

INSIGHT ENTERPRISES INC  
Form DEF 14A  
March 31, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

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 Pursuant to §240.14a-12

**INSIGHT ENTERPRISES, 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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**INSIGHT ENTERPRISES, INC.**

**6820 South Harl Avenue**

**Tempe, Arizona 85283**

**NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS**

**May 14, 2014**

**TO OUR STOCKHOLDERS:**

You are cordially invited to attend the Insight Enterprises, Inc. 2014 annual meeting of stockholders on Wednesday, May 14, 2014, at 11:00 a.m. Mountain Standard Time, at our client support center, 910 West Carver Road, Suite 110, Tempe, Arizona 85284, for the following purposes:

- (1) To elect three Class II directors to serve until the 2017 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- (2) To hold an advisory vote to approve named executive officer compensation;
- (3) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2014;
- (4) To consider a stockholder proposal, if properly presented at the annual meeting; and
- (5) To transact such other business as may properly come before the annual meeting or any adjournment of the meeting.

These items are more fully described in the enclosed proxy statement.

Each outstanding share of our common stock entitles the holder of record at the close of business on March 21, 2014 to receive notice of and to vote at the annual meeting or any adjournment or postponement of the meeting. Shares of common stock can be voted at the annual meeting only if the holder is present in person or by valid proxy. A copy of our annual report on Form 10-K is enclosed.

By Order of the Board of Directors,

/s/ Steven R. Andrews

Tempe, Arizona

April 7, 2014

Steven R. Andrews

General Counsel and Secretary

**YOU MAY VOTE YOUR SHARES BY TELEPHONE, VIA THE INTERNET OR BY MAIL BY FOLLOWING THE INSTRUCTIONS ON YOUR PROXY CARD. IF YOU VOTE BY TELEPHONE OR VIA THE INTERNET, YOU SHOULD NOT RETURN YOUR PROXY CARD. IF YOU CHOOSE TO VOTE BY MAIL, PLEASE SIGN, DATE AND RETURN THE PROXY CARD IN THE ENVELOPE PROVIDED. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE YOUR SHARES ARE VOTED AT THE MEETING BY SUBMITTING WRITTEN NOTICE OF REVOCATION TO THE CORPORATE SECRETARY OF INSIGHT ENTERPRISES, INC. OR BY SUBMITTING ANOTHER TIMELY PROXY BY TELEPHONE, INTERNET OR MAIL. IF YOU ARE PRESENT AT THE MEETING, YOU MAY VOTE YOUR SHARES IN PERSON, AND THE PROXY WILL NOT BE USED. IF YOU HOLD SHARES THROUGH A BROKER OR OTHER CUSTODIAN, PLEASE CHECK THE VOTING INSTRUCTIONS USED BY THAT BROKER OR CUSTODIAN.**

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**INSIGHT ENTERPRISES, INC.**

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**2014 ANNUAL MEETING OF STOCKHOLDERS**

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**INSIGHT ENTERPRISES, INC.**

**6820 South Harl Avenue**

**Tempe, Arizona 85283**

**PROXY STATEMENT**

**2014 ANNUAL MEETING OF STOCKHOLDERS**

**May 14, 2014**

This proxy statement is being furnished to you in connection with the solicitation of proxies by the Board of Directors of Insight Enterprises, Inc. Your vote is very important. For this reason, the Board of Directors is requesting that you allow your common stock to be represented at the annual meeting by the persons named as proxies on the enclosed proxy card. **This proxy statement is being sent to you in connection with this request and has been prepared for the Board of Directors by our management.** The terms we, our, Insight and Company refer to Insight Enterprises Inc. and its subsidiaries. This proxy statement is first being sent to our stockholders on or about April 7, 2014.

**PROXY SUMMARY**

*Who can vote?*

You are entitled to vote your common stock if our records show that you held your shares as of March 21, 2014, the record date for our meeting. At the close of business on that date, 41,304,502 shares of common stock were outstanding and entitled to vote. Each share of common stock has one vote. The enclosed proxy card shows the number of shares that you are entitled to vote. Your individual vote is confidential. We use our transfer agent to tabulate votes, but we will not disclose your vote to others.

*How do I vote?*

If your common stock is held by a broker, bank or other nominee (i.e., in street name), you will receive instructions from the registered holder that you must follow in order to have your shares voted. If you hold your shares in your own name (i.e., as a holder of record), you may vote your shares by telephone, via the Internet or by mail. To vote by mail you may instruct the persons named as proxies how to vote your shares by signing, dating and mailing the proxy card in the envelope provided. You may vote by telephone or Internet 24 hours a day, 7 days a week until 11:59 p.m. (CT) on May 13, 2014. The enclosed proxy card contains instructions for telephone and Internet voting. You may also come to the meeting and vote your shares in person.



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*How may I revoke my proxy instructions?*

You may revoke your proxy instructions by any of the following procedures:

1. Send us another signed proxy with a later date;
2. Vote or re-vote by telephone or over the Internet at a later date;
3. Send a letter to our Corporate Secretary, at 6820 South Harl Avenue, Tempe, Arizona 85283, revoking your proxy before your common stock has been voted by proxies at the meeting; or
4. Attend the annual meeting and vote your shares in person.

*How are votes counted?*

The annual meeting will be held if a majority of our outstanding shares entitled to vote is represented at the meeting. If you have returned valid proxy instructions or attend the meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters introduced at the meeting.

Shares of common stock represented by properly executed proxy cards received by the Company in time for the meeting will be voted in accordance with the instructions in the proxies. If you return a signed proxy card without giving specific voting instructions, your shares will be voted as recommended by the Board of Directors, as follows:

Proposal No. 1    FOR    the election of all Class II director nominees named in this proxy statement

Proposal No. 2    FOR    the advisory vote to approve named executive officer compensation

Proposal No. 3    FOR    the ratification of the appointment of KPMG LLP as our independent registered public accounting firm

Proposal No. 4 your shares will ABSTAIN from voting on the stockholder proposal on declassifying the Board of Directors

We are not aware of any other matters to be presented at the annual meeting except for those described in this proxy statement. However, if any other matters not described in this proxy statement are properly presented at the meeting, the persons named as proxies will use their own judgment to determine how to vote your shares. If the meeting is adjourned, your shares may be voted by the persons named as proxies on the new meeting date as well, unless you have revoked your proxy instructions prior to that time.

A broker non-vote occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or other nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum for the annual meeting. Broker non-votes are not considered to be shares entitled to vote on proposals where the broker does not have discretionary authority and will not be considered in determining the number of votes necessary for approval and will have no effect on the outcome of any vote at the meeting to which the broker or other nominee lacks discretionary authority.

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An abstention is generally viewed as the voluntary act of not voting by a stockholder who is present at the meeting and otherwise entitled to vote. An abstaining stockholder is present at the meeting and entitled to vote, and therefore, will be counted for purposes of determining whether a quorum is present. Where the proposal requires a majority of the shares outstanding and entitled to vote on the proposal, an abstention will have the effect of a vote against the proposal. Where the proposal requires a majority of the shares present and in person or represented by proxy at the annual meeting, an abstention will have the effect of a vote against the proposal. Where, however, the proposal requires a majority of the votes cast, an abstention will not have an effect on the outcome of the vote, since it is not a vote cast for or against the proposal.

*May I attend the annual meeting?*

If you are a holder of record, you may attend the annual meeting. If you plan to attend the annual meeting, please indicate this when you return your proxy. If you are a beneficial owner of common stock held by a broker or bank, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a broker or bank showing your current ownership and ownership of our shares on the record date are examples of proof of ownership. If you want to vote in person shares you hold in street name, you will have to get a proxy in your name from the registered holder before the annual meeting.

*What vote is required?*

With respect to Proposal No. 1 (Election of Directors), each of the three nominees for director will be elected upon the affirmative vote of the majority of votes cast with respect to the director's election, which means the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee. Any incumbent director nominee who is not elected by a majority of votes cast must tender his or her resignation to the Board, and the Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. In such a situation, the Board will act on the Nominating and Governance Committee's recommendation and publicly disclose its decision and the rationale behind its decision within 90 days from the date of the certification of the election results. In the event of a contested election, director nominees who receive the most votes for the number of seats up for election will be elected.

Proposal No. 2 (Advisory Vote to Approve Named Executive Officer Compensation), Proposal No. 3 (Ratification of the Appointment of KPMG LLP as our Independent Registered Public Accounting Firm) and Proposal No. 4 (Stockholder Proposal on Declassifying the Board of Directors) will be adopted upon the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote on such proposal, present in person or represented by proxy at the annual meeting.

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Broker non-votes shall not be treated as votes cast and will have no effect on Proposal No. 1, Proposal No. 2 and Proposal No. 4.

With the exception of Proposal No. 1, in determining whether each of these proposals has received the requisite number of affirmative votes, abstentions will have the same effect as a vote cast against the proposal. Abstentions will have no effect on Proposal No. 1.

*Who pays the cost of this proxy solicitation?*

We will pay the cost of this proxy solicitation. We will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy material to their principals and obtaining their proxies. We will solicit proxies by mail, except for any incidental personal solicitation made by our directors, officers and employees, for which they will not be paid. We have retained Georgeson Inc. to assist us in the distribution and solicitation of proxies. We estimate that we will pay Georgeson Inc. approximately \$11,000, plus reimbursement of out-of-pocket expenses, for its services.

*Who should I call if I have questions?*

If you have questions about the annual meeting or voting, please call our Corporate Secretary, Steven R. Andrews, at (480) 333-3000.

*How may I receive a copy of Insight's annual report on Form 10-K and proxy materials?*

A copy of our annual report on Form 10-K for the year ended December 31, 2013 is enclosed. Company stockholders who share an address may receive only one copy of this proxy statement and the 2013 annual report on Form 10-K from their bank, broker or other nominee, unless contrary instructions are received. We will deliver promptly a separate copy of this proxy statement and the 2013 annual report on Form 10-K to any stockholder who resides at a shared address and to which a single copy of the documents was delivered, if the stockholder makes a request by contacting our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283, or by telephone at (480) 333-3000. Stockholders sharing an address who are receiving multiple copies of this proxy statement and the 2013 annual report on Form 10-K and who wish to receive a single copy in the future will need to contact their bank, broker or other nominee.

**Insight will mail without charge, upon written request, another copy of our annual report on Form 10-K for the year ended December 31, 2013, including the consolidated financial statements and list of exhibits, and any particular exhibit specifically requested.** Requests should be addressed to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283. Our annual report on Form 10-K is also available at [www.insight.com](http://www.insight.com).

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**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

There are three nominees standing for re-election to our Board at the 2014 annual meeting of stockholders: Larry A. Gunning, Robertson C. Jones and Kenneth T. Lamneck. Messrs. Gunning and Jones have both served as directors since 1995, and Mr. Lamneck has served as a director since 2010. All are Class II directors. Messrs. Gunning and Jones each qualify as an independent director as defined in NASDAQ Listing Rule 5605(a)(2), and Mr. Lamneck is our President and Chief Executive Officer. Unless otherwise instructed, the proxy holders will vote for the election of Messrs. Gunning, Jones and Lamneck.

Each of the nominees was nominated by the Nominating and Governance Committee and has agreed to be named in this proxy statement and serve if elected, and we know of no reason why any of the nominees would not be able to serve. However, if any nominee is unable or declines to serve as a director, or if a vacancy occurs before the election (which events are not anticipated), the proxy holders will vote for the election of such other person or persons nominated by the Board.

Information concerning each director nominee is set forth below, along with information about other members of our Board and about our executive officers.

**Vote Required**

To be elected, a director nominee must receive the affirmative vote of the majority of votes cast, meaning that the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee. Abstentions and broker non-votes will have no effect on Proposal No. 1.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS**

**A VOTE FOR ELECTION OF THE NOMINEES NAMED ABOVE**

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**INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS**

Our Board currently consists of nine persons, divided into three classes serving staggered terms of three years. The terms of the Class II directors will expire at the 2014 annual meeting (if re-elected, their new terms will expire at the 2017 annual meeting) and the terms of the Class III and Class I directors will expire at the 2015 and 2016 annual meetings, respectively.

**Directors**

The names of our directors and information about them, including their specific qualifications, are set forth below.

<p><i>Timothy A. Crown</i></p> <p>(Age 50)</p> <p>Chair of the Board</p> <p>Class III Director</p> <p>Chair of the Executive Committee</p>	<p>Mr. Crown has been a director since 1994 and assumed the position of Chair of the Board in November 2004. Mr. Crown has been a non-employee director since 2004. Mr. Crown, a co-founder of the Company, stepped down from the position of President and Chief Executive Officer in November 2004, positions he had held since January 2000 and October 2003, respectively. Mr. Crown is also an officer and director of various private companies, including companies in which he has made investments.</p> <p>The Board believes Mr. Crown's experience as a co-founder of the Company gives him a unique perspective on the Company's opportunities, operations and challenges, and on the industry in which we operate. Mr. Crown's experience in co-founding over 20 companies in the public, private and not-for-profit sectors also brings to our Board a focus on innovation and managing growth in rapidly changing environments.</p>
<p><i>Kenneth T. Lamneck</i></p> <p>(Age 59)</p> <p>President and Chief Executive Officer</p> <p>Class II Director</p> <p>Member of the Executive Committee</p>	<p>Mr. Lamneck was appointed President and Chief Executive Officer of Insight effective January 1, 2010. From 2004 through 2009, Mr. Lamneck served as President, the Americas, at Tech Data Corporation, a wholesale distributor of technology products, where he led operations in the United States, Canada and Latin America. From 1996 to 2003, he held various executive management positions at Arrow Electronics, including President of Arrow/Richey Electronics and President of Arrow's Industrial Computer Products business. Effective June 11, 2013, Mr. Lamneck was appointed to the board of directors of Benchmark Electronics, Inc. a publicly-held company that provides integrated manufacturing, design and engineering services to original equipment manufacturers of computers and related products.</p> <p>Mr. Lamneck's knowledge of our business, based on over 20 years of industry experience and his extensive management experience, make him a valuable contributor to the Board. In addition, as our President and Chief Executive Officer, the Board believes it is appropriate for him to be a member of our Board.</p>



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*Richard E. Allen*  
(Age 57)  
Class I Director  
Chair of the Audit Committee  
Member of the Compensation Committee

Mr. Allen was appointed a director effective January 19, 2012 and is one of the Audit Committee's designated financial experts. Mr. Allen served at J.D. Edwards & Company, a cross-industry ERP software solutions company, from 1985 to 2004, most recently as Executive Vice President, Finance and Administration, and served as a member of its board from 1992 to 2004. Mr. Allen is currently a member of the board of directors of Quantros, Inc., a privately-held cloud-based healthcare solutions provider, AtTask, Inc., a privately-held, cloud-based enterprise work management solutions provider, Therapeutic Research Center, a provider of analytical and advisory content for pharmacists, and Avangate, a cloud commerce provider. Mr. Allen serves as the chair of the audit committee for these four companies. Prior to each of the following companies being acquired, he also served on the board of directors of RightNow Technologies, Inc., a publicly-held cloud-based CRM business to consumer solutions provider, from 2004 until January 2012, and HireRight, Inc., a publicly-held provider of comprehensive employee background checks, from 2007 to 2009. He was the chair of the audit committee and a member of the compensation committee at both RightNow and HireRight. He previously served on the board of four other public and private companies. Mr. Allen began his business career as a certified public accountant with Coopers & Lybrand in the audit division, where he last served as a Senior Auditor.

The Board believes that Mr. Allen's over 30 years of finance, accounting, business operations and board experience, including his experience with cloud-based businesses, audit committees and compensation committees, brings corporate governance and financial and industry expertise to our Board.

*Bennett Dorrance*  
(Age 68)

Mr. Dorrance has been a director since 2004. Mr. Dorrance has been a Managing Director of DMB Associates, Inc., a real estate service company based in Scottsdale, Arizona, since 1984. Mr. Dorrance has served on the board of directors of Campbell Soup Company since 1989.

Class I Director  
Member of the Compensation and Nominating and Governance Committees

The Board believes that Mr. Dorrance's experience in real estate development and finance, and his experience as a director of a public international consumer products company, provide him with extensive knowledge of finance, capital markets, international business issues and corporate governance, which he brings to our Board.



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*Michael M. Fisher*  
(Age 68)  
Class I Director  
Member of the Audit and Compensation Committees

Mr. Fisher has been a director since 2001 and is one of the Audit Committee's designated financial experts. Mr. Fisher served as President of Power Quality Engineering, Inc., a manufacturer of specialty filters, from 1995 to 2007. Since 2007, Mr. Fisher has served as a director of Open Tech Alliance, Inc., a private company engaged in the development of kiosks for the self-storage industry. Before joining Power Quality Engineering, Mr. Fisher was employed for 10 years with Computer Associates International, Inc., a publicly-held computer software vendor, where he had oversight responsibility for a number of the company's foreign subsidiaries. Mr. Fisher began his business career as a certified public accountant with Arthur Andersen in the audit division, where he last served as a Senior Audit Manager.

The Board believes that Mr. Fisher's experience as president of a specialty manufacturing company, as well as his earlier extensive global experience with Computer Associates, Inc. and his public accounting experience, bring to our Board his broad financial, managerial, operational and international expertise.

*Larry A. Gunning*  
(Age 70)  
Class II Director

Mr. Gunning has been a director since 1995. Mr. Gunning has been Manager and Director of several petroleum wholesale and retail operations since the early 1970's. He is also a member and director of Cobblestone AutoSpa, which owns and operates several full-service carwashes.

Member of the Audit and Nominating and Governance Committees

The Board believes that Mr. Gunning brings to our Board an entrepreneurial and business background as well as his extensive knowledge of distribution, marketing and service operations.

