

INSIGHT ENTERPRISES INC  
Form 4  
February 24, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDREWS STEVEN ROBERT

2. Issuer Name and Ticker or Trading Symbol  
INSIGHT ENTERPRISES INC  
[NSIT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6820 SOUTH HARL AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
General Counsel and Secretary

TEMPE, AZ 85283

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/20/2015		M		2,045 A \$ 0	10,293	D
Common Stock	02/20/2015		F		771 D (1) 26.1	\$ 9,522	D
Common Stock	02/20/2015		M		1,704 A \$ 0	11,226	D
Common Stock	02/20/2015		F		576 D (1) 26.1	\$ 10,650	D
Common Stock	02/20/2015		M		1,704 A \$ 0	12,354	D

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Common Stock	02/20/2015	F	552	<u>D</u> (1)	\$ 26.1	11,802	D
Common Stock	02/20/2015	M	1,827	A	\$ 0	13,629	D
Common Stock	02/20/2015	F	576	<u>D</u> (1)	\$ 26.1	13,053	D
Common Stock	02/20/2015	M	1,619	A	\$ 0	14,672	D
Common Stock	02/20/2015	F	523	<u>D</u> (1)	\$ 26.1	14,149	D
Common Stock	02/20/2015	M	3,237	A	\$ 0	17,386	D
Common Stock	02/20/2015	F	1,050	<u>D</u> (1)	\$ 26.1	16,336	D

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/20/2015		M		(3)	(3)	Common Stock	2,045
Restricted Stock Units	(2)	02/20/2015		M		(4)	(4)	Common Stock	1,704
Restricted Stock Units	(2)	02/20/2015		M		(5)	(5)	Common Stock	1,704
Restricted Stock	(2)	02/20/2015		M		(6)	(6)	Common Stock	1,827

Units									
Restricted Stock Units	(2)	02/20/2015	M	1,619	(7)	(7)	Common Stock	1,619	
Restricted Stock Units	(2)	02/20/2015	M	3,237	(8)	(8)	Common Stock	3,237	
Restricted Stock Units	(2)	02/20/2015	A	5,742	(9)	(9)	Common Stock	5,742	
Restricted Stock Units	(2)	02/20/2015	A	8,612	(10)	(10)	Common Stock	8,612	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS STEVEN ROBERT 6820 SOUTH HARL AVENUE TEMPE, AZ 85283			General Counsel and Secretary	

## Signatures

Lisanne Steinheiser, by Power of Attorney, for Steven R. Andrews  
 02/24/2015  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations. The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or next preceding trading date in the case that the vesting date is a non-trading date.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.
  - (3) The restricted stock units were granted on February 20, 2011, with vesting to occur in four equal annual installments beginning February 20, 2012.
  - (4) The restricted stock units were granted on February 20, 2012, with vesting to occur in four equal annual installments beginning February 20, 2013.
  - (5) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2013.
  - (6) The restricted stock units were granted on February 20, 2013, with vesting to occur in four equal annual installments beginning February 20, 2014.
  - (7) The restricted stock units were granted on February 20, 2014, with vesting to occur in four equal annual installments beginning February 20, 2015.
  - (8)

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The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2015.

- (9) The restricted stock units were granted on February 20, 2015, with vesting to occur in four equal annual installments beginning February 20, 2016.
- (10) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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