

INSIGHT ENTERPRISES INC

Form S-8

December 04, 2003

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-8**

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**INSIGHT ENTERPRISES, INC.**

(Exact name of Registrant as specified in charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

86-0766246  
(IRS Employer  
Identification No.)

1305 West Auto Drive  
Tempe, Arizona 85284  
(480) 902-1001

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

INSIGHT ENTERPRISES, INC.  
1998 LONG-TERM INCENTIVE PLAN  
(Full Title of the Plan)

**P. Robert Moya, Executive Vice President and General Counsel**  
Insight Enterprises, Inc.  
1305 West Auto Drive  
Tempe, Arizona 85284  
(480) 902-1001

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

*The Commission is requested to send copies of all communications to:*

Steven P. Emerick  
Quarles & Brady Streich Lang LLP  
Renaissance One  
Two North Central Avenue  
Phoenix, Arizona 85004-2391  
(602) 229-5200

**CALCULATION OF REGISTRATION FEE**

| Title of securities<br>to be registered | Amount to be<br>registered(1) | Proposed<br>maximum<br>offering price per<br>share (2) | Proposed maximum<br>aggregate offering<br>price (2) | Amount of<br>registration<br>fee |
|---|-------------------------------|--|---|----------------------------------|
|---|-------------------------------|--|---|----------------------------------|

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|                               |                  |          |                |          |
|-------------------------------|------------------|----------|----------------|----------|
| Common Stock, \$.01 par value | 5,460,000 shares | \$ 18.64 | \$ 101,774,400 | \$ 8,234 |
|-------------------------------|------------------|----------|----------------|----------|

(1) In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933.

(2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, on the basis of the average of the high and low prices for shares of the Registrant's Common Stock on November 25, 2003.

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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E  
REGISTRATION OF ADDITIONAL SHARES**

This Registration Statement on Form S-8 (this Registration Statement ) relating to the Insight Enterprises, Inc. 1998 Long-Term Incentive Plan (the Plan ) is being filed to register additional securities of the same class as other securities for which previously filed registration statements on Form S-8 relating to the Plan are effective.

Pursuant to General Instruction E of Form S-8, the contents of Registration Statement No. 333-42686, are hereby incorporated by reference.

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**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 Tempe, State of Arizona, on November 12, 2003.

INSIGHT ENTERPRISES, INC.,  
a Delaware corporation

By: /s/ Timothy A. Crown

Timothy A. Crown  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| <b>NAME AND SIGNATURE</b>                           | <b>TITLE</b>   | <b>DATE</b>       |
|---|--|-------------------|
| <u>/s/ Timothy A. Crown</u><br>Timothy A. Crown     | Director, President and Chief Executive Officer  | November 12, 2003 |
| <u>/s/ Stanley Laybourne</u><br>Stanley Laybourne   | Director, Chief Financial Officer, Treasurer and Executive Vice President (Principal Financial and Accounting Officer) | November 12, 2003 |
| <u>/s/ Eric J. Crown</u><br>Eric J. Crown           | Chairman of the Board  | November 12, 2003 |
| <u>/s/ Larry A. Gunning</u><br>Larry A. Gunning     | Director   | November 12, 2003 |
| <u>/s/ Robertson C. Jones</u><br>Robertson C. Jones | Director   | November 12, 2003 |
| <u>/s/ Michael M. Fisher</u><br>Michael M. Fisher   | Director   | November 12, 2003 |

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.1                | Composite Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's annual report on Form 10-K for the year ended December 31, 2001, filed on April 1, 2002). |
| 4.2                | Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's annual report on Form 10-K for the year ended December 31, 1999, filed on March 30, 2000).                                |
| 4.3                | Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 (No. 33-86142) declared effective January 24, 1995).                          |
| 4.4                | Stockholder Rights Agreement (incorporated by reference to Exhibit 4.1 of the Registrant's current report on Form 8-K filed on March 17, 1999).  |
| 5.1                | Opinion of Quarles & Brady LLP.  |
| 23.1               | Consent of KPMG LLP.   |
| 23.2               | Consent of Quarles & Brady LLP (included in Exhibit 5.1).  |
| 99.1               | 1998 Long-Term Incentive Plan, as amended (filed herewith).  |