*Anthony A. Ibargüen*  
(Age 55)  
Class III Director  
Chair of the Nominating and Governance Committee  
Member of the Audit and Executive Committees

Mr. Ibargüen has served as a director since July 2008, and from September to December 2009, he served as our interim President and Chief Executive Officer. In October 2010, Mr. Ibargüen was appointed Chief Executive Officer of Quench USA, a privately-held water filtration company. From 2004 to 2008, Mr. Ibargüen was President and Chief Executive Officer of Alliance Consulting Group, a privately-held IT consulting firm. From October 2003 through December 2007, Mr. Ibargüen served as a director of C-COR Inc., a publicly-held global on-demand network solutions provider to the cable industry, and he has served as a director of CODi Inc., a manufacturer and supplier of laptop bags and cases, mobile security and accessories since January 2006. From 1996 to 2000, Mr. Ibargüen was President, Chief Operating Officer and a director of Tech Data Corporation, a Fortune 500 global technology distribution company.

The Board believes that Mr. Ibargüen's over 25 years of experience in the IT industry and extensive knowledge of global enterprise management, finance, product distribution, value-added services and capital markets brings valuable perspective to our Board.



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<p><i>Robertson C. Jones</i> (Age 69)  Class II Director  Member of the Audit and Compensation Committees</p>	<p>Mr. Jones has been a director since 1995. From 1992 through 2001, Mr. Jones was Senior Vice President and General Counsel of Del Webb Corporation, a real estate developer of master-planned residential communities previously listed on the New York Stock Exchange ( NYSE ).</p> <p>Mr. Jones' legal career has included advising boards of directors and management as a law firm partner and as an in-house attorney, with 10 years of experience as General Counsel of a NYSE-listed real estate development company and a member of its Executive Management Committee. The Board believes his background provides him with unique experience in large company management, as well as legal and governance issues.</p>
<p><i>Kathleen S. Pushor</i> (Age 56)  Class III Director  Chair of the Compensation Committee  Member of the Nominating and Governance Committee</p>	<p>Ms. Pushor has been a director since September 2005. Ms. Pushor has operated an independent consulting practice since June 2009. From 2006 through June 2009, she served as President and Chief Executive Officer of the Greater Phoenix Chamber of Commerce. From 2003 to 2005, Ms. Pushor served as Chief Executive Officer of the Arizona Lottery. From 1999 to 2002, Ms. Pushor operated an independent consulting practice in the technology distribution sector. During the period from 1998 to 2005, Ms. Pushor was a member of the board of directors of Zones, Inc., a direct marketer of IT products.</p> <p>The Board believes that Ms. Pushor's industry knowledge and perspective, experience as a public company director and leadership experience from her many years as a Chief Executive Officer in the public sector bring valuable insights to our Board.</p>

**Officers**

The names of our executive officers and information about them are set forth below.

<p><i>Steven R. Andrews</i> (Age 61)  General Counsel and Secretary</p>	<p>Mr. Andrews joined Insight in September 2007 as our General Counsel and was appointed Secretary in November 2007. From February 2009 through 2010, Mr. Andrews was also our Chief Administrative Officer. Prior to joining Insight, Mr. Andrews was Senior Vice President, Law and Human Resources of ShopKo Stores, Inc. from 2002 to 2006, where he was the chief legal and human resources officer of the company. Prior to joining ShopKo, Mr. Andrews served as Senior Vice President, General Counsel and Secretary of PepsiAmericas, Inc. from 1999 through 2001.</p>
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<p><i>Glynis A. Bryan</i> (Age 55) Chief Financial Officer</p>	<p>Ms. Bryan joined Insight in December 2007 as our Chief Financial Officer. Prior to joining Insight, Ms. Bryan served as Executive Vice President and Chief Financial Officer at Swift Transportation Co., Inc. from April 2005 to May 2007. Prior to joining Swift, Ms. Bryan served as Chief Financial Officer at APL Logistics in Oakland, California and in various finance roles at Ryder System, Inc., including Chief Financial Officer of Ryder's largest business unit, Ryder Transportation Services. Ms. Bryan is a member of the board of directors, the governance committee (Chair) and compensation committee of Pentair, Ltd., a diversified industrial manufacturing company.</p>
<p><i>Steven W. Dodenhoff</i> (Age 51) President Insight United States</p>	<p>Mr. Dodenhoff joined Insight in January 2012 as our Senior Vice President, Human Resources and Business Development and was promoted to President of our United States operations effective October 1, 2012. Prior to joining Insight, Mr. Dodenhoff served as President of Enghouse Interactive, a unified communications software and solutions provider, from 2002 to December 2011.</p>
<p><i>Wolfgang Ebermann</i> (Age 49) President Insight EMEA</p>	<p>Mr. Ebermann joined Insight in January 2014 as President of our EMEA operating segment. Prior to joining Insight, Mr. Ebermann worked at Microsoft for 22 years, most recently in the position of Vice President &amp; COO Central Eastern Europe. At Microsoft, Mr. Ebermann also served in several other executive roles including EMEA Vice President for Small, Midmarket and Partner Business. Prior to Microsoft, Mr. Ebermann worked for the Hewlett-Packard Peripherals Group (Europe) as European Software Marketing Manager focused on strategic account management and marketing.</p>
<p><i>Michael P. Guggemos</i> (Age 47) Chief Information Officer</p>	<p>Mr. Guggemos joined Insight in November 2010 as Chief Information Officer. From 1994 through October 2010, Mr. Guggemos held numerous positions with Motorola, Inc., having served most recently as Corporate Vice President, Information Technology. At Motorola, Mr. Guggemos was responsible for IT applications, infrastructure, engineering and other IT services for a number of the company's global business segments.</p>
<p><i>Helen K. Johnson</i> (Age 45) Senior Vice President, Treasurer</p>	<p>Ms. Johnson joined Insight in October 2007 as Senior Vice President, Treasurer and assumed additional responsibilities as the Chief Financial Officer of our North America operating segment effective January 1, 2013. In her current role, Ms. Johnson is responsible for global treasury and investor relations activities as well as all finance functions in our North America operating segment. Prior to joining Insight, Ms. Johnson served from 2000 to 2007 at eFunds Corporation, a publicly-held technology solutions provider to the financial institutions market, most recently as Senior Vice President, Treasurer and Investor Relations.</p>

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<p><i>Dana A. Leighty</i></p> <p>(Age 49)</p> <p>Vice President Principal Accounting Officer</p>	<p>Ms. Leighty joined Insight in October 2006 as Vice President, SEC Reporting and was appointed Principal Accounting Officer in March 2012. Prior to joining Insight, from 1987 through October 2006, Ms. Leighty provided audit and advisory services at the public accounting firm, PricewaterhouseCoopers LLP, having served most recently as Director, Assurance Services. Ms. Leighty is a Certified Public Accountant.</p>
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**CORPORATE GOVERNANCE****The Board and Its Committees**

The Board of Directors held a total of 11 meetings during the year ended December 31, 2013. None of our current directors who were directors during 2013 attended fewer than 75% of the aggregate of Board and relevant committee meetings during 2013. The Company's corporate governance guidelines provide that each director should make every effort to attend the Company's annual meeting of stockholders. All nine of the Board members attended the annual meeting of stockholders in May 2013. The Board has an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating and Governance Committee, and all of these are standing committees.

The Board has determined that all of our directors, except for Mr. Lamneck, our President and Chief Executive Officer, meet the independence requirements of the Listing Rules of the NASDAQ Stock Market. The independent directors hold executive sessions without management present on a quarterly basis and more often as they determine appropriate.

***The Executive Committee***

The Executive Committee consists of Messrs. Crown (Chair), Ibarguen and Lamneck. The Executive Committee is empowered to act on Board matters that arise between meetings of the full Board or matters that require immediate attention if a quorum of our Board cannot be convened, unless such matters are required to be acted upon by independent directors. The Executive Committee did not meet in 2013. Under the Executive Committee's charter, the Executive Committee may not exercise powers delegated to other committees of the Board or powers which, under Delaware law, may not be delegated to any committee.

***The Audit Committee***

The Audit Committee, established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (the Exchange Act), consists of Messrs. Allen (Chair), Fisher, Gunning, Ibarguen and Jones. The Audit Committee met 11 times in 2013. The Audit Committee assists the Board in fulfilling its responsibilities for generally overseeing the Company's financial reporting processes and the audit of the Company's consolidated financial statements, including the integrity of the consolidated financial statements and the Company's system of internal control over financial reporting established by management, our compliance with legal and regulatory requirements, the qualifications and independence of our independent registered public accounting firm, the performance of our Internal Audit function and our independent registered public accounting firm, our financial risk assessment and financial risk management, and our finance and investment functions. The head of our Internal Audit function reports directly to the Chair of the Audit Committee. In addition, the Audit Committee reviews and discusses with the Chief Executive Officer and the Chief Financial Officer the procedures undertaken in connection with their certifications included in the Company's annual and quarterly reports filed with the Securities and Exchange Commission (SEC). The Audit Committee has the authority to obtain advice and assistance from, and receive funding from the Company for, outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties. The Audit Committee operates

pursuant to a written charter, adopted by the Audit Committee and approved by the Board and reviewed annually. The charter may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>.

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The Board has determined that the responsibilities of the Audit Committee, as reflected in its charter, are in accordance with applicable SEC rules and NASDAQ Listing Rules for audit committees. Further, the composition and attributes of its members meet the requirements of the NASDAQ Listing Rules, including, without limitation, the independence requirements of the NASDAQ Listing Rules. All Audit Committee members possess the required level of financial literacy, and our Board has determined that Mr. Allen and Mr. Fisher, independent directors, each qualifies as an audit committee financial expert as defined by the SEC's rules and regulations.

### ***The Compensation Committee***

The Compensation Committee consists of Ms. Pushor (Chair), and Messrs. Allen, Dorrance, Fisher and Jones. The Compensation Committee met six times in 2013. Each member of the Compensation Committee is an independent director as defined in the NASDAQ Listing Rules, including the enhanced standards applicable to compensation committee members. The Compensation Committee is charged with: reviewing and approving the base salary, annual incentive compensation, long-term incentive compensation and other compensation, perquisites or special or supplemental benefits to be paid or awarded to the Chief Executive Officer and other executive officers; reviewing and recommending to the Board new equity-based incentive compensation plans and changes to existing plans; performing an annual evaluation of the Chief Executive Officer's performance and effectiveness; reviewing the Company's talent management and succession planning activities for top management; and reviewing and discussing the Compensation Discussion and Analysis with management and recommending to the Board that the Compensation Discussion and Analysis be included in the Company's proxy statement.

The Compensation Committee operates pursuant to a written charter, adopted by the Compensation Committee and approved by the Board and reviewed annually. The charter may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>. The Compensation Committee also considered the independence of its independent compensation adviser, Compensia, Inc. (Compensia), under the NASDAQ Listing Rules regarding compensation adviser independence and found no relationships or other matters which would preclude a finding of independence under the rules. See further information regarding the Compensation Committee's responsibilities in the following section, entitled Compensation Discussion and Analysis.

### ***The Nominating and Governance Committee***

The Nominating and Governance Committee consists of Messrs. Ibarguen (Chair), Dorrance and Gunning and Ms. Pushor. The Nominating and Governance Committee met four times in 2013. The Nominating and Governance Committee, which recommends candidates to be nominated for election as directors at our annual meeting, supervises the evaluation process for the Board of Directors and the Board committees and the Chair of the Board as well as independent self-evaluations of directors and peer evaluations of directors. In addition, the Nominating and Governance Committee leads the external recruiting process for Chief Executive Officer candidates and coordinates the assessment process and the selection and appointment of any Chief Executive Officer candidate, should the need arise. Each member of the Nominating and Governance Committee is an independent director as defined in the NASDAQ Listing Rules. The Nominating and Governance Committee operates pursuant to a written charter, adopted by the Nominating and Governance Committee and approved by the Board and reviewed periodically. The charter may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>.

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The Nominating and Governance Committee is responsible for identifying, recruiting and evaluating candidates for the Board, when appropriate, assessing the appropriate size of the Board and making recommendations to the Board regarding the membership of the committees of the Board. The Nominating and Governance Committee charter provides that the Nominating and Governance Committee is responsible for reviewing criteria for Board membership. The Nominating and Governance Committee shall, when screening potential Board candidates, give due consideration to diversity, breadth of business experiences and skills, prominence and professional reputation, global business perspective, concern for the long-term interests of the stockholders of the Company, personal ethics, integrity and judgment and other areas that are expected to contribute to an effective Board. Diversity may encompass a candidate's gender, race, national origin, educational and professional experiences, expertise and specialized or unique technical backgrounds and/or other tangible or intangible aspects of the candidate's qualifications in relation to the qualifications of the then current board members and other potential candidates. The Nominating and Governance Committee does not have a formal policy specifying how diversity of background and personal experience should be applied in identifying or evaluating director candidates, and diversity is but one of many factors the Nominating and Governance Committee may consider. This general approach has been followed in the last six appointments of directors.

The three nominees for director being voted upon at the annual meeting, Messrs. Gunning, Jones and Lamneck, are all directors standing for re-election. In determining to recommend the nomination for election as Class II directors of Messrs. Gunning, Jones and Lamneck, the Nominating and Governance Committee believes that, among other things, each of the nominees provides valuable oversight, contributions and perspective into the business of the Company.

The Nominating and Governance Committee will evaluate nominees recommended by stockholders in the same manner as described above.

Stockholders may propose director candidates for consideration by sending the name of any recommended candidate, together with pertinent biographical information, a document indicating the candidate's willingness to serve if elected, and evidence of the nominating stockholder's ownership of our common stock to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283 in accordance with the provisions set forth under the heading "Stockholder Proposals" in this proxy statement.

## ***Contact Information***

Stockholders wishing to communicate with the Board or with a Board member should address communications to the Board or the particular Board member, c/o Corporate Secretary, Insight Enterprises, Inc., 6820 South Harl Avenue, Tempe, Arizona 85283. The Corporate Secretary will forward communications to the individual Board member or the Board, as appropriate.



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**Table of Contents****Governance Initiatives**

During 2013, the Board of Directors and its various committees continued to focus on governance-related initiatives, with particular focus on the areas of strategy, talent management and succession planning, including Chief Executive Officer succession planning, risk management and pay-for-performance. The Board of Directors was actively involved in the strategic planning process. For the third consecutive year, the Board of Directors held its strategic planning meetings in connection with a visit to the headquarters of one of the Company's principal partners and spent several hours in management presentations on industry trends by executives of the partner.

All committees of the Board of Directors actively seek to remain current on governance issues and new developments and requirements. The Audit Committee receives frequent updates from the Company's independent registered public accounting firm and management on new developments and issues affecting accounting and internal controls. The Audit Committee also receives frequent regulatory and legal updates from the Company's legal team and other members of management. Finally, the Audit Committee's oversight of internal controls also includes frequent updates on Sarbanes-Oxley and internal audit issues, ethics hotline reports, internal investigations, key risk issues and internal control matters. For a review of the Compensation Committee's governance initiatives, see the section entitled Compensation Discussion and Analysis.

The Nominating and Governance Committee regularly reviews and discusses governance-related articles by nationally recognized experts; considers the annual policy updates of prominent proxy advisory services; reviews public company governance surveys conducted by prominent national organizations; annually reviews director independence and related party issues; reviews a matrix of our directors' skills and experience maintained by the Nominating and Governance Committee; reviews and consults with internal and outside counsel with respect to various governance issues; and from time to time reviews the director education guidelines and the Board's governance guidelines. Other governance activities in 2013 included a review and amendments to the Code of Ethics and Business Practices' gifts and entertainment policies applicable to all teammates, including the Chief Executive Officer and the Board of Directors, the sharing of information from seminars and programs and consideration of current developments in crisis management and communications, sustainability, diversity, global compliance, emergency Chief Executive Officer succession, trading windows and Dodd-Frank and other regulatory issues. In-person training of directors during the last twelve months included a review of stockholder trends with a prominent financial institution representative, a presentation by one of the Company's financial analysts and a presentation on business tax reform by the Company's independent registered public accounting firm. These initiatives were in addition to the Board of Directors' review of all committee charters, governance guidelines and Board-level policies and continued focus on the Company's enterprise risk management and compliance programs.

Briefly, our corporate governance framework includes the following:

***A commitment to director independence*** reflecting the Board's belief that the independent directors and management have different perspectives and roles in strategy development. The only non-independent member of the Board is the Company's Chief Executive Officer. Independent directors bring experience, oversight and expertise from outside the Company and sometimes from outside the industry, while the Chief Executive Officer brings company-specific and industry-specific experience and expertise. Accordingly, the Board has delineated its role in overseeing the development of strategic direction and management's role in the execution of strategy;



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***Separation of the Board Chair and Chief Executive Officer positions***, resulting in the Company having a Board Chair who is independent under all applicable standards;

***A majority vote*** provision in the Company's Amended and Restated Bylaws requiring any director who does not receive a majority of votes cast in an uncontested election to tender his or her resignation to the Board. The Board must then decide whether or not to accept his or her resignation;

***Elimination of stockholder rights plan*** through a Bylaw provision requiring the Company to seek stockholder approval prior to its adoption of a stockholder rights plan (commonly referred to as a poison pill), unless the Board, in the exercise of its fiduciary duties, determines that, under the circumstances existing at the time, it is in the best interests of the Company's stockholders to adopt or extend a stockholder rights plan without delay (and in that event, the plan will provide that it will expire unless ratified by the stockholders within one year of adoption);

***An annual say-on-pay advisory vote***;

***Appointment of a Presiding Director*** through a Corporate Governance Guidelines provision appointing the Chair of the Nominating and Governance Committee, currently Anthony A. Ibargiën, to serve as the Presiding Director and, as needed, to: review and propose revisions to the Company's Corporate Governance Guidelines and Board procedures, after consultation with the full Board; review and recommend to the Chair or the Corporate Secretary agenda items and materials for Board meetings; and perform such other roles and responsibilities as are assigned from time to time by the Nominating and Governance Committee or the full Board. In addition, in the event of an unforeseen vacancy in the position of the Chair of the Board, the Presiding Director serves as interim Chair of the Board for the sole purpose of calling and holding a meeting of the Board to elect a new Chair;

***Executive compensation programs based on a pay-for-performance philosophy*** (see further detail under the section entitled "Compensation Discussion and Analysis");

***Prohibition of hedging and speculative transactions*** through the Company's Investor Relations/Stock Trading policy which, among other things, prohibits all directors and employees from pledging Company securities and hedging or otherwise engaging in short-term or speculative transactions involving Company securities;

***Attention to committee membership rotation and chair assignments*** through regular review of regulatory requirements, committee workload and individual skills. The Nominating and Governance Committee actively monitors the assignments and makes recommendations to the Board of Directors as necessary or appropriate, a practice which has resulted in planned rotation of all three committee chair positions and other committee assignments in the last three years;



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*A thorough Board evaluation process* focusing on Board of Directors and committee governance, priorities and effectiveness. The Board of Directors conducts board, committee, chair, self and peer evaluations annually. The Chair of the Board of Directors and the Chair of the Nominating and Governance Committee discuss the results individually with each director, and the overall results are discussed collectively within each committee and with the full Board of Directors;

*Executive compensation recovery*, providing for clawback of incentive compensation from executives under certain circumstances;

*A policy of not providing gross-up provisions* in employment agreements (we have, however, one legacy employment agreement with such provisions which has been in place for a number of years);

*A Code of Ethics and Business Practices* that applies to all teammates and the Board of Directors, with annual certifications and training;

*A Related Party Transactions Policy and Process* which calls for thorough consideration of transactions and potential transactions with related parties (see further detail under the section entitled Related Party Transactions ); and

*A review of political activities, sustainability initiatives and community involvement.* The Company does not make political contributions. The Company does not have a formal policy on sustainability in all areas, but the Company does encourage involvement in a number of areas under the umbrella of corporate responsibility. The Company encourages teammate involvement in community and charitable activities through a number of programs and events and allows each teammate up to two full days of paid leave per year, with prior approval, to engage in qualified charitable activities.

