

INSPERITY, INC.  
Form 8-K  
May 11, 2017

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, 2017 (May 9, 2017)  
Insperty, Inc.  
(Exact name of registrant as specified in its charter)

Delaware 1-13998 76-0479645  
(State or other jurisdiction of incorporation) (Commission File Number) (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))

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 9, 2017, Peter Feld notified Insperity, Inc. (the “Company”) that he had resigned from the Board of Directors of the Company effective immediately in light of the aggregate beneficial ownership of the Company’s common stock by Starboard Value, LP and certain of its affiliates (collectively, “Starboard”) being below the Minimum Ownership Threshold specified in the prior agreements between the Company and Starboard.

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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.

INSPERITY, INC.

By: /s/ Daniel D. Herink  
Daniel D. Herink  
Senior Vice President, Legal, General Counsel and  
Secretary

Date: May 10, 2017