INSIGHT ENTERPRISES INC

Form 4 July 11, 2017

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

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).

Common

Stock

07/10/2017

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cowley Samuel C Issuer Symbol INSIGHT ENTERPRISES INC (Check all applicable) [NSIT] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) 6820 S. HARL AVENUE 07/10/2017 Gen'l Counsel & Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TEMPE, AZ 85283** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3, 4 and 5) (Instr. 3) Code Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 07/10/2017 M 811 Α \$0 811 D Stock \$ Common D 07/10/2017 F 243 568 D (1) 39.75 Stock Common 07/10/2017 5,708 \$0 6,276 D M A Stock Common 07/10/2017 F 1.715 4,561 D Stock 39.75

M

2,230

\$0

A

6,791

D

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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Common (1) 39.75 6,12107/10/2017 670 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(2)	07/10/2017		M	811	(3)	(3)	Common Stock	811	\$
Restricted Stock Unit	(2)	07/10/2017		M	5,708	<u>(4)</u>	<u>(4)</u>	Common Stock	5,708	\$
Restricted Stock Unit	<u>(2)</u>	07/10/2017		M	2,230	<u>(5)</u>	(5)	Common Stock	2,230	\$

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Cowley Samuel C 6820 S. HARL AVENUE

Gen'l Counsel & Secretary

TEMPE, AZ 85283

Signatures

Lisanne Steinheiser, by Power of Attorney, for Samuel C. 07/11/2017 Cowley

> **Signature of Reporting Person Date

2 Reporting Owners

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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).
- Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations.
- (1) The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or next preceding trading date in the case that the vesting date is a non-trading date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.
- (3) The restricted stock units were granted on July 10, 2016, with vesting to occur in four equal annual installments beginning July 10, 2017.
- (4) The restricted stock units were granted on July 10, 2016, with vesting to occur in three equal annual installments beginning July 10, 2017.
- (5) 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 July 10, 2017.

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.