## **Risk Management**

The Board has an active role, both as a whole and at the committee level, in overseeing management of the Company's risks. The Board's committees, which meet regularly and report back to the full Board, play significant roles in carrying out the risk oversight function. The Board and the Audit Committee regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Audit Committee oversees management of financial risk and reviews the results of the Internal Audit function's annual risk assessment process. The Compensation Committee oversees the management of the risks relating to the Company's executive compensation plans and arrangements. The Nominating and Governance Committee oversees management of risks associated with the independence of the Board of Directors, potential conflicts of interest, and corporate governance issues. The Chief Executive Officer, the Chief Financial Officer, the General Counsel and other members of senior management conduct regular quarterly assessments of risks to the enterprise and are responsible for managing risk through robust internal processes and strong internal controls. Management provides a comprehensive report on the results of its assessment at least twice per year, or more frequently as necessary, to the Board of Directors. Management and the Audit Committee have also aligned the focus of the Company's Internal Audit function to address certain of the principal risk areas identified.



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### **Compensation Consultants**

Compensia, a Silicon Valley-based compensation consultant with many technology clients, advised the Compensation Committee in connection with the Company's executive compensation programs for 2013 and 2014. To maintain Compensia's independence and reporting relationship to the Compensation Committee, no other services were provided by Compensia to the Company outside of those performed directly for the Compensation Committee. Also, the Chair of the Compensation Committee approves the consulting fees for services provided by any compensation consultant utilized by the Compensation Committee. The Compensation Committee also considered the independence of Compensia under the NASDAQ rules regarding compensation adviser independence and found no relationships or other matters which would preclude a finding of independence under the rules.

## **COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis ( CD&A ) addresses and explains the numerical and related information contained in the summary compensation tables and includes a discussion of key compensation policies and philosophy of the Compensation Committee, as well as the executive compensation actions that occurred after the end of 2013, the award of bonuses related to 2013 performance, and the adoption of our 2014 compensation programs.

### **Executive Summary**

The Compensation Committee believes its pay-for-performance compensation philosophy has been effective in attracting and retaining key personnel while aligning the interests of executive officers with those of the stockholders. We believe our long-term success depends on our ability to attract and retain individuals who are committed to the Company's vision, strategy and core values of client service, respect, teammate development, integrity and operational excellence. We structure our executive compensation program so the compensation of our executive officers, including our named executive officers, is tied meaningfully to our strategy and the success of the Company. Accordingly, our general philosophy of executive compensation is to offer competitive base salaries, but to emphasize cash and equity-based incentive compensation which is competitive in the marketplace and which (i) permits us to attract and retain highly-qualified executives, (ii) encourages extraordinary effort on behalf of the Company and (iii) rewards the achievement of specific financial and strategic goals by the Company and the individual executive. The Compensation Committee carefully monitors the mix of base salaries and the performance-based or variable compensation components of our executive officers' short-term and long-term equity-based incentive compensation. The Compensation Committee also places substantial emphasis on the mix of long-term and current compensation, with long-term compensation comprising a significant amount of an executive's total potential compensation.

The Compensation Committee designs the overall executive compensation program to pay for performance toward financial and strategic goals, and a substantial portion of potential executive compensation, both cash and equity-based incentive compensation, is performance-based.

The Company's 2012 performance was below internal expectations, reflecting softer market conditions than were expected at the beginning of 2012, and the Company experienced a decrease in market share. As the financial performance measures set at the beginning of 2012 were not met, overall actual executive compensation amounts received decreased in 2012, and annual cash incentive compensation levels paid out decreased significantly from 2011.

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Entering the 2013 fiscal year, the Compensation Committee recognized that there remained uncertainty in the Company's markets. Accordingly, the Compensation Committee considered the targeted financial objectives for 2013 to be challenging in that the target performance levels required significant improvement, but not so challenging as to make achievement highly unlikely.

For the full year 2013, the Company's consolidated financial results again did not meet internal expectations, but the Company saw sequential improvement in the second through the fourth quarter, after the slow start in the first quarter of 2013. Diluted earnings per share (EPS) declined to \$1.64 in 2013 from \$2.07 in 2012. In accordance with the Compensation Committee's pay-for-performance philosophy, and as explained in greater detail below, cash incentive compensation paid out declined for a second consecutive year. Moreover, the Company's performance under the 2013 equity-based incentive plan fell below the minimum of the range, and no performance-based restricted stock units (RSUs) were earned by any of our executive officers for 2013.

In addition to basing a substantial amount of executive compensation on performance-based criteria, the Company has taken a number of steps and adopted policies intended to further align our executives' interests with those of stockholders. These include:

*Stock ownership guidelines* for our executive officers;

*A clawback policy* that permits the Company to recover incentive compensation that was based on having met or exceeded performance targets if an executive officer engaged in fraud or intentional misconduct that resulted in an increase in his or her incentive compensation;

*The absence of many pay practices considered to be unfriendly to stockholders*, such as extensive perquisites, guaranteed salary increases and non-performance-based bonuses. Additionally, the Company has only one remaining employment agreement that calls for the gross-up of excise taxes imposed on change-in-control payments under Section 280G of the Internal Revenue Code, as amended. This agreement has been in place for a number of years; however, it is the policy of the Compensation Committee not to approve any new agreements with such provisions;

*An independent compensation consultant* retained directly by the Compensation Committee, with payments to the consultant approved by the Chair of the Compensation Committee, specific actions to preclude other services provided by the consultant to the Company and annual confirmation of the consultant's independence;

*A compensation risk assessment* whereby the Compensation Committee reviews the Company's incentive compensation programs and discusses the concept of risk as it relates to the compensation programs to ensure the Company's compensation programs do not encourage excessive or inappropriate risk taking; and

*A lengthened vesting schedule* for the service-based RSUs granted to the named executive officers and other executives. Based on market and peer comparison data and in order to align our practices with the market



and promote retention, starting in 2011, the Compensation Committee lengthened the vesting schedule from three to four years.

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Further, to continue to improve the alignment of the Company's compensation plans with the interests of its stockholders and focus on attracting and retaining qualified executives, the following considerations were reflected in our 2014 executive compensation programs:

The Compensation Committee continued its commitment to tie pay to performance in establishing the 2014 compensation plans for executive officers and to align the executive compensation programs with the Company's strategic goals;

Reflecting the focus of the Company and the Compensation Committee on the strategic objective of increasing U.S. market share, the cash incentive plan for 2014 again incorporates the performance measure of hardware market share for all of our current named executive officers (but not for the new President of Insight EMEA), which requires the Company to increase its share of U.S. hardware sales as measured by an independent third party market research company. Reflecting the focus of the Company and the Compensation Committee on the strategic objective of expanding services sales and being a global channel leader in cloud products and services, the plan again incorporates a performance measure of services gross profit ( GP ) growth for all named executive officers and the new President of EMEA, with consolidated services GP growth, U.S. services GP growth and EMEA services GP growth all being performance measures for 2014. In addition, the plan includes performance measures for consolidated earnings from operations ( EFO ), U.S. EFO and EMEA EFO as well as global revenue growth and U.S. revenue growth. The Compensation Committee believes these performance measures are important drivers of stockholder value; and

For 2014, consistent with 2013, the number of performance-based RSUs for named executive officers will increase or decrease depending on the Company's results related to return on invested capital ( ROIC ).

### **Response to Last Year's Say-on-Pay Vote**

We hold an advisory say-on-pay vote on an annual basis. At our 2013 annual stockholders' meeting, we held a non-binding advisory stockholder vote on the compensation of our named executive officers, commonly referred to as a say-on-pay vote. Our stockholders approved the compensation of our named executive officers, with approximately 95% of stockholder votes cast in favor of our 2013 say-on-pay resolution. As we evaluated our executive compensation practices since that vote, we were mindful of the strong support our stockholders expressed for our pay-for-performance compensation philosophy. Nonetheless, the Compensation Committee undertakes an annual review of our executive compensation philosophy and our general approach to executive compensation and continually refines the executive compensation programs to align them with the Company's strategic goals and to emphasize pay-for-performance.

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**Discussion and Analysis**

***Our Named Executive Officers***

The purpose of this CD&A is to provide information about each material element of compensation that we pay or award to, or that is earned by, our named executive officers. For 2013, our named executive officers were:

Kenneth T. Lamneck, President and Chief Executive Officer;

Glynis A. Bryan, Chief Financial Officer;

Steven W. Dodenhoff, President, Insight United States;

Michael P. Guggemos, Chief Information Officer;

Steven R. Andrews, General Counsel and Secretary; and

Stuart A. Fenton, former President, Insight EMEA (resigned effective September 1, 2013).

***Executive Compensation Philosophy and Objectives***

Our long-term success depends on our ability to attract and retain individuals who are committed to the Company's vision, strategy and core values of client service, respect, teammate development, integrity and operational excellence. Our general philosophy of executive compensation is to offer competitive base salaries and emphasize cash and equity-based incentive compensation that:

is competitive in the marketplace;

permits us to attract and retain highly qualified executives;

encourages extraordinary effort on behalf of the Company;

rewards the achievement of specific financial, strategic and tactical goals by the Company and the individual executive that aligns the interests of management with the interests of our stockholders; and

is financially sound.

Each year the Compensation Committee goes to great lengths to develop an executive compensation program that is mindful of stockholder interests and expectations while at the same time is fair and motivating to our executives.

***Compensation Consultants and Benchmarking***

The Compensation Committee utilizes management to help it carry out its responsibilities, consults with other members of the Board in connection with its decision making, as appropriate, and has consistently over time engaged independent consultants to assist it in fulfilling its responsibilities. The Compensation Committee has the authority to obtain advice and assistance from, and receives funding from the Company for, outside advisors as the Compensation Committee deems necessary to carry out its duties.

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In 2011, the Compensation Committee retained Compensia, a management consulting firm providing executive compensation advisory services, as its independent compensation consultant to advise the Compensation Committee on all matters related to executive compensation. In late 2011, Compensia provided a competitive analysis of the compensation of the Company's most senior executives, including the Company's named executive officers and did so again in late 2013. The Compensation Committee plans to obtain such analyses at least every other year. Compensia advised the Compensation Committee on a wide range of issues, including competitive market data at the time of hire and at the time of promotions for specific positions. Compensia's 2011 study, which was used to set 2013 executive compensation levels and Compensia's 2013 study, which was used to set 2014 executive compensation levels, both measured the competitiveness of the Company's compensation relative to two groups of companies (the comparison groups) summarized below, plus a broader benchmark database if the other groups did not provide adequate comparisons. The comparison groups were approved by the Compensation Committee based upon management's and the Compensation Committee's concerted review of competitors and relevant industry comparisons, and on the advice of Compensia.

The primary characteristics of the comparison groups were:

First, a small group of companies that we consider to be our competitors, particularly with respect to competition for talent, customers or suppliers (the Tech Distribution Peer Companies). The Tech Distribution Peer Companies, which comparison group was used to assess compensation levels for the Chief Executive Officer and Chief Financial Officer, includes publicly-traded technology distribution companies;

Second, a group of companies in the broader distribution business with comparable business and financial characteristics (the Broad Industry Peer Group). The Broad Industry Peer Group, which comparison group was used to assess compensation levels for the Chief Executive Officer, Chief Financial Officer, President, Insight EMEA, President, Insight United States and General Counsel, includes publicly-traded companies from the technology, technology distribution and broader distribution industries; and

Third, a broad database to provide a reference point where the other groups might not provide adequate comparisons (the Broad Market Database). The Broad Market Database is used to assess compensation levels for all of the Company's most senior executives, including the Company's named executive officers, and includes publicly-traded companies from a group of cross-industry companies (excluding companies from financial, insurance and energy industries).

While the Tech Distribution Peer Companies comparison group comprises companies that are competitors and are close comparisons in terms of sales and market capitalization, it is a relatively small group of companies. Moreover, the other groups are not limited to companies that are merely competitors for talent, customers or suppliers. Accordingly, the Company does not necessarily consider these groups to be comparison groups for other purposes.

Compensia's 2011 study, which was used to set 2013 executive compensation levels, measured the competitiveness of the Company's compensation relative to two comparison groups summarized below. The companies included in the Tech Distribution Peer Companies comparison group in the 2011 Compensia analysis were as follows:

Anixter International, Inc.	PC Mall, Inc.
BrightPoint, Inc.	SYNNEX Corp.
CDW	ScanSource, Inc.
PC Connection, Inc.	

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The Tech Distribution Peer Companies comparison group in the 2011 study included seven publicly-traded companies with revenues of less than \$10 billion. The median revenue of this comparison group was \$4.4 billion, and the median market cap was \$800 million. The companies included in the Broad Industry Peer Group comparison group in the 2011 Compensia analysis were as follows:

The Andersons, Inc.	Nash-Finch Company
Anixter International, Inc.	Owens & Minor, Inc.
BrightPoint, Inc.	Sanmina-SCI Corporation
CDW	United Natural Foods, Inc.
Diebold, Incorporated	United Stationers Inc.
ManTech International Corporation	Watsco, Inc.
MEMC Electronic Materials, Inc.	WESCO International, Inc.

The Broad Industry Peer Group in the 2011 study included 14 publicly-traded companies with revenues from \$2.5 billion to \$10 billion. The median revenue of this comparison group was \$4.7 billion, and the median market cap was \$1.4 billion.

As another point of comparative data, the 2011 Compensia study utilized the U.S. Mercer Benchmark Database as its Broad Market Database. The companies included in the third-party Mercer survey were not adjusted by Compensia in preparing their analysis and included publicly-traded companies with revenues between \$1 billion and \$4 billion.

The 2011 Compensia study provided the Compensation Committee with data for base salary, annual cash incentives, long-term equity-based incentive compensation and total compensation for the comparison groups. The study showed that total target compensation for 2013 for the Company's executives, with variations from position to position, was positioned between the 50<sup>th</sup> and 75<sup>th</sup> percentiles. With respect to total target cash compensation for 2013, which included base salaries and target cash incentive compensation, the Compensia study showed that, with variations from position to position, the Company was competitive, with base salary levels and actual total target cash compensation levels near the 50<sup>th</sup> percentile. With respect to target long-term equity-based incentive compensation, the Compensia study generally indicated that the Company's target long-term equity-based compensation for 2013, which included the grant date fair value of the 2013 equity-based incentive compensation awards to the Company's executives, was positioned between the 50<sup>th</sup> and 75<sup>th</sup> percentiles.

The Compensation Committee used the 2013 Compensia study in addition to other relevant sources of information, such as existing pay levels and other publicly available information about trends in executive compensation, in setting compensation for executives for 2014. Additionally, Compensia advised the Compensation Committee and the Company regarding executive compensation programs generally and provided advice on trends in compensation. Compensia's 2013 study, which was used to set 2014 executive compensation levels, again measured the competitiveness of the Company's compensation relative to two comparison groups summarized below.

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The companies included in the Tech Distribution Peer Companies comparison group in the 2013 Compensia analysis were as follows:

Anixter International, Inc.	PCM, Inc. (formerly, PC Mall, Inc.)
CDW	ScanSource, Inc.
PC Connection, Inc.	SYNNEX Corp.

BrightPoint, Inc. was not included in the 2013 study because it was acquired by Ingram Micro during 2012. The Tech Distribution Peer Companies comparison group in the 2013 study included six publicly-traded companies with revenues of less than \$11 billion. The average revenue of this comparison group was \$5.6 billion, and the average market cap was \$1.6 billion.

The companies included in the Broad Industry Peer Group comparison group in the 2013 Compensia analysis were as follows:

The Andersons, Inc.	Sanmina-SCI Corporation
Anixter International, Inc.	ScanSource, Inc.
Applied Industry Technologies	SunEdison (formerly MEMC Electronic Materials, Inc.)
CDW	SYNNEX Corp.
Core-Mark Holding Company, Inc.	United Natural Foods, Inc.
Diebold, Incorporated	United Stationers Inc.
ManTech International Corporation	Watsco, Inc.
Nash-Finch Company	WESCO International, Inc.
Owens & Minor, Inc.	

Of the 17 companies included in this comparison group in the 2013 study, 13 were the same companies included in the previous Compensia study. As noted above, BrightPoint, Inc. was acquired in 2012. The four new companies added were Applied Industry Technologies, Core-Mark Holding Company, Inc., ScanSource, Inc. and SYNNEX Corp. The Broad Industry Peer Group in the 2013 study included 17 publicly-traded companies with revenues from \$2.5 billion to \$10.5 billion. The average revenue of this comparison group was \$5.5 billion, and the average market cap was \$1.9 billion.

