims trends, health care reform, financial solvency of workers’ compensation carriers, other insurers or financial institutions, state unemployment tax rates, liabilities for employee and client actions or payroll-related claims; (v) failure to manage growth of our operations and the effectiveness of our sales and marketing efforts; (vi) changes in the competitive environment in the PEO industry, including the entrance of new competitors and our ability to renew or replace client companies; (vii) our liability for worksite employee payroll, payroll taxes and benefits costs; (viii) our liability for disclosure of sensitive or private information; (ix) our ability to integrate or realize expected returns on our acquisitions; and (x) an adverse final judgment or settlement of claims against Insuperity. These factors are discussed in further detail in Insuperity’s filings with the U.S. Securities and Exchange Commission. Any of these factors, or a combination of such factors, could materially affect the results of our operations and whether forward-looking statements we make ultimately prove to be accurate.

Except to the extent otherwise required by federal securities law, we do not undertake any obligation to update our forward-looking statements to reflect events or circumstances after the date they are made or to reflect the occurrence of unanticipated events.

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