APPLIED DNA SCIENCES INC
Form 8-K
May 12, 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): May 12, 2015

Applied DNA Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-36745**	**59-2262718**
(State or other jurisdiction	(