As another point of comparative data, the 2013 Compensia study utilized data from the Towers Watson Top Management Compensation Survey, the Equilar May 2013 Executive Compensation Survey and the Radford July 2013 Executive Compensation Survey as its Broad Market Database. The companies included in these third-party surveys were not adjusted by Compensia in preparing their analysis and included publicly-traded companies with revenues between \$1 billion and \$10 billion.

***Role of Executives in the Compensation Setting Process***

The Compensation Committee has the overall responsibility for approving the cash-based incentive compensation for the officers that are subject to the reporting requirements of Section 16(a) of the Exchange Act ( Section 16 officers ). To facilitate this process, the Chief Executive Officer and other members of the management team prepare and present information and recommendations to the Compensation Committee for review, consideration and approval. The Chief Executive Officer and other members of the management team did not retain a compensation consultant for advice on those recommendations. With respect to the cash compensation of all other teammates, the Compensation Committee



functions in an oversight role as these decisions are considered the responsibility of management.

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With respect to equity-based compensation, the Compensation Committee approves the annual RSU program grants, including grants to all Section 16 officers, as well as the pool of available shares from which the Chief Executive Officer may make discretionary or new-hire RSU grants, or both, throughout the year to individuals other than non-employee directors or Section 16 officers. The Compensation Committee reviews reports on such discretionary grants on a quarterly basis.

The Chief Executive Officer does not have the ability to call Compensation Committee meetings and does not attend those portions of the Compensation Committee meetings where his compensation is discussed.

### ***Compensation Programs Design***

The principal components of compensation for the Company's named executive officers are:

base salary and benefits;

short-term cash incentive compensation; and

long-term equity-based incentive compensation.

As a result of our executive compensation philosophy, a significant percentage of total potential compensation is allocated to performance-based or variable compensation. The Compensation Committee has allocated between cash and equity, and between short-term and long-term incentive compensation, based on the comparisons to the peer group companies and market data utilized by the Compensation Committee at the time. Moreover, the different elements of compensation are designed to support and encourage varying performance levels and behaviors that the Compensation Committee believes will contribute favorably to Company strategy and performance in the period covered by each plan, consistent with the Compensation Committee's commitment to pay for performance.

For 2013, the Compensation Committee reviewed the comparison groups to ensure that the market comparisons for the two primary comparison groups included companies with similar business and financial characteristics (as discussed above). This resulted, in general, in placing the Company in comparison groups which the Compensation Committee believed were appropriate in terms of industry, business and financial characteristics. Moreover, given the economic outlook at the time, the Compensation Committee decided to remain cautious and for 2013 (i) increased base salaries for its Section 16 officers by 2.5%, consistent with the 2012 increase (other than the Chief Executive Officer) and (ii) left cash incentive compensation targets for the Company's Section 16 officers at the same levels (expressed as a percentage of base salary) as in 2012. The target values of equity awards for the Company's Section 16 officers for 2013 also remained equal to values over the previous three years, and the Compensation Committee continued its practice of granting a combination of service- and performance-based RSUs. However, the number of shares awarded to each officer increased due to the decrease in the price of the Company's common stock in 2013 from the 2012 level at the time of grant.

**Table of Contents*****Base Salaries***

Base salaries are designed to attract and retain executives by providing a fixed compensation based on competitive market practices. This component of compensation is designed to reward an executive's core competency in his or her position relative to skills, experience and expected contributions to the Company and to provide the executive with a fair, predictable and reliable component of compensation for his or her service.

The Compensation Committee reviews base salaries annually and, in setting base salaries for 2013, the Compensation Committee worked with its compensation advisor, Compensia, and relied on the 2011 Compensia market study. In setting 2014 executive compensation, the Compensation Committee reviewed the competitive market data utilized in the 2013 Compensia market study. Management recommended, and the Compensation Committee agreed, that there would be a 2.5% increase in base salaries for 2014 (other than for Mr. Dodenhoff, whose position and compensation were re-evaluated in 2013). The approved 2014 salaries and the comparable 2013 salaries for named executive officers and our new President, Insight EMEA are as follows:

Kenneth T. Lamneck, President and Chief Executive Officer \$709,172 (\$691,875 2013);

Glynis A. Bryan, Chief Financial Officer \$443,679 (\$432,858 2013);

Steven W. Dodenhoff, President, Insight United States \$433,370 (\$375,000 2013);

Michael P. Guggemos, Chief Information Officer \$355,374 (\$346,706 2013)

Steven R. Andrews, General Counsel and Secretary \$316,121 (\$308,411 2013);

Stuart A. Fenton, former President, Insight EMEA N/A (\$482,057 2013; resigned effective September 1, 2013)<sup>1</sup>; and

Wolfgang Ebermann, President, Insight EMEA, effective January 6, 2014 \$604,400.

<sup>1</sup> Mr. Fenton's base salary is shown in U.S. dollars for presentation in this proxy statement, but Mr. Fenton was paid in British Pounds Sterling (GBP). Approved 2013 base salary was GBP 321,371.

<sup>2</sup> Mr. Ebermann's base salary is shown in U.S. dollars for presentation in this proxy statement, but Mr. Ebermann is paid in Euros. Approved 2014 salary is 440,000.

***Short-Term Cash Incentive Compensation***

The Compensation Committee views cash incentive compensation as a means of closely tying a significant portion of the total potential annual cash compensation for executives to the financial and operational performance of the Company, or the portion of the Company for which the executive has management responsibility, depending on the

executive s position.

Consistent with the practice adopted in 2010, for 2013 and 2014, the cash incentive plan was designed to reward performance based exclusively on defined financial objectives of the Company. All Section 16 officers, including our named executive officers, have an annual cash incentive plan. The financial objectives for each Section 16 officer are approved by the Compensation Committee and are set at the beginning of the year. These objectives and goals are integrated into the overall cash incentive plans for the Company s management employees throughout the organization to foster a team environment whereby the entire Company is focused on the same or similar set of objectives and goals.

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The Compensation Committee annually reviews financial objectives and target cash incentive compensation. The Compensation Committee generally targets cash incentive compensation for executive officers at or near the 50<sup>th</sup> percentile of the comparison groups utilized by the Compensation Committee at the time and adjusts, as appropriate, for tenure, performance and variations in actual position responsibilities from position descriptions in the comparison groups. The Compensation Committee utilized the 2011 Compensia analysis to set 2013 cash incentive targets and the 2013 Compensia analysis to set 2014 cash incentive targets, which studies showed that the Company's cash incentive compensation is competitive based on its comparison group analysis.

**2013 Cash Incentive Plan**

For 2013, the Compensation Committee continued its emphasis on cash incentive compensation by setting cash incentive plans for executive officers so that a significant portion of total cash compensation would be awarded if performance targets were met.

The 2013 cash incentive plan (the 2013 Plan) provided incentive award opportunities for select employees, including executive officers. The 2013 Plan was adopted pursuant to the Amended Insight Enterprises, Inc. 2007 Omnibus Plan (the Amended 2007 Omnibus Plan). Under the 2013 Plan, the Company established defined financial objectives for each of its named executive officers and established the percentage of total cash incentive compensation to be tied to each of the specified financial objectives, as follows:

<b>Position</b>	<b>EFO</b>	<b>Services GP Growth</b>	<b>U.S. Hardware Market Share Growth</b>	<b>U.S. Software Market Share Growth</b>	<b>North America EFO</b>	<b>North America Services GP Growth</b>
President and Chief Executive Officer	50%	25%	12.5%	12.5%		
Chief Financial Officer	50%	25%	12.5%	12.5%		
President, Insight United States			12.5%	12.5%	50%	25%
Chief Information Officer	50%	25%	12.5%	12.5%		
General Counsel and Secretary	50%	25%	12.5%	12.5%		

<b>Position</b>	<b>EMEA EFO</b>	<b>EMEA Services GP Growth</b>
President, Insight EMEA <sup>1</sup>	75%	25%

<sup>1</sup> Mr. Fenton resigned from the Company effective September 1, 2013.

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For purposes of the 2013 Plan, EFO was calculated on a consolidated non-GAAP basis, with non-GAAP EFO being defined as the Company's actual 2013 consolidated earnings from operations, excluding certain items, specified and approved in advance by the Compensation Committee, that were not considered to be part of ongoing business. North America EFO was calculated on a non-GAAP basis, with non-GAAP North America EFO being defined as the actual 2013 earnings from the Company's North America operating segment, excluding certain items specified and approved in advance by the Compensation Committee, that were not considered to be part of ongoing business. EMEA EFO was calculated on a non-GAAP basis, with non-GAAP EMEA EFO being defined as the actual 2013 earnings from the Company's EMEA operating segment, excluding certain items specified and approved in advance by the Compensation Committee, that were not considered to be part of ongoing business. Services GP Growth was based on the change in the Company's actual 2013 consolidated services gross profit compared to 2012. North America Services GP Growth was based on the change in actual 2013 services gross profit from the Company's North America operating segment compared to 2012. EMEA Services GP Growth was based on the change in the actual 2013 services gross profit from the Company's EMEA operating segment compared to 2012. U.S. Hardware Market Share Growth was based on growth in market share from 2012 to 2013 utilizing data for U.S. hardware sales as provided by the NPD Group, Inc. (NPD), a third-party market research company that provides market share information on the commercial purchasing of IT products sold through a group of national corporate resellers and direct marketers in the United States who have agreed to share their data with NPD. This data is adjusted by management, as agreed to by the Compensation Committee at the time the targets were set, to reflect variations in the percentage of the Company's U.S. hardware sales submitted to the third party, which can vary by month. U.S. Software Market Share Growth was based on growth in market share from 2012 to 2013 utilizing market share data for the U.S. as reported by a major software partner, with certain adjustments by management, as agreed to by the Compensation Committee at the time the targets were set.

The 2013 Plan required that the Company or the relevant operating segment achieve a certain threshold percentage of the budgeted amounts for the particular performance measure for any payment to be made to an executive with respect to that performance measure. Therefore, it was possible that an executive would have different levels of achievement for each of his or her separate performance measures, and perhaps receive no payment at all, depending on performance against the goal for each performance measure. The levels of performance were set in conjunction with the Company's overall annual budget and were considered to be challenging, but achievable, given the uncertain economic environment and the tactical and strategic plans that were developed for 2013.

The following levels of achievement, and the corresponding levels of payment of targeted cash incentive compensation, were used for the 2013 consolidated EFO and North America EFO performance measures set forth above, with 200% of target being the maximum each executive could earn:

**Attainment**

	<b>Below</b>									
<b>(of budgeted EFO)</b>	<b>80%</b>	<b>80%</b>	<b>85%</b>	<b>90%</b>	<b>95%</b>	<b>100%</b>	<b>105%</b>	<b>110%</b>	<b>115%</b>	<b>120%</b>
Payout Multiple	0%	50%	62.5%	75%	87.5%	100%	125%	150%	175%	200%

The following levels of achievement, and the corresponding levels of payment of targeted cash incentive compensation, were used for the 2013 consolidated Services GP Growth and North America Services GP Growth performance measures set forth above, with 200% being the maximum each executive could earn:

**Consolidated Services GP Growth:**

**Attainment**

	<b>Below</b>								
<b>(Change vs. 2012)</b>	<b>7.7%</b>	<b>7.7%</b>	<b>10.8%</b>	<b>13.8%</b>	<b>15.4%</b>	<b>16.9%</b>	<b>18.4%</b>	<b>20.0%</b>	<b>21.5%</b>
Payout Multiple	0%	50%	66.7%	83.4%	100%	125%	150%	175%	200%

**North America Services GP Growth:**

**Attainment**

	<b>Below</b>								
<b>(Change vs. 2012)</b>	<b>5.9%</b>	<b>5.9%</b>	<b>8.3%</b>	<b>10.7%</b>	<b>11.9%</b>	<b>13.0%</b>	<b>14.2%</b>	<b>15.4%</b>	<b>16.6%</b>
Payout Multiple	0%	50%	66.7%	83.4%	100%	125%	150%	175%	200%

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The following levels of achievement, and the corresponding levels of payment of targeted cash incentive compensation, were used for the 2013 U.S. Hardware Market Share Growth performance measure set forth above, with 200% of target being the maximum each executive could earn:

**Attainment**

<b>(Basis Point Change over 2012)</b>	<b>Below</b>								
	<b>20</b>	<b>20</b>	<b>40</b>	<b>60</b>	<b>80</b>	<b>90</b>	<b>100</b>	<b>110</b>	<b>120</b>
Payout Multiple	0%	25%	50%	90%	100%	125%	150%	175%	200%

The following levels of achievement, and the corresponding levels of payment of targeted cash incentive compensation, were used for the 2013 U.S. Software Market Share Growth performance measure set forth above, with 200% of target being the maximum each executive could earn:

**Attainment**

<b>(Basis Point Change over 2012)</b>	<b>Below</b>								
	<b>5</b>	<b>5</b>	<b>15</b>	<b>20</b>	<b>25</b>	<b>35</b>	<b>45</b>	<b>55</b>	<b>65</b>
Payout Multiple	0%	25%	50%	90%	100%	125%	150%	175%	200%

The budgeted target, actual financial attainment and payout levels for the 2013 Plan were as follows:

<b>Financial Objective</b>	<b>Target</b>	<b>Actual</b>	<b>% Payout</b>
Consolidated EFO (non-GAAP)	\$165.3 million	\$134.0 million	52.6%
North America EFO (non-GAAP)	\$123.3 million	\$109.8 million	72.7%
Consolidated Services GP Growth	15.4% increase	8.6% increase	54.8%
North America Services GP Growth	11.9% increase	4.5% increase	0%
U.S. Hardware Market Share Growth	80 bps increase	134 bps decrease	0%
U.S. Software Market Share Growth	25 bps increase	18 bps decrease	0%

The levels of achievement and the corresponding levels of payments of targeted cash incentive compensation for EMEA EFO and EMEA Services GP Growth are not presented herein because Mr. Fenton resigned from the Company effective September 1, 2013, and he was not eligible for any 2013 Plan payouts.

Based on the achievement levels set forth above, the approved 2013 target and earned cash incentive compensation for each of our named executive officers were as follows:

Kenneth T. Lamneck, Chief Executive Officer Target \$691,875; Earned \$276,750;

Glynis A. Bryan, Chief Financial Officer Target \$432,858; Earned \$173,143;

Steven W. Dodenhoff, Insight United States Target \$232,500; Earned \$84,630;



Michael P. Guggemos, Chief Information Officer Target \$156,018; Earned \$62,407;

Steven R. Andrews, General Counsel and Secretary Target \$178,878; Earned \$71,551; and

Stuart A. Fenton, former President, Insight EMEA Target \$221,746.

<sup>1</sup> Mr. Fenton's employment with the Company ended on September 1, 2013. Pursuant to his Amended and Restated Release and Transition Agreement dated August 18, 2013, Mr. Fenton was not eligible for any 2013 Plan payouts. Mr. Fenton's 2013 target cash incentive compensation is shown in U.S. dollars for presentation in this proxy statement, but Mr. Fenton was paid in GBP. The target was GBP 145,503.

2014 Cash Incentive Plan

For 2014, the Compensation Committee continued its emphasis on cash incentive compensation by setting cash incentive plans for executive officers so that a significant portion of total cash compensation will be awarded through cash incentives if performance targets are met.

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The 2014 cash incentive plan (the 2014 Plan ) provides incentive award opportunities for select employees, including named executive officers. The 2014 Plan was also adopted pursuant to the Amended 2007 Omnibus Plan. Under the 2014 Plan, the Company established defined financial objectives for each of its current named executive officers and established the percentage of total cash incentive compensation to be tied to each of the specified financial objectives, as follows:

Position	EFO	Global Revenue Growth	U.S. Revenue Growth	U.S. Hardware	U.S. Services GP Growth	U.S. Services GP Growth
				Market Share Growth		
President and Chief Executive Officer	50%	12.5%		12.5%	25%	
Chief Financial Officer	50%	12.5%		12.5%	25%	
President, Insight United States			12.5%	12.5%		25%
Chief Information Officer	50%	12.5%		12.5%	25%	
General Counsel and Secretary	50%	12.5%		12.5%	25%	

Position	EMEA EFO	EMEA Services
		GP Growth
President, Insight EMEA	75%	25%

For purposes of the 2014 Plan, EFO will be calculated on a consolidated non-GAAP basis, with non-GAAP EFO being defined as the Company's actual 2014 consolidated earnings from operations, excluding certain items, specified and approved in advance by the Compensation Committee, that are not considered to be part of ongoing business.

U.S. EFO will be calculated on a non-GAAP basis, with non-GAAP U.S. EFO being defined as the actual 2014 earnings from the Company's United States operations, excluding certain items specified and approved in advance by the Compensation Committee, that are not considered to be part of ongoing business. EMEA EFO will be calculated on a non-GAAP basis, with non-GAAP EMEA EFO being defined as the actual 2014 earnings from the Company's EMEA operating segment, excluding certain items specified and approved in advance by the Compensation Committee, that are not considered to be part of ongoing business. Global Revenue Growth will be based on the Company's actual 2014 consolidated net sales compared to 2013. U.S. Revenue Growth will be based on the Company's actual 2014 net sales from the Company's United States operations compared to 2013. Services GP Growth will be based on the Company's actual 2014 consolidated services gross profit compared to 2013. U.S. Services GP Growth will be based on the actual 2014 services gross profit from the Company's United States operations compared to 2013. EMEA Services GP Growth will be based on the actual 2014 services gross profit from the Company's EMEA operating segment compared to 2013. U.S. Hardware Market Share Growth will be based on data for U.S. hardware sales as provided by the NPD Group, Inc., with adjustments to data similar to those made under the 2013 Plan.

The 2014 Plan requires that the Company or relevant operating segment achieve a certain percentage of the target amounts for the particular performance measure before any payment may be made to an executive with respect to that performance measure. Therefore, it is possible that an executive will have different levels of achievement for each of his or her separate performance measures and could receive no payment at all, depending on performance against the goal for each performance measure. The levels of performance were set in conjunction with the Company's overall

annual budget and are considered to be challenging, but achievable, given the tactical and strategic plans that have been developed for 2014, with no payment below a threshold level and with 200% of target being the maximum each executive may earn.

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The approved 2014 target cash incentive compensation amounts for each of our current named executive officers and our new President, Insight EMEA are set forth below. Consistent with 2013, the 2014 target cash incentive compensation amounts are calculated as a percentage of base salary. The percentages are consistent with those utilized in 2013 (other than for Mr. Dodenhoff, whose position and compensation were re-evaluated in 2013, and for Mr. Ebermann, who was hired effective January 6, 2014).

Kenneth T. Lamneck, President and Chief Executive Officer Target 100% of 2014 base salary, or \$709,172;

Glynis A. Bryan, Chief Financial Officer Target 100% of 2014 base salary, or \$443,679;

Steven W. Dodenhoff, President, Insight United States Target 75% of 2014 base salary, or \$325,028;

Michael P. Guggemos, Chief Information Officer Target 45% of 2014 base salary, or \$159,918;

Steven R. Andrews, General Counsel and Secretary Target 58% of 2014 base salary, or \$183,350; and

Wolfgang Ebermann, President, Insight EMEA Target of \$343,409.

<sup>1</sup> Mr. Ebermann's 2014 target cash incentive compensation is shown in U.S. dollars for presentation in this proxy statement, but Mr. Ebermann will be paid in Euros. The target is 250,000. Pursuant to Mr. Ebermann's employment agreement, his target cash incentive is guaranteed for 2014.

The target award for each of the executives is intended to define the amount that would be earned by the executive if the Company achieves the performance measures at the target level. The Compensation Committee also sets award levels for performance below the target performance level and seeks to encourage outstanding executive performance by setting achievement levels above the target performance, up to the maximum level.

***Long-Term Equity-Based Incentive Compensation***

The Compensation Committee views long-term equity-based compensation as a critical component of the overall executive compensation program. The principal objectives for long-term equity-based compensation are to:

enhance the link among Company performance, the creation of stockholder value and long-term incentive compensation;

facilitate increased equity ownership by executives;

encourage executive retention through use of multiple-year vesting periods; and

provide competitive levels of total compensation to executive officers if expected levels of performance are achieved.

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Long-term equity-based incentives are currently issued in the form of service and performance-based RSUs. Consistent with the practice adopted in 2009, the Compensation Committee decided that the Company's executive officers would receive 60% of their RSU awards in performance-based RSUs and 40% in service-based RSUs. To encourage continued employment with the Company, service-based awards vest over a four-year vesting schedule. Performance-based RSUs are earned only if predetermined annual financial performance goals are achieved and are then subject to a three-year vesting period. One of the Compensation Committee's goals in granting 40% of the RSUs in the form of service-based RSUs vesting over four years is to enhance retention, whereas the other 60% of the RSUs are performance-based, which the Compensation Committee believes aligns the interests of management and the stockholders. To encourage overachievement of targets, significant upside potential exists related to the number of RSUs ultimately earned. The number of performance-based RSUs ultimately earned varies based on the achievement of threshold levels of financial performance, with greater numbers of shares awarded for higher levels of financial performance. If the Company's financial performance does not meet or exceed a set performance threshold, no performance-based RSUs are earned. All grants of equity-based compensation are currently made under the Amended 2007 Omnibus Plan. The Compensation Committee believes that the 60/40 split of performance-based and service-based RSUs has demonstrated its value in paying for performance and promoting retention.

For 2013, the Compensation Committee determined target equity-based incentive compensation for executive officers considering comparison group data in the market analysis prepared by Compensia in 2011, and the Compensation Committee used the 2013 Compensia analysis in its determinations for 2014 target equity-based incentive compensation. Based on these studies, the Compensation Committee believes that the equity-based incentive compensation plan, including the use of performance-based RSUs and the target level of grants to each executive, is competitive with market practice, and the 60/40 split of performance-based and service-based RSUs continues to reward executives for performance and promotes retention of the Company's executives.

In order to link equity-based incentive compensation to annual performance and to continue to align the interests of management and stockholders, the Compensation Committee initiates annual grants of equity-based incentive compensation awards to executives early in the year (as opposed to later in the year or periodically throughout the year) in connection with the annual budgeting process. Also, early in the year, the Compensation Committee approves the annual RSU program grants as well as a pool of shares from which the Chief Executive Officer may make discretionary and/or new hire RSU grants throughout the year to individuals other than non-employee directors or Section 16 officers. The pool of RSUs is based on the recommendation of management and review of the overall equity compensation expense expected to be recorded in current and future years in the Company's consolidated financial statements.

**2013 Equity-Based Incentive Plan**

The 2013 RSU awards for executive officers, which were 40% service-based and 60% performance-based, were approved on February 13, 2013. The service-based RSUs vest in four equal annual installments beginning on February 20, 2014. The performance-based grants, to the extent earned, vest in three equal annual installments beginning on February 20, 2014, and the number of RSUs earned was dependent on the Company's actual ROIC for the fiscal year ended December 31, 2013, on a consolidated non-GAAP basis, with non-GAAP ROIC being defined as actual 2013 consolidated EFO, excluding certain items not considered to be part of the ongoing business, as approved in advance by the Compensation Committee, divided by Invested Capital. Invested Capital is defined as average equity, plus average debt, less average cash balances, as reported by the Company during the year ended December 31, 2013. The averages were computed using the five most recent quarter-end balances (December 31, 2012 through December 31, 2013) and included the assumption that acquisition goodwill was not impaired and continued to be present in all periods (i.e., average equity was not reduced for the non-cash goodwill impairment charge that was taken in 2008).



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For the performance-based RSUs, the Company's actual ROIC of 9.32% fell below the minimum of the range for 2013, and as such, no performance-based RSUs were issued to any of our named executive officers. The ROIC target range was set in conjunction with the Company's overall annual budget and was considered to be challenging, but achievable, given the tactical and strategic plans that were developed for 2013. The following levels of achievement, and corresponding levels of award of targeted equity-based incentive compensation, were used for the ROIC performance measure, with 200% of target being the maximum each executive could earn:

<b>ROIC Range</b>	<b>% of Target RSUs</b>
Above 12.65%	200.0%
12.40% - 12.65%	175.0%
12.14% - 12.39%	162.5%
11.88% - 12.13%	150.0%
11.62% - 11.87%	137.2%
11.36% - 11.61%	125.0%
11.10% - 11.35%	112.5%
10.84% - 11.09%	100.0%
10.58% - 10.83%	75.0%
10.32% - 10.57%	50.0%
10.06% - 10.31%	25.0%
Below 10.06%	0.0%

The following table sets forth the number of service-based and performance-based awards to our named executive officers under the 2013 equity-based incentive plan:

<b>Named Executive Officer</b>	<b>Performance-Based RSU Awards</b>				<b>Performance-Based RSUs Awarded (#)</b>
	<b>Service-Based RSUs Awarded (#)</b>	<b>Target Number of Performance-Based RSUs (1)</b>	<b>2013 Actual ROIC (2)</b>	<b>Award Level</b>	
Kenneth T. Lamneck, President and Chief Executive Officer	37,055	55,583	9.32%	0%	
Glynis A. Bryan, Chief Financial Officer	12,616	18,924	9.32%	0%	
Steven W. Dodenhoff, President, Insight United States	6,826	10,239	9.32%	0%	
Michael P. Guggemos, Chief Information Officer	7,314	10,970	9.32%	0%	
Steven R. Andrews, General Counsel and Secretary	7,306	10,960	9.32%	0%	
	9,752	14,627	9.32%	0%	



Stuart A. Fenton,  
former President, Insight EMEA(3)

- (1) Target was based on the Company achieving 100% of its ROIC target range for 2013 of 10.84% 11.09%.
- (2) As defined by and calculated in accordance with the 2013 equity-based incentive plan.
- (3) As discussed elsewhere, Mr. Fenton resigned from the Company effective September 1, 2013. His awards under the 2013 equity-based incentive plan, as well as any previously awarded unvested RSUs, were forfeited upon his resignation.

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**2014 Equity-Based Incentive Plan**

The 2014 RSU awards for executive officers, which are 40% service-based and 60% performance-based, were approved on February 12, 2014. The service-based RSUs will vest in four equal annual installments beginning on February 20, 2015. The performance-based grants will, if earned, vest in three equal annual installments beginning on February 20, 2015, and the number of RSUs to be issued, if any, will vary depending on the Company's ROIC for the fiscal year ending December 31, 2014, on a consolidated non-GAAP basis, with non-GAAP ROIC and Invested Capital being defined consistent with 2013 (as discussed above). For the performance-based RSUs: if the Company achieves less than 95% of its 2014 ROIC target range, no RSUs will be issued and if the Company achieves greater than 132% of its 2014 ROIC target range, 200% of the target number of RSUs will be issued. The ROIC target range was set in conjunction with the Company's overall annual budget and is considered to be challenging, but achievable, given the tactical and strategic plans that have been developed for 2014.

In determining the amount of equity-based incentive compensation for 2014, the Compensation Committee considered its goal to provide retention value for senior executives through stock price improvement, which the Compensation Committee believes aligns the interests of management and the stockholders. Based on the Compensation Committee's careful review of the 2013 Compensia analysis of the competitiveness of the Company's compensation levels, including its equity-based award levels, and on the Compensation Committee's review of the Company's 2014 budget and the recommendations of Compensia, the Compensation Committee awarded RSUs to executive officers in 2014 equal in value (as of the grant date) to the 2013 awards.

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The 2014 service-based and performance-based RSUs, granted on February 20, 2014, included the following awards for our current named executive officers and our new President, Insight EMEA:

<b>Named Executive Officer</b>	<b>Service-Based RSUs (#)</b>	<b>Target Number of Performance- Based RSUs (#)(1)</b>
Kenneth T. Lamneck, President and Chief Executive Officer	32,830	49,244
Glynis Bryan, Chief Financial Officer	11,177	16,766
Steven W. Dodenhoff, President, Insight United States	9,504	14,255
Michael P. Guggemos, Chief Information Officer	6,480	9,719
Steven R. Andrews, General Counsel and Secretary	6,473	9,710
Wolfgang Ebermann, President, Insight EMEA	8,640	12,959

- (1) Target award, which is based on the Company achieving 100% of its 2014 ROIC target range, as defined by and calculated in accordance with the 2014 equity-based incentive plan. As discussed above, if the Company achieves less than 95% of its 2014 ROIC target range, no performance-based RSUs will be issued and if the Company achieves greater than 132% of its 2014 ROIC target range, a total of 200% of the target number of performance-based RSUs will be issued.

***Severance and Change in Control Plans***

Severance and change in control plans are designed to facilitate the Company's ability to attract and retain executives as the Company competes for talented employees in a marketplace where such protections are commonly offered. Severance benefits are designed to provide benefits to ease an executive's transition following an unexpected employment termination by the Company due to changes in the Company's employment needs. Change in control benefits are intended to encourage executives to remain focused on the Company's business in the event of rumored or actual fundamental corporate changes. Both severance and change in control benefits are often a critical part of an executive's initial compensation package, and key executives may not have accepted our offers of employment if we had not provided market-level severance and change in control benefits. See further detail under the section entitled Employment Agreements, Severance and Change in Control Plans.

***Benefits and Perquisites***

Our named executive officers participate in benefit plans generally available to all of our teammates, including medical, health, life insurance and disability plans. Our current named executive officers are also eligible to participate in the Company's 401(k) plan and receive Company matching contributions, to the extent made by the Company, which are generally available to our teammates. Mr. Fenton was eligible to participate in a group personal pension plan in the United Kingdom and receive Company matching contributions, to the extent made by the

Company, which is a benefit generally available to our teammates in the United Kingdom. Mr. Fenton also received an automobile allowance, which is a benefit generally available to executives in the United Kingdom. These benefits are part of our broad-based total compensation programs offered in the geography in which each of the executives resides.

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We provide our executive officers with relatively limited perquisites that we believe are reasonable and in the best interests of the Company. We promote wellness initiatives in our employee health insurance plans and make premium payments for long-term disability insurance for all of our named executive officers. In 2013, Mr. Fenton was provided with an automobile allowance and private medical coverage, which are benefits generally available to management in the United Kingdom. The costs of perquisites and other personal benefits provided to our named executive officers during 2013 are included in the Summary Compensation Table in this proxy statement and identified in the footnotes thereto. The value of perquisites provided to Ms. Bryan and Mr. Guggemos did not exceed \$10,000 in the aggregate during 2013.

### ***Stock Ownership Guidelines***

In February 2007, the Board, upon the recommendation of the Compensation Committee, adopted stock ownership guidelines that:

are designed to align the interests of key executives, Board members and stockholders;

provide a five-year transition period for each new executive and each new Board member to reach ownership guidelines; and

define which ownership interests will count towards the guidelines.

The guidelines specify that, subsequent to the five-year transition period, as of each January 1, each executive and each Board member is expected to hold shares of Insight common stock with a value at least equal to a specified multiple of his or her annual base salary or retainer. For the President and Chief Executive Officer, two times annual base salary is required, for all other Executives, one times annual base salary is required, and for Board members, two times the annual base retainer is required. Failure to meet or to show sustained progress toward meeting the Stock Ownership Guidelines may result in a reduction in future long-term incentive grants and also may result in a requirement to retain some or all stock attained through Company grants of equity until the Stock Ownership Guidelines are attained.

### ***Executive Compensation Recovery***

We have an incentive compensation recovery, or clawback, policy that applies to our executive officers. Under this policy, in the event of a material restatement of our financial results, we may recover from an executive officer any incentive compensation that was based on having met or exceeded performance targets if an executive officer engaged in fraud or intentional misconduct that resulted in an increase in his or her incentive compensation.

### ***Chief Executive Officer Compensation***

The Compensation Committee determines compensation for the Chief Executive Officer using the same criteria it uses for other executives, placing relatively less emphasis on base salary and, instead, creating greater performance-based opportunities for short-term and long-term incentive compensation (cash and equity, respectively).



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In setting the Chief Executive Officer's compensation for 2013, the Compensation Committee approved a 2.5% increase in base salaries for 2013 for the Company's executive officers, including Mr. Lamneck, raising his base salary to \$691,875 for 2013. As noted above, executive officer target cash incentive compensation is reflected as a percentage of base salary (100% in Mr. Lamneck's case) resulting in Mr. Lamneck's target cash incentive award also increasing 2.5% to \$691,875 in 2013. Also as noted above, target equity-based compensation awards approved by the Compensation Committee for 2013 reflect no increases from 2012. As a result, Mr. Lamneck's total target direct compensation for 2013 was \$3,283,750 (compared to \$3,250,000 in 2012); however, Mr. Lamneck's actual annual compensation earned for 2013 was 52.6% of the total target, or \$1,728,623 (valuing his equity-based compensation at the grant date fair value). As noted above, the Compensation Committee again approved a 2.5% increase in base salaries for 2014 for the Company's executive officers, including Mr. Lamneck, raising his base salary to \$709,172 for 2014 and his target cash incentive compensation, reflected as a percentage of base salary (100% in Mr. Lamneck's case) to \$709,172 for 2014. Also as noted above, target equity-based compensation awards approved by the Compensation Committee for 2014 again reflected no increases from 2013. As a result, Mr. Lamneck's total target direct compensation for 2014 is \$3,318,344 (compared to \$3,283,750 in 2013).

**Tax and Accounting Considerations*****Deductibility of Executive Compensation***

Section 162(m) generally prohibits a public company from taking an income tax deduction for compensation over \$1 million paid to the principal executive officer and any one of the three highest paid executive officers (other than the principal executive officer or the principal financial officer) as of the close of the applicable taxable year, but contains an exception for performance-based compensation if certain conditions are met. Base salary and service-based RSUs, by their nature, do not qualify as performance-based compensation, and amounts attributable to such compensation paid to these officers in excess of \$1 million will not be deductible by the Company for federal income tax purposes. While the anticipated tax treatment of compensation is given some weight in making compensation decisions, the Compensation Committee has not adopted a policy of limiting awards of compensation to amounts that would be deductible under Section 162(m) because the Compensation Committee believes that awards of compensation which would not comply with the Section 162(m) requirements could at times further the long-term interests of the Company and its stockholders. Nevertheless, the Compensation Committee believes that it is important to maximize the corporate tax deductibility of executive compensation. Therefore, to help maximize the deductibility of payments made beginning in 2008, the Company sought and received stockholder approval of its Amended 2007 Omnibus Plan (first in 2007 and again in 2011).

***Accounting for Stock-Based Compensation***

Stock-based compensation is measured based on the fair value of the award on the date of grant, and the corresponding expense is recognized over the period during which the executive is required to provide service in exchange for the reward. Compensation expense related to service-based RSUs is recognized on a straight-line basis over the requisite service period for the entire award. Compensation expense related to performance-based RSUs is recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards (i.e., a graded vesting basis).

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**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the above Compensation Discussion and Analysis with management, and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

**COMPENSATION COMMITTEE:**

Kathleen S. Pushor, Chair

Richard E. Allen

Michael M. Fisher

Bennett Dorrance

Robertson C. Jones

*Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act, as amended, that incorporate future filings, including this proxy statement, in whole or in part, the foregoing Compensation Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any such filings.*

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The members of the Compensation Committee during 2013 were Ms. Pushor (Chair) and Messrs. Allen, Dorrance, Fisher and Jones. No member of the Compensation Committee was at any time during 2013 or at any other time an officer or employee of Insight, and no member had any relationship with Insight requiring disclosure under Item 404 of Regulation S-K. No executive officer of Insight has served on the Board or Compensation Committee of any other entity that has or has had one or more executive officers who served as a member of the Board or the Compensation Committee of Insight during 2013.



Table of Contents**SUMMARY COMPENSATION TABLE**

The table below sets forth the total compensation for services rendered to us by our principal executive officer, our principal financial officer and our four other most highly compensated executive officers. We refer to these persons as named executive officers.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$)(1)	Non-Equity Incentive Plan	All Other Compensation	Total (\$)
				Compensation (\$)(2)	Compensation (\$)(3)	
Kenneth T. Lamneck, President and Chief Executive Officer	2013	691,875	1,900,005	276,750	19,606	2,888,236
	2012	675,000	1,900,017	402,469	24,688	3,002,174
	2011	618,000	1,500,005	913,950	12,730	3,044,685
Glynis A. Bryan, Chief Financial Officer	2013	432,858	646,885	173,143	10,866	1,263,752
	2012	422,300	646,893	253,406	16,623	1,339,222
	2011	412,000	646,880	647,381	12,518	1,718,779
Steven W. Dodenhoff, President Insight United States	2013	375,000	350,003	84,630	27,180	836,813
	2012	310,417	389,376	114,333	5,745	819,871
Michael P. Guggemos, Chief Information Officer	2013	346,706	375,005	62,407	9,446	793,564
	2012	338,250	375,001	90,757	8,437	812,445
	2011	330,000	375,010	226,203	11,581	942,794
Steven R. Andrews, General Counsel and Secretary	2013	308,411	374,636	71,551	18,088	772,686
	2012	300,889	374,627	104,344	17,369	797,229
	2011	293,550	374,626	266,569	14,881	949,626
Stuart A. Fenton, (4) former President Insight EMEA	2013	323,188	500,014		1,173,002	1,996,204
	2012	496,947	500,001	46,401	59,816	1,103,165
	2011	490,611	500,007	373,861	51,225	1,415,704

(1) These amounts reflect the grant date fair value of the RSU awards granted to our named executive officers. For awards subject to performance conditions, the grant date fair value reported is at the target level, which was considered the probable outcome of the performance conditions, determined as of the grant date.

For 2013, the grant date fair value was calculated based on the closing price of the Company's common stock on February 20, 2013 of \$20.51 multiplied by the target number of RSU awards, as the target was considered to be the probable outcome as of the grant date. For the 60% of the 2013 awards that were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. For Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff, Mr. Guggemos, Mr. Andrews and Mr. Fenton, the maximum value of RSUs assuming the maximum achievement at the highest level of performance was \$3,040,013, \$1,035,017, \$560,005, \$600,000, \$599,425 and \$800,013, respectively. As discussed in the CD&A section of this proxy statement, the actual award for 2013 was 0% of the target number of performance-based RSUs.

For 2012, the grant date fair value was calculated based on the closing price of the Company's common stock on February 17, 2012 (the last trading day immediately preceding the grant date because the grant date was not a trading day) of \$21.98 multiplied by the target number of RSU awards, as the target was considered to be the probable outcome as of the grant date. For the 60% of the 2012 awards that were subject to performance conditions, the

maximum award attainable was 200% of the target number of RSU awards. For Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff, Mr. Guggemos, Mr. Andrews and Mr. Fenton, the maximum value of RSUs assuming the maximum achievement at the highest level of performance was \$3,040,032, \$1,035,038, \$559,998, \$600,010, \$599,395 and \$800,006, respectively. For Mr. Dodenhoff, the 2012 amount includes a stock award with a grant date fair value of \$120,000 in service-based RSUs on February 10, 2012 that Mr. Dodenhoff received in conjunction with his employment by the Company effective January 30, 2012 and an award that Mr. Dodenhoff was granted in connection with his appointment as President, Insight United States, effective October 1, 2012. Upon his promotion, Mr. Dodenhoff was granted RSUs having an aggregate value of the difference between a target award of \$350,000 and the target award amount of \$250,000 that he was granted on February 20, 2012, prorated for the remainder of 2012. The grant date fair value of this incremental award was calculated based on the closing price of the Company's common stock on November 9, 2012 (the last trading day immediately preceding the grant date because the grant date was not a trading day) of \$15.50 multiplied by 62.5% of the target number of RSU awards, as that percentage was considered to be the probable outcome as of the grant date. The actual award for 2012 was 50% of the target number of performance-based RSUs.

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For 2011, the grant date fair value was calculated based on the closing price of the Company's common stock on February 18, 2011 (the last trading day immediately preceding the grant date because the grant date was not a trading day) of \$18.32 multiplied by the target number of RSU awards, as the target was considered to be the probable outcome as of the grant date. For the 60% of the 2011 awards that were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. For Mr. Lamneck, Ms. Bryan, Mr. Guggemos, Mr. Andrews and Mr. Fenton, the maximum value of RSUs assuming the maximum achievement at the highest level of performance was \$2,400,012, \$1,035,007, \$600,017, \$599,394 and \$800,016 respectively. The actual award for 2011 was 125% of the target number of performance-based RSUs.

For all three years for which grant date fair value is presented in the table above, no estimate of forfeitures is included in these amounts, nor were any actual forfeitures included in these amounts.

- (2) Non-Equity Incentive Plan Compensation represents bonuses earned by executives under the 2013, 2012 and 2011 cash incentive plans, respectively. The cash incentive plan compensation for 2013 was paid to the named executive officers prior to March 15, 2014.
- (3) All Other Compensation for 2013 represents payments to:

Mr. Lamneck for enhanced healthcare benefits, expenses incurred related to premium payments made on his behalf for long-term disability insurance, matching contributions to his 401(k), an allowance for cell phone expenses and a discretionary contribution to his health savings account. We consider the cost of the enhanced healthcare benefits and premium payments for long-term disability insurance to be perquisites.

Ms. Bryan for expenses incurred related to premium payments made on her behalf for long-term disability insurance, matching contributions to her 401(k), an allowance for cell phone expenses and a discretionary contribution to her health savings account. We consider the cost of premium payments for long-term disability insurance to be a perquisite.

Mr. Dodenhoff for enhanced healthcare benefits of \$13,797, expenses incurred related to premium payments made on his behalf for long-term disability insurance, matching contributions to his 401(k), value received related to an annual sales incentive trip, an allowance for cell phone expenses, and a discretionary contribution to his health savings account. We consider the cost of the enhanced healthcare benefits, premium payments for long-term disability insurance and value received related to an annual sales incentive trip to be perquisites.

Mr. Guggemos for matching contributions to his 401(k), expenses incurred related to premium payments made on his behalf for long-term disability insurance, an allowance for cell phone expenses and a discretionary contribution to his health savings account. We consider the premium payments for long-term disability insurance to be perquisites.

Mr. Andrews for expenses incurred related to premium payments made on his behalf for long-term disability insurance, enhanced healthcare benefits, matching contributions to his 401(k), an allowance for cell phone

expenses and a discretionary contribution to his health savings account. We consider the premium payments for long-term disability insurance and the cost of the enhanced healthcare benefits to be perquisites.

Mr. Fenton for severance of \$1,133,657, retirement plan contributions of \$19,391, an auto allowance of \$17,169 and private medical coverage. Mr. Fenton's employment with the Company ended on September 1, 2013, with Mr. Fenton receiving severance equal to two times his base salary of GBP 313,533 and an incentive payment of GBP 100,000. We consider the cost of the auto allowance and private medical coverage to be perquisites.

- (4) Mr. Fenton is a resident of the United Kingdom. He was paid in GBP. The salary and all other compensation amounts included in the table above were determined by multiplying the average exchange rates applicable for the quarters ended March 31, June 30, September 30, and December 31 of each year, respectively, by the compensation earned during the quarter. The non-equity incentive plan compensation amounts included in the table above were determined by multiplying the GBP paid by the exchange rate applicable on the date paid.

Table of Contents**GRANTS OF PLAN-BASED AWARDS**

The following table sets forth information regarding grants of plan-based awards made during the year ended December 31, 2013 to the named executive officers.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock (#)(3)	Grant Date of Stock Awards	Fair Value of Stock Awards (\$)(3)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
Kenneth T. Lamneck		2/13/2013	302,695	691,875	1,383,750						
	2/20/2013	2/13/2013				13,896	55,583	111,166		1,140,007	
	2/20/2013	2/13/2013							37,055	759,998	
Glynis A. Bryan		2/13/2013	189,375	432,858	865,716						
	2/20/2013	2/13/2013				4,731	18,924	37,848		388,131	
	2/20/2013	2/13/2013							12,616	258,754	
Steven W. Dodenhoff		2/13/2013	101,719	232,500	465,000						
	2/20/2013	2/13/2013				2,560	10,239	20,478		210,002	
	2/20/2013	2/13/2013							6,826	140,001	
Michael P. Guggemos		2/13/2013	68,258	156,018	312,036						
	2/20/2013	2/13/2013				2,743	10,970	21,940		224,995	
	2/20/2013	2/13/2013							7,314	150,010	
Steven R. Andrews		2/13/2013	78,259	178,878	357,756						
	2/20/2013	2/13/2013				2,740	10,960	21,920		224,790	
	2/20/2013	2/13/2013							7,306	149,846	
Stuart A. Denton (4)		2/13/2013	110,873	221,746	443,492						
	2/20/2013	2/13/2013				3,657	14,627	29,254		300,000	
	2/20/2013	2/13/2013							9,752	200,014	

- (1) Represents awards under the 2013 cash incentive plan discussed under the heading "2013 Cash Incentive Plan" of the CD&A in this proxy statement. Threshold represents the amount that would have been payable had the minimum level of achievement for each defined performance measure been achieved. It is possible for the award to be zero if performance falls below the threshold levels. The maximum estimated future payouts under non-equity incentive plan awards was computed as 200% of the target cash incentive compensation component that was based exclusively on four specific financial objectives for each named executive officer. Actual

amounts are reflected in the Summary Compensation Table in the Non-Equity Incentive Plan Compensation column, and there are no future payouts related to these awards.

- (2) Pursuant to the 2013 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made on February 20, 2013. For the 60% of the 2013 awards that were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. Threshold represents the amount of RSUs that would have been granted had the minimum level of achievement for each defined performance measure been achieved. It is possible for the award to be zero if performance falls below the threshold levels. As discussed in the CD&A section of this proxy statement, the actual award for 2013 was 0% of the target number of performance-based RSUs.
- (3) The grant date fair value for the annual plan-based awards was calculated based on the closing price of the Company's common stock on February 20, 2013 of \$20.51 multiplied by the target number of RSU awards, as the target was considered to be the probable outcome as of the grant date. The grant date fair values of stock awards are also reflected in the Summary Compensation Table. As discussed in the CD&A section of this proxy statement, the actual award for 2013 was 0% of the target number of performance-based RSUs.
- (4) Mr. Fenton's cash incentive target and maximum amounts for the 2013 cash incentive plan were translated into U.S. dollars for presentation in this proxy statement. The target and maximum estimated future payouts under non-equity incentive plan awards were GBP 147,831 and GBP 295,662, respectively. Mr. Fenton resigned from the Company effective September 1, 2013.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table sets forth information regarding outstanding equity awards at December 31, 2013 for the named executive officers.

	<b>Stock Awards</b>	
	<b>Number of Shares or Units of Stock That Have Not Vested (#)(1)</b>	<b>Market Value of Shares or Units of Stock That Have Not Vested \$(2)</b>
Kenneth T. Lamneck	117,119	2,659,772
Glynis A. Bryan	43,220	981,526
Steven W. Dodenhoff	18,179	412,845
Michael P. Guggemos	25,055	568,999
Steven R. Andrews	25,029	568,409
Stuart A. Fenton (3)		

(1) Under various service-based equity incentive compensation programs, our named executive officers have received varying levels of grants of service-based RSUs that (beginning with the 2011 awards) vest ratably over four years.

Pursuant to the 2013 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made in February 2013. For the 60% of the 2013 awards that were subject to performance conditions, the number of actual performance-based RSUs ultimately awarded was 0% of the target.

Pursuant to the 2012 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made in February 2012. For the 60% of the 2012 awards that were subject to performance conditions, the number of actual performance-based RSUs ultimately awarded was 50% of the target, as actual consolidated ROIC was below the target range for the fiscal year ended December 31, 2012. As of December 31, 2012, upon the Company's achievement of the actual ROIC amount for the fiscal year ended December 31, 2012, the RSUs effectively became service-based RSUs, vesting ratably over the three years following the grant date.

Pursuant to the 2011 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made in February 2011. For the 60% of the 2011 awards that were subject to performance conditions, the number of actual performance-based RSUs ultimately awarded was 125% of the target, determined by over-achievement of targeted consolidated ROIC of the Company for the fiscal year ended December 31, 2011. As of December 31, 2011, upon the Company's achievement of the actual ROIC amount for the fiscal year ended December 31, 2011, the RSUs effectively became service-based RSUs, vesting ratably over the three years following the grant date.

All of these grants of RSUs were made under the Amended 2007 Omnibus Plan.

- (2) Represents the value based upon the number of shares awarded multiplied by the closing price on December 31, 2013 (\$22.71).
- (3) Mr. Fenton resigned from the Company effective September 1, 2013. All unvested RSUs were forfeited upon his resignation.



**Table of Contents****OPTION EXERCISES AND STOCK VESTED TABLE**

The following table sets forth information with respect to shares of Company common stock acquired through vesting of restricted stock units and the number of shares acquired and value realized on vesting by the named executive officers during 2013. There were no outstanding stock options in 2013.

<b>Name</b>	<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Vesting (#)(1)</b>	<b>Value Realized on Vesting \$(1)</b>
Kenneth T. Lamneck	159,784	3,139,691
Glynis A. Bryan	44,283	908,244
Steven W. Dodenhoff	4,221	85,535
Michael P. Guggemos	23,006	522,062
Steven R. Andrews	25,646	525,999
Stuart A. Fenton (2)	48,378	992,091

- (1) During 2013, the stock awards (all RSUs) that vested for the named executive officers in the United States were net-share settled such that the Company withheld shares with value equivalent to the named executive officer's minimum statutory tax obligation for the applicable income and other employment taxes and remitted cash to the appropriate taxing authorities. The amounts in the table represent the gross number of shares and value realized on vesting for each of the named executive officers. The net number of shares acquired by Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff, Mr. Guggemos and Mr. Andrews on vesting was 92,138, 28,291, 2,768, 15,774 and 17,963, respectively.
- (2) Mr. Fenton resigned from the Company effective September 1, 2013.

**EMPLOYMENT AGREEMENTS, SEVERANCE AND CHANGE IN CONTROL PLANS**

Our employment agreements with executives and our incentive compensation plans reflect our compensation philosophy. The employment agreements for our named executive officers provide for continually renewing terms (one year for Messrs. Lamneck, Dodenhoff, Guggemos and Andrews and two years for Ms. Bryan). All change in control benefits are double trigger (which means that they are triggered by two events, a change in control plus a triggering termination under the change of control agreement), provided, however, that under the terms of the Amended 2007 Omnibus Plan, applicable to all employees, a change in control would result in all stock awards becoming fully exercisable and vested to the full extent of the original grant, any restrictions would lapse and all performance-based awards would be earned and payable in full at target levels.

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The Company's employment agreements with its named executive officers are intended to comply with Section 409A of the Code. The material terms of the employment agreements with our named executive officers are as follows:

***Kenneth T. Lamneck***

- (i) Effective as of January 1, 2010.
- (ii) A severance payment upon termination without cause, by Mr. Lamneck for good reason, as those terms are defined in the agreement, or at the expiration of the term due to the Company's issuance of a non-renewal notice. In the event of such termination and subject to a release of claims against the Company by Mr. Lamneck, he will be entitled to receive severance pay in the amount of \$1,800,000, payable in equal installments over a period of 12 months following the date of termination.
- (iii) In the event of Mr. Lamneck's death or disability, as such term is defined in the agreement, he or his estate shall receive payment for earned, but unpaid base salary, accrued but unused vacation, unreimbursed business expenses and any vested benefits he may be entitled to receive under any Company disability or insurance plan or other applicable employee benefit plan.
- (iv) The agreement also provides for non-disclosure by Mr. Lamneck of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

The table below outlines the potential payments to Mr. Lamneck upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2013:

<b>Triggering Event</b>	<b>Severance</b>	<b>Stock Based Compensation Awards (1)</b>	<b>Benefits</b>	<b>Total</b>
Termination Without Cause or for Good Reason as defined in the employment agreement	\$ 1,800,000	\$	\$	\$ 1,800,000
Change in Control Involuntary Termination	1,800,000	2,659,772		4,459,772
Change in Control Without Termination		2,659,772		2,659,772
Disability				
Death				

- (1) The value of stock based compensation awards is based on the closing price of the Company's common stock on December 31, 2013 of \$22.71 per share.

***Glynis A. Bryan***

- (i) Effective as of January 1, 2009.
  
- (ii) A severance payment upon termination without cause or termination by Ms. Bryan for good reason, as those terms are defined in the agreement, payable upon termination, equal to two times her annual base salary, plus one times the annual cash incentive bonus during one of the two immediately preceding fiscal years that would produce the higher award, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 24 months or (2) the day on which she is eligible to receive substantially similar benefits without being required to pay any premiums with respect to such benefits.

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- (iii) A severance payment following a change in control of the Company if Ms. Bryan terminates her employment for good reason, or the Company terminates her employment without cause, as those terms are defined in the agreement, prior to the expiration of 24 months after the change in control occurs, equal to two times her highest annual base salary in effect during the term of the agreement plus two times the higher annual cash incentive bonus during one of the two immediately preceding fiscal years which would produce the higher award, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of (1) 42 months following termination or (2) the date on which she is eligible to receive substantially similar benefits without being required to pay any premiums with respect to such benefits. All payments made following a change in control are to be grossed-up for Ms. Bryan's excise taxes if the payment exceeds prescribed limits.
- (iv) In the event of Ms. Bryan's termination as a result of disability, as such term is defined in the agreement, or death, she or her estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of her base salary plus a prorated portion of any cash incentive compensation earned for the quarter in which the agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.
- (v) The agreement also provides for non-disclosure by Ms. Bryan of our confidential information and includes covenants by her not to compete with Insight or solicit its employees, suppliers or customers for a period of two years following termination of employment.

The table below outlines the potential payments to Ms. Bryan upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2013:

Triggering Event		Severance	Stock Based Compensation Awards (1)	Benefits	Total
Termination Without Cause or for Good Reason as defined in the employment agreement		\$ 1,686,240	\$	\$ 21,063	\$ 1,707,303
Change in Control	Involuntary Termination	2,333,621	981,526	36,861	3,352,008
Change in Control	Without Termination		981,526		981,526
Disability		281,358			281,358
Death		281,358			281,358

- (1) The value of stock based compensation awards is based on the closing price of the Company's common stock on December 31, 2013 of \$22.71 per share.

