

INSPERITY, INC.  
Form S-8  
November 03, 2017

As filed with the Securities and Exchange Commission on November 3, 2017  
Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Delaware 76-0479645  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification Number)

19001 Crescent Springs Drive  
Kingwood, Texas 77339  
(Address of Principal Executive Offices) (Zip Code)

Insperty, Inc. 2012 Incentive Plan  
(Full Title of the Plan)

Daniel D. Herink  
Senior Vice President, Legal, General Counsel and Secretary  
Insperty, Inc.  
19001 Crescent Springs Drive  
Kingwood, Texas 77339-3802  
(281) 358-8986

(Name, address and telephone number, including area code, of agent for service)

with a copy to:  
Kelly B. Rose  
Baker Botts L.L.P.  
910 Louisiana  
Houston, Texas 77002  
(713) 229-1796

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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CALCULATION OF REGISTRATION FEE

Title of securities to be Registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common stock, par value \$.01 per share	1,000,000	\$95.23	\$95,230,000.00	\$11,856.14

Shares of common stock of Insuperity, Inc. (the “Company” or the “Registrant”), par value \$.01 per share (the “Shares”), being registered hereby relate to the Insuperity, Inc. 2012 Incentive Plan. Pursuant to Rule 416 promulgated under (1) the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover such indeterminate number of additional Shares as may become issuable under the plan as a result of the antidilution provisions thereof.

Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under (2) the Securities Act, based on the average high and low prices of the Shares as reported by the New York Stock Exchange on October 30, 2017.

Includes associated preferred stock purchase rights. No separate consideration is payable for the preferred stock (3) purchase rights. Therefore, the registration fee for such securities is included in the registration fee for the common stock.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 3rd day of November 2017.

INSPERITY, INC.

/s/ Daniel D. Herink

Daniel D. Herink

By: Senior Vice President, Legal  
General Counsel and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 3rd day of November, 2017.

Signature	Title
/s/ Paul J. Sarvadi Paul J. Sarvadi	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)
* Richard G. Rawson	President and Director
/s/ Douglas S. Sharp Douglas S. Sharp	Senior Vice President of Finance Chief Financial Officer and Treasurer (principal financial and accounting officer)
* Timothy Clifford	Director
* Carol R. Kaufman	Director
* Ellen H. Masterson	Director
* John Morphy	Director
* Norman R. Sorensen	Director
* Austin P. Young	Director
*By: /s/ Daniel D. Herink Daniel D. Herink Attorney-in-Fact	