

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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Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 14, 2014

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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.

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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> (Age 50) Chair of the Board Class III Director 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> (Age 59) President and Chief Executive Officer Class II Director 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)
Class I Director

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.

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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<p><i>Michael M. Fisher</i></p> <p>(Age 68)</p> <p>Class I Director</p> <p>Member of the Audit and Compensation Committees</p>	<p>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.</p> <p>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.</p>
<p><i>Larry A. Gunning</i></p> <p>(Age 70)</p> <p>Class II Director</p> <p>Member of the Audit and Nominating and Governance Committees</p>	<p>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.</p> <p>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.</p>
<p><i>Anthony A. Ibargüen</i></p> <p>(Age 55)</p> <p>Class III Director</p> <p>Chair of the Nominating and Governance Committee</p> <p>Member of the Audit and Executive Committees</p>	<p>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.</p> <p>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.</p>

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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 & 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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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 cli