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***Steven W. Dodenhoff***

- (i) Effective as of January 30, 2012.
  
- (ii) A severance payment upon termination without cause or termination by Mr. Dodenhoff for good reason, as those terms are defined in the agreement, payable upon termination, equal to one times his annual base salary, plus one times the annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 12 months or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits.
  
- (iii) A severance payment following a change in control of the Company if Mr. Dodenhoff terminates his employment for good reason, or the Company terminates his employment without cause, as those terms are defined in the agreement, prior to the expiration of 12 months after the change in control occurs, equal to one times his highest annual base salary in effect during the term of the agreement plus one times his annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of (1) 12 months following termination or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits. In the event that payments made following a change in control would trigger an excise tax under the Code, the payments are to be reduced to the highest amount that would not trigger that excise tax, except that the limitation would not apply if the difference between the calculated amount (without applying the cap) and the reduced amount (after applying the cap) is greater than 25%.
  
- (iv) In the event of Mr. Dodenhoff's termination as a result of disability, as such term is defined in the agreement, or death, he or his estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of his base salary plus a prorated portion of any cash incentive compensation earned for the quarter in which the agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.
  
- (v) The agreement also provides for non-disclosure by Mr. Dodenhoff of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

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The table below outlines the potential payments to Mr. Dodenhoff upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2013:

<b>Triggering Event</b>	<b>Severance</b>	<b>Stock Based Compensation Awards (1)</b>	<b>Benefits</b>	<b>Total</b>
Termination Without Cause or for Good Reason as defined in the employment agreement	\$ 459,630	\$	\$ 20,480	\$ 480,110
Change in Control Involuntary Termination	459,630	412,845	20,480	892,955
Change in Control Without Termination		412,845		412,845
Disability	178,380			178,380
Death	178,380			178,380

(1) The value of stock based compensation awards is based on the closing price of the Company's common stock on December 31, 2013 of \$22.71 per share.

**Michael P. Guggemos**

- (i) Effective as of November 1, 2010.
- (ii) A severance payment upon termination without cause or termination by Mr. Guggemos for good reason, as those terms are defined in the agreement, payable upon termination, equal to one times his annual base salary, plus one times the annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 12 months or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits.
- (iii) A severance payment following a change in control of the Company if Mr. Guggemos terminates his employment for good reason, or the Company terminates his employment without cause, as those terms are defined in the agreement, prior to the expiration of 12 months after the change in control occurs, equal to one times his highest annual base salary in effect during the term of the agreement plus one times his annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of 12 months following termination or eligibility for new benefits. In the event that payments made following a change in control would trigger an excise tax under the Code, the payments are to be reduced to the highest amount that would not trigger that excise tax, except that the limitation would not apply if the difference between the calculated amount (without applying the cap) and the reduced amount (after applying the cap) is greater than 25%.
- (iv)

In the event of Mr. Guggemos' termination as a result of disability, as such term is defined in the agreement, or death, he or his estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of his base salary plus a prorated portion of any cash incentive compensation earned for the quarter in which the agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.

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- (v) The agreement also provides for non-disclosure by Mr. Guggemos of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

The table below outlines the potential payments to Mr. Guggemos upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2013:

<b>Triggering Event</b>	<b>Severance</b>	<b>Stock Based Compensation Awards (1)</b>	<b>Benefits</b>	<b>Total</b>
Termination Without Cause or for Good Reason as defined in the employment agreement	\$ 635,316	\$	\$ 18,414	\$ 653,730
Change in Control Involuntary Termination	635,316	568,999	18,414	1,222,729
Change in Control Without Termination		568,999		568,999
Disability	149,084			149,084
Death	149,084			149,084

- (1) The value of stock based compensation awards is based on the closing price of the Company's common stock on December 31, 2013 of \$22.71 per share.

**Steven R. Andrews**

- (i) Effective as of January 1, 2009.
- (ii) A severance payment upon termination without cause or termination by Mr. Andrews for good reason, as those terms are defined in the agreement, payable upon termination, equal to one times his annual base salary, plus one times the annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 12 months or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits.
- (iii) A severance payment following a change in control of the Company if Mr. Andrews terminates his employment for good reason, or the Company terminates his employment without cause, as those terms are defined in the agreement, prior to the expiration of 12 months after the change in control occurs, equal to two times his highest annual base salary in effect during the term of the agreement plus two times the higher annual cash incentive bonus during one of the two immediately preceding fiscal years which would produce the higher award, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of (1) 24 months following termination or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits. In the event that payments made following a change in control would trigger an excise tax under the Code, the payments are to be reduced to the highest amount that would not trigger that excise tax, except that the limitation would not apply if the difference between the calculated amount (without applying



the cap) and the reduced amount (after applying the cap) is greater than 25%.

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- (iv) In the event of Mr. Andrews' disability as such term is defined in the agreement, or death, he or his estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of his base salary and a prorated portion of any cash incentive compensation earned for the quarter in which the agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.
- (v) The agreement also provides for non-disclosure by Mr. Andrews of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

The table below outlines the potential payments to Mr. Andrews upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2013:

<b>Triggering Event</b>	<b>Severance</b>	<b>Stock Based Compensation Awards (1)</b>	<b>Benefits</b>	<b>Total</b>
Termination Without Cause or for Good Reason as defined in the employment agreement	\$ 646,531	\$	\$ 18,160	\$ 664,691
Change in Control Involuntary Termination	1,221,511	568,409	36,320	1,826,240
Change in Control Without Termination		568,409		568,409
Disability	148,654			148,654
Death	148,654			148,654

- (1) The value of stock based compensation awards is based on the closing price of the Company's common stock on December 31, 2013 of \$22.71 per share.

**Stuart A. Fenton**

Entering 2013, Mr. Fenton was party to an amended and restated service agreement entered into as of May 18, 2010. Pursuant to that agreement, Mr. Fenton would have received a severance payment upon termination without cause or upon termination by Mr. Fenton for good reason equal to two times his annual base salary, plus one times the annual cash incentive bonus during one of the two immediately preceding fiscal years that would produce the higher award, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 24 months or (2) the date on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits. In April 2013, we entered into a transition agreement with Mr. Fenton, and in August 2013, we entered into an amended and restated transition agreement with him. In accordance with the amended and restated transition agreement, Mr. Fenton's employment with the Company ended on September 1, 2013, with Mr. Fenton receiving severance of GBP 727,066 (approximately \$1.1 million), which was equal to two years of his base salary of GBP 313,533 plus an incentive payment of GBP 100,000.

Table of Contents**NONQUALIFIED DEFERRED COMPENSATION TABLE**

Effective January 1, 2008, the Company established the Deferred Compensation Plan. The Deferred Compensation Plan was a nonqualified deferred compensation plan maintained primarily to provide deferred compensation benefits for a select group of management or highly compensated employees as defined by the Employee Retirement Income Security Act of 1974, as amended, and was designed to comply with Section 409A of the Code. The Deferred Compensation Plan was terminated effective May 31, 2012, and the Deferred Compensation Plan's assets were liquidated and participant account balances were paid out in June 2013.

The following table provides information regarding 2013 earnings and withdrawals for each named executive officer who participated in our Deferred Compensation Plan prior to its termination effective May 31, 2012.

<b>Name</b>	<b>Executive Contributions in Last FY (\$)(1)</b>	<b>Company Contributions in Last FY (\$)(2)</b>	<b>Aggregate Earnings in Last FY (\$)(3)</b>	<b>Aggregate Withdrawals/ Distributions (\$)</b>	<b>Aggregate Balance at Last FYE (\$)(4)</b>
Kenneth T. Lamneck			11,788	185,020	
Michael P. Guggemos			2,148	73,244	

- (1) The plan was terminated effective May 31, 2012, and no voluntary executive contributions were made to the Deferred Compensation Plan during 2013.
- (2) The Company did not make any matching or discretionary contributions to the Deferred Compensation Plan and incurred immaterial administrative costs to maintain the plan.
- (3) The amounts are deemed investment returns in 2013 on executive contribution balances from January 1, 2013 through liquidation of the Deferred Compensation Plan's assets and payout of the participant account balances in June 2013.
- (4) The Deferred Compensation Plan was terminated effective May 31, 2012, and the Deferred Compensation Plan's assets were liquidated and participant account balances were paid out in June 2013.

**DIRECTOR COMPENSATION**

Mr. Lamneck did not receive any separate compensation for his Board service or activities. In 2013, each non-employee director received \$20,000 per quarter for serving on the Board. An additional \$6,250, \$5,000 and \$2,500 per quarter was paid to the director serving as the Chair of the Audit, Compensation and Nominating and Governance Committees, respectively. For 2014, each non-employee director will again receive \$20,000 per quarter for serving on the Board, and payments for serving as Chair of a committee will remain unchanged as well. In lieu of standard compensation for directors, because of his time commitments to the Company as Chair of the Board, Mr. Crown was paid a retainer of \$130,000 for 2013. For 2014, Mr. Crown will again be paid a retainer of \$130,000 for service as Chair of the Board. We reimburse non-employee directors for their reasonable expenses incurred in connection with service as directors, and non-employee directors may elect to participate at their own cost in the medical and dental benefit programs offered to all teammates.



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For 2013, existing non-employee directors received a grant of RSUs with a grant date fair value equal to \$80,003, calculated at the closing price of the Company's shares on the date of its 2013 annual meeting. For 2014, existing non-employee directors will continue to receive a grant of RSUs with a grant date fair value equal to approximately \$80,000, calculated at the closing price of the Company's shares on the date of its annual meeting. Upon joining the Board, new non-employee directors will receive a pro-rata share of the last annual grant of RSUs to the other non-employee directors, based on service before the next regularly scheduled annual meeting date. RSU awards to non-employee directors vest ratably over three years, and awards to non-employee directors, beginning with grants made in May 2011, will fully vest upon retirement, resignation or disability, subject to risk of loss if the non-employee director ends service on the Board without proper notice to the Board.

The table below sets forth information concerning compensation of the Company's directors in 2013.

Name	Fees Earned or		
	Paid in Cash (\$)	Stock Awards \$(1)(2)	Total (\$)
Richard E. Allen	105,000	80,003	185,003
Timothy A. Crown	130,000	80,003	210,003
Bennett Dorrance	80,000	80,003	160,003
Michael M. Fisher	80,000	80,003	160,003
Larry A. Gunning	80,000	80,003	160,003
Anthony A. Ibargüen	90,000	80,003	170,003
Robertson C. Jones	80,000	80,003	160,003
Kathleen S. Pushor	100,000	80,003	180,003

- (1) These amounts reflect the grant date fair value of the RSU awards granted to our directors. On May 15, 2013, each non-employee director was granted RSUs with a grant date fair value equal to \$80,003, calculated at the closing price of the Company's shares on the date of its 2013 annual meeting (\$18.64). These amounts include awards pursuant to the Amended 2007 Omnibus Plan. An estimate of forfeitures is not included in these amounts, nor were any actual forfeitures included in these amounts.

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- (2) As of December 31, 2013, the aggregate number of unvested stock awards outstanding for each non-employee director was as follows:

Name	Unvested Stock Awards
Richard E. Allen	8,108
Timothy A. Crown	8,952
Bennett Dorrance	8,952
Michael M. Fisher	8,952
Larry A. Gunning	8,952
Anthony A. Ibarguen	8,952
Robertson C. Jones	8,952
Kathleen S. Pushor	8,952

The cost of certain perquisites and other personal benefits are not included because in the aggregate they did not exceed, in the case of any director, \$10,000.

### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the securities laws of the United States, our directors, executive officers, and any persons beneficially owning more than 10% of our common stock are required to report their initial ownership of our common stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established, and we are required to disclose any known failure to file by these dates. Based upon a review of such reports furnished to us, or written representations that no reports were required, we believe that these filing requirements were satisfied in a timely manner during the year ended December 31, 2013, except that one filing was made one day late on May 14, 2013 with respect to the sale of common stock by Mr. Crown on May 9, 2013.

### RELATED PARTY TRANSACTIONS

#### *Transactions with Related Persons*

No director, executive officer or any beneficial owner of more than 5% of our outstanding capital stock had any direct or indirect material interest in any transaction with us required to be disclosed during 2013 or since the commencement of the 2014 fiscal year, except as disclosed below.

During 2013, the Audit Committee pre-approved a lease of a Company-owned 21,375 square feet facility (and its furnishings) in Tempe, Arizona to an entity in which Timothy A. Crown, the Chair of our Board of Directors, has an indirect interest. The Company was in the process of reviewing its ongoing needs for space in Tempe when it received the inquiry about leasing the facility. The lease is for a twelve month term with two options to extend the term at the option of the lessee, each for an additional twelve month period; however the Company may give 90 days notice at any time that it intends to terminate the lease at the end of the then-current term. The property is rented as is and without any tenant improvements, allowances or subsidies of any kind for the tenant. Rent was based on a review by the Company's outside real estate brokerage adviser of comparable rentals in the relevant market area. The initial monthly rent is \$11.50 per square foot. Negotiations were conducted on an arm's-length basis by the Company's outside real estate brokerage adviser, with guidance from Company officers, and the Company was independently represented by legal counsel and a buy-side real estate brokerage adviser. Based on the comparability of the rates to other rentals in the relevant market area, the arm's length negotiations, the unusually short term of the lease and the flexibility afforded the Company to terminate the lease to suit its own needs for space, the Audit Committee

pre-approved the lease transaction, as required under the Company's Code of Ethics and Business Practices and other applicable policies, practices and requirements.

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**Table of Contents*****Related Party Transaction Approval Policy***

Our Board of Directors has adopted a written related party transaction policy, which is administered by the Audit Committee. This policy applies to any transaction or series of transactions in which the Company is a participant, the amount involved exceeds or is expected to exceed \$120,000 in any calendar year and any related person has a direct or indirect interest. For purposes of the policy, related persons consist of directors or executive officers, any stockholder beneficially owning more than 5% of the Company's common stock or immediate family members of any such persons. Under the policy, the Audit Committee will review all applicable related party transactions for approval, ratification or other action unless the transaction falls within the following list of categories of pre-approved transactions: employment of an executive officer if compensation is otherwise subject to disclosure requirements or approved by the Compensation Committee; director compensation subject to disclosure requirements; in the ordinary course of business, sales to or purchases from another company where a related party is employed or a director if the aggregate amount involved does not exceed the greater of \$1 million or 2% of the other company's total annual revenues (for sales) or \$50,000 (for purchases); any charitable contribution, grant or endowment where the related party is employed or a director if the aggregate amount involved does not exceed the lesser of \$10,000 or 2% of the charitable organization's annual receipts; any transaction where the related party's interest arises solely from the ownership of common stock and all holders of common stock received the same benefit on a pro rata basis; any transaction with a related party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; and any transaction with a related party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services. In general, the Company is of the view that these transactions with related persons are not significant to investors because they take place under the Company's standard policies and procedures or are otherwise subject to review. Any related party transaction requiring individual review will only be approved if the Audit Committee determines that such transaction will not impair the involved person's service to, and exercise of judgment on behalf of, the Company, or otherwise create a conflict of interest that would be detrimental to the Company.

We also require that each executive officer, director and director nominee complete an annual questionnaire and report all transactions with us in which such persons (or their immediate family members) had or will have a direct or indirect material interest (except for directors' fees). Management reviews responses to the questionnaires and, if any such transactions are disclosed, they are reviewed by the Audit Committee. The types of transactions that have been reviewed in the past typically include the purchase from, and sale of products and services to, companies for which our directors serve as executive officers or directors, including purchases of marketing services for our use and products for resale to clients and the sale of products, software and services.



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**CODE OF ETHICS**

We have adopted a Code of Ethics and Business Practices that applies to directors and all employees, including our Chief Executive Officer and our senior financial executives. We intend to satisfy the disclosure requirement under Form 8-K regarding any amendments to, or waivers from, a provision of our Code of Ethics and Business Practices by posting such information on our website at the location specified above, unless otherwise required by the SEC or by NASDAQ Listing Rules to disclose any such waiver on Form 8-K. The Code of Ethics and Business Practices may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>. To receive a copy of the code, you may also write to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283.

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**SECURITY OWNERSHIP OF CERTAIN  
BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 21, 2014 (except as otherwise indicated) by (i) each person or entity known to us own beneficially more than 5% of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of the named executive officers and (iv) all directors and named executive officers as a group.

<b>Name</b>	<b>Shares of Common Stock Beneficially Owned <sup>(1)</sup></b>	
	<b>Number of Shares</b>	<b>Percent</b>
FMR LLC	4,657,284 <sup>(2)</sup>	11.00%
BlackRock, Inc.	3,782,441 <sup>(3)</sup>	8.90%
Dimensional Fund Advisors LP	3,223,751 <sup>(4)</sup>	7.61%
The Vanguard Group, Inc.	2,632,616 <sup>(5)</sup>	6.21%
AllianceBernstein LP	2,184,810 <sup>(6)</sup>	5.20%
Kenneth T. Lamneck	128,188	*
Timothy A. Crown	95,756	*
Glynis A. Bryan	59,741	*
Michael P. Guggemos	33,430	*
Bennett Dorrance	32,784	*
Richard E. Allen	15,248	*
Steven R. Andrews	14,961	*
Anthony A. Ibargiuen	14,284	*
Michael M. Fisher	14,016	*
Kathleen S. Pushor	13,284	*
Robertson C. Jones	11,784	*
Steven W. Dodenhoff	6,671	*
Larry A. Gunning	5,528	*
Stuart A. Fenton		*
All directors and named executive officers as a group (14 persons)	445,675	1.08%

\* Less than 1%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to securities. In accordance with SEC rules, a person is deemed to own beneficially any shares that such person has the right to acquire within 60 days of the date of determination of beneficial ownership. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge the persons or entities named in the table above have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.



