

INSPERITY, INC.  
Form 8-K  
March 19, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): March 19, 2015

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

Delaware	1-13998	76-0479645
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

19001 Crescent Springs Drive  
Kingwood, Texas 77339  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 358-8986

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under The Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under The Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The disclosure under Item 8.01 of this current report on Form 8-K is incorporated by reference.

Item 8.01. Other Events

On March 19, 2015, the Company announced that the board of directors had extended the deadline for Starboard Value LP and any of its affiliated entities and persons including without limitation, Starboard Value and Opportunity Master Fund Ltd. (collectively, "Starboard") pursuant to the Company's bylaws for Starboard to nominate directors to the board and propose other business for consideration at the 2015 annual meeting from March 19, 2015 until March 23, 2015. Any director nominations or proposal for other business received by the Company from Starboard at or prior to the close of business on March 23, 2015 and otherwise complying with the Company's bylaws may be submitted to stockholders at the 2015 annual meeting. This waiver and extension of the advance notice deadline applies only to Starboard and is applicable only for the 2015 annual meeting of stockholders.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INSPERITY, INC.

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

Date: March 19, 2015