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- (2) Share data based on information in an amendment to a Schedule 13G filed on February 14, 2014 with the SEC by FMR LLC and Edward C. Johnson 3d. As of December 31, 2013, the Schedule 13G indicates that FMR LLC had sole voting power with respect to 57 shares and that each of FMR LLC and Edward C. Johnson 3d had sole dispositive power with respect to 4,657,284 shares, Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC, beneficially owns 4,657,284 shares as a result of acting as investment advisor to various investment companies. The address of each of FMR LLC, Edward C. Johnson 3d. and Fidelity Management & Research Company is 245 Summer Street, Boston, MA 02210.
- (3) Share data based on information in an amendment to a Schedule 13G filed on January 29, 2014 with the SEC by BlackRock, Inc. As of December 31, 2013, the Schedule 13G indicates that BlackRock, Inc. had sole voting power with respect to 3,623,788 shares and sole dispositive power with respect to 3,782,441 shares. The address of BlackRock, Inc. is 40 East 52<sup>nd</sup> Street, New York, NY 10022.
- (4) Share data based on information in an amendment to a Schedule 13G filed on February 10, 2014 with the SEC by Dimensional Fund Advisors LP. As of December 31, 2013, the Schedule 13G indicates that Dimensional Fund Advisors LP had sole voting power with respect to 3,119,142 shares and sole dispositive power with respect to 3,223,751 shares. The address of Dimensional Fund Advisors LP is Palisades West, Building One, 6300 Bee Cave Road, Austin, TX 78746.
- (5) Share data based on information in an amendment to a Schedule 13G filed on February 11, 2014 with the SEC by The Vanguard Group, Inc. As of December 31, 2013, the Schedule 13G indicates that The Vanguard Group, Inc. had sole voting power with respect to 70,165 shares, sole dispositive power with respect to 2,566,751 shares and shared dispositive power with respect to 65,865 shares. The address of The Vanguard Group, Inc. is 100 Vanguard Boulevard, Malvern, PA 19355.
- (6) Share data based on information in an amendment to a Schedule 13G filed on February 10, 2014 with the SEC by AllianceBernstein LP. As of December 31, 2013, the Schedule 13G indicates that AllianceBernstein LP had sole voting power with respect to 1,880,323 shares and sole dispositive power with respect to 2,184,810 shares. The address of AllianceBernstein LP is 1345 Avenue of the Americas, New York, NY 10105.

**PROPOSAL NO. 2****ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 requires us to obtain an advisory vote (non-binding) from our stockholders on the compensation of our named executive officers as disclosed in this proxy statement, which is often referred to as a say-on-pay proposal. At the 2011 annual meeting of stockholders held on May 18, 2011, the Board of Directors recommended an annual vote on the compensation of our named executive officers ( say-on-pay ), and the stockholders voted for holding future advisory say-on-pay votes annually. Based on the voting results, the Board affirmed its recommendation and elected to hold future advisory say-on-pay votes on an annual basis. Our next vote on the frequency of our say-on-pay votes will be held on or before our 2017 annual meeting of stockholders.

As described in the CD&A section of this proxy statement, our executive compensation philosophy is to offer competitive base salaries and emphasize cash and equity-based incentive compensation that encourage extraordinary effort on behalf of the Company. The objective of our executive compensation plans is to reward the achievement of specific financial, strategic and tactical goals by the Company and the individual executive that aligns the interests of management with the interests of our stockholders.

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We are asking that our stockholders indicate their support of our executive compensation for our named executive officers as described in this proxy statement. While this advisory vote on our executive compensation is non-binding, our Board and the Compensation Committee will review the outcome of this vote and take the vote into consideration when reviewing our compensation policies and procedures. This vote is not intended to address specific items of compensation, but rather the overall compensation of our named executive officers and our executive compensation policies and procedures as described in this proxy statement. Stockholders who want to communicate with our Board of Directors should refer to [Corporate Governance](#) [The Board and Its Committees](#) in this proxy statement for additional information.

Stockholders will be given the opportunity to vote on the following advisory resolution:

**RESOLVED**, that the stockholders of Insight Enterprises, Inc. hereby approve the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis and compensation tables and accompanying narrative discussion set forth in this proxy statement.

**Vote Required**

The affirmative vote of the holders of a majority of the voting power of the shares entitled to vote on the proposal, present in person or represented by proxy at the annual meeting, is required for the advisory approval of Proposal No. 2. Abstentions will have the same effect as a vote cast against Proposal No. 2, and broker non-votes shall not be treated as votes cast and will have no effect on Proposal No. 2. The advisory vote is non-binding.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR  
THE APPROVAL OF OUR NAMED EXECUTIVE OFFICER COMPENSATION AS  
DESCRIBED IN THIS PROXY STATEMENT**

Table of Contents**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY****COMPENSATION PLANS**

The following table gives information with respect to our existing equity compensation plans as of December 31, 2013:

<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b>
Equity compensation plans approved by security holders	811,565 <sup>(1)</sup>		4,433,643 <sup>(2)</sup>
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>811,565</b>		<b>4,433,643</b>

(1) Represents the number of underlying shares of Common Stock associated with outstanding restricted stock units under approved plans.

(2) Shares of common stock remaining available for issuance under the Amended 2007 Omnibus Plan.

On October 1, 2007, the Company's Board of Directors approved the 2007 Omnibus Plan, and the 2007 Omnibus Plan became effective when it was approved by Insight's stockholders at the annual meeting on November 12, 2007. On May 18, 2011, Insight's stockholders approved the Company's Amended 2007 Omnibus Plan to increase the number of shares of common stock authorized to be issued thereunder by 3,000,000 shares to a total of 7,250,000 shares. The Amended 2007 Omnibus Plan is administered by the Compensation Committee of the Company's Board of Directors. Except as provided below, the Compensation Committee has the exclusive authority to administer the Amended 2007 Omnibus Plan, including the power to determine eligibility, the types of awards to be granted, the price and the timing of awards. Under the Amended 2007 Omnibus Plan, the Compensation Committee may delegate some of its authority to Insight's Chief Executive Officer to grant awards to individuals other than non-employee directors or individuals who are subject to the reporting requirements of Section 16(a) of the Exchange Act. Teammates, officers and members of the Board of Directors are eligible for awards under the Amended 2007 Omnibus Plan. The Amended 2007 Omnibus Plan allows for awards of options, stock appreciation rights, restricted stock, RSUs, performance awards as well as grants of cash awards.



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**AUDIT COMMITTEE REPORT**

As described more fully in its charter, the purpose of the Audit Committee is to assist the Board in its general oversight of the Company's financial reporting, internal control and audit functions. The Company's management is responsible for the preparation, presentation and integrity of our consolidated financial statements, accounting and financial reporting principles, internal controls and procedures designed to assure compliance with accounting standards, applicable laws and regulations. The Company's independent registered public accounting firm, KPMG LLP ( "KPMG" ), is responsible for performing an independent audit of the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States).

Among other matters, the Audit Committee monitors the activities and performance of the Company's internal auditors and KPMG, including the audit scope, auditor independence matters and the extent to which KPMG may be retained to perform non-audit services. The Audit Committee has the ultimate authority and responsibility to select, evaluate, and when appropriate, replace the independent registered public accounting firm. The Audit Committee also reviews the results of the internal auditors' and KPMG's work with regard to the adequacy and appropriateness of the Company's financial, accounting and internal controls, including obtaining progress reports throughout the year on the Company's compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002. The Audit Committee engaged in regular discussions with the Vice President of Internal Audit and KPMG without the presence of members of management during 2013. Management and KPMG presentations to, and discussions with, the Audit Committee also covered various topics and events that have significant financial impact on the Company or were the subject of discussions between management and KPMG. In this context, the Audit Committee met 11 times during 2013. As needed at such meetings, the Audit Committee held executive sessions with the Chief Financial Officer, the General Counsel and Secretary, the Principal Accounting Officer, the Vice President of Internal Audit and KPMG.

Management has reviewed and discussed the Company's audited consolidated financial statements with the Audit Committee including a discussion of the quality, not just the acceptability, of the relevant accounting principles, the reasonableness of significant judgments made in connection with critical accounting estimates and the accuracy and clarity of disclosures in the consolidated financial statements. In addressing the quality of management's accounting judgments, members of the Audit Committee asked for management's representations that the audited consolidated financial statements of the Company have been prepared in conformity with United States generally accepted accounting principles.

The Audit Committee discussed with KPMG the matters required to be discussed with the Audit Committee under Public Accounting Oversight Board Auditing Standard No. 16, "Communications with Audit Committees" and Rule 2-07 of Regulation S-X, "Communication with Audit Committees." KPMG also provided to the Audit Committee a letter with the written disclosures required by the applicable requirements of the Public Company Accounting Oversight Board regarding independence, and the Audit Committee has discussed with KPMG its independence.

Based on the Audit Committee's discussions with management and KPMG and its review of the representations of management and the reports of KPMG to the Audit Committee, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in Insight's annual report on Form 10-K for the year ended December 31, 2013 filed with the SEC.



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**AUDIT COMMITTEE:**

Richard E. Allen, Chair

Michael M. Fisher    Anthony A. Ibarguen

Larry A. Gunning    Robertson C. Jones

*Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act, as amended, that incorporate future filings, including this proxy statement, in whole or in part, the foregoing Audit Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any such filings.*

**RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG served as our independent registered public accounting firm for the year ended December 31, 2013 and has served in that capacity since being appointed in 1988. The Audit Committee has reappointed KPMG as our independent auditor for the year ending December 31, 2014. Pursuant to its charter, the Audit Committee has sole authority to retain (subject to ratification by stockholders) and terminate the Company's independent registered public accounting firm.

**Fees and Independence**

*Audit Fees.* KPMG billed us an aggregate of \$1,973,000 and \$2,251,000 for professional services rendered for the audit of our consolidated financial statements, reviews of our consolidated financial statements included in our quarterly reports on Form 10-Q and statutory audits for foreign subsidiaries for the years ended December 31, 2013 and 2012, respectively.

*Audit-Related Fees.* Audit-related fees billed by KPMG for the years ended December 31, 2013 and 2012 were \$223,000 and \$107,000, respectively, and included examinations associated with the Company's Service Organization Controls reporting. Audit-related fees in 2013 also included fees for services to assist management with an analysis of user access data and segregation of duties within our EMEA IT system.

*Tax Fees.* Tax fees billed by KPMG for the years ended December 31, 2013 and 2012 were \$135,000 and \$160,000, respectively, and included fees for services relating to tax compliance and tax planning and advice, including assistance with tax audits.

*All Other Fees.* There were no other fees paid to KPMG for the years ended December 31, 2013 and 2012.

The Audit Committee has determined that the provision of services by KPMG described in the preceding paragraphs is compatible with maintaining KPMG's independence. All permissible non-audit services provided by KPMG in 2013 were pre-approved by the Audit Committee. In addition, no audit engagement hours were spent by people other than KPMG's employees, KPMG member firms located outside the United States and other third-party service providers operating under KPMG's supervision.

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The Audit Committee has adopted procedures for pre-approving all audit and permissible non-audit services provided by KPMG. For each non-audit service, as defined in the policy, performed by KPMG, an engagement letter confirming the scope and terms of the work to be performed is obtained by management. The terms of the engagement are summarized by management and submitted to the Audit Committee for pre-approval. Any modification to an executed engagement letter must also be pre-approved by the Audit Committee. As permitted by Section 10A(i)(3) of the Exchange Act, the Audit Committee has delegated pre-approval authority to the Chair of the Audit Committee for all engagements under \$100,000. The Chair of the Audit Committee must report any pre-approval decisions to the Audit Committee for ratification at its next regular quarterly meeting. Pursuant to Section 202 of the Sarbanes-Oxley Act of 2002, our Audit Committee has approved all auditing and non-audit services performed to date and currently planned to be provided related to the fiscal year 2013 by KPMG. The services include the annual audit, quarterly reviews, statutory audits for foreign subsidiaries, issuances of consents related to SEC filings and certain tax compliance services.

**PROPOSAL NO. 3**

**RATIFICATION OF THE APPOINTMENT OF KPMG LLP**

**AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has retained KPMG as our independent registered public accounting firm for the year ending December 31, 2014, and we are asking stockholders to ratify that appointment. Although ratification by stockholders is not required, the Board is submitting the selection of KPMG to our stockholders as a matter of good corporate practice. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider this appointment but will not necessarily select another firm. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and our stockholders.

We expect that representatives of KPMG will attend the annual meeting, have an opportunity to make a statement and be available to respond to appropriate questions.

**Vote Required**

The affirmative vote of the holders of a majority of the voting power of the shares entitled to vote on the proposal, present in person or represented by proxy at the annual meeting, is required for the advisory approval of Proposal No. 3. Abstentions will have the same effect as a vote cast against Proposal No. 3.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS**

**A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP**

**AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**FOR THE YEAR ENDING DECEMBER 31, 2014**

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**PROPOSAL NO. 4**

**STOCKHOLDER PROPOSAL ON DECLASSIFYING THE BOARD OF DIRECTORS**

The Illinois State Board of Investment ( ISBI ) located at 180 North LaSalle Street, Suite 2015, Chicago, Illinois 60601, has advised us that it plans to introduce the following resolution. The ISBI is the beneficial holder of 32,093 shares of our common stock.

**RESOLVED**, that shareholders of Insight Enterprises, Inc. urge the Board of Directors to take all necessary steps (other than any steps that must be taken by shareholders) to eliminate the classification of the Board of Directors and to require that all directors elected at or after the annual meeting held in 2015 be elected on an annual basis. Implementation of this proposal should not prevent any director elected prior to the annual meeting held in 2015 from completing the term for which such director was elected.

**SUPPORTING STATEMENT**

This resolution was submitted by the Illinois State Board of Investment. The Shareholder Rights Project served as the proponent s representative and advisor in connection with this resolution.

The resolution urges the board of directors to facilitate a declassification of the board. Such a change would enable shareholders to register their views on the performance of all directors at each annual meeting. Having directors stand for elections annually makes directors more accountable to shareholders, and could thereby contribute to improving performance and increasing firm value.

According to data from FactSet Research Systems, during the period January 1, 2012 to June 30, 2013:

More than 90 S&P 500 companies brought management proposals to declassify their boards to a vote at annual meetings;

More than 50 precatory declassification proposals passed at annual meetings of S&P 500 companies; and

The average percentage of votes cast in favor of shareholder proposals to declassify the boards of S&P 500 companies exceeded 75%.

The significant shareholder support for declassification proposals is consistent with empirical studies reporting that:

Classified boards are associated with lower firm valuation (Bebchuk and Cohen, 2005; confirmed by Faleye (2007) and Frakes (2007));

Takeover targets with classified boards are associated with lower gains to shareholders (Bebchuk, Coates, and Subramanian, 2002);

Firms with classified boards are more likely to be associated with value-decreasing acquisition decisions (Masulis, Wang, and Xie, 2007); and

Classified boards are associated with lower sensitivity of compensation to performance and lower sensitivity of CEO turnover to firm performance (Faleye, 2007).

Although one study (Bates, Becher and Lemmon, 2008) reports that classified boards are associated with higher takeover premiums, this study also reports that classified boards are associated with a lower likelihood of an acquisition and that classified boards are associated with lower firm valuation.

Please vote for this proposal to make directors more accountable to shareholders.

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**COMPANY RESPONSE:**

The Board of Directors has considered the stockholder proposal, and at this time has determined neither to oppose nor to support the proposal and to make no voting recommendation to stockholders. The proposal is advisory in nature, and, if it passes, would request that the Board of Directors initiate a process to declassify the Company's Board of Directors. The Board recognizes that this has been a controversial matter for other companies and believes there are valid arguments against and for declassifying the Board of Directors. This proposal will provide stockholders with an opportunity to express their views on this topic.

**Vote Required**

The affirmative vote of the holders of a majority of the voting power of the shares entitled to vote on the proposal, present in person or represented by proxy at the annual meeting, is required for the approval of Proposal No. 4. Abstentions will have the same effect as a vote cast against Proposal No. 4, and broker non-votes will have no effect on Proposal No. 4.

**YOUR BOARD OF DIRECTORS HAS DETERMINED NOT TO MAKE A VOTING**

**RECOMMENDATION ON THIS PROPOSAL**

**STOCKHOLDER PROPOSALS**

If any stockholder would like to make a proposal at our 2015 annual meeting pursuant to Rule 14a-8 of the Exchange Act, we must receive it no later than December 8, 2014 in order that it may be considered for inclusion in the proxy statement and form of proxy relating to that meeting.

Stockholders may propose director candidates for consideration by sending the name of any recommended candidate, together with pertinent biographical information, a document indicating the candidate's willingness to serve if elected, and evidence of the nominating stockholder's ownership of our common stock.

If any stockholder intends to present a proposal at the 2015 annual meeting of stockholders without inclusion of such proposal in our proxy materials, we must receive notice of such proposal no earlier than February 13, 2015 and no later than March 15, 2015. Any notice received prior to February 13, 2015 or after March 15, 2015 is untimely. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements. Proposals should be addressed to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283.

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**OTHER MATTERS**

We know of no other matters to be brought before the annual meeting. If any other matter properly comes before the annual meeting, it is the intention of the persons named in the enclosed proxy card to vote the shares represented by the proxies as the Board may recommend.

**FORWARD-LOOKING STATEMENTS**

This proxy statement contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve substantial risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include, but are not limited to, statements made in the Compensation Discussion and Analysis section of this proxy statement regarding the benefits and anticipated results of our compensation programs and the Compensation Committee's plans and intentions relating thereto. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by law. Forward-looking statements should be evaluated together with the many uncertainties that affect our business, particularly those mentioned under the heading "Risk Factors" in our annual report on Form 10-K (accompanying this report), and in the periodic reports that we file with the SEC on Form 10-Q and Form 8-K.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 14, 2014**

The proxy materials for the Company's annual meeting of stockholders, including the 2013 annual report on Form 10-K and this proxy statement, are available over the Internet by accessing the Company's website at <http://nsit.client.shareholder.com/financials.cfm>. Other information on the Company's website does not constitute part of the Company's proxy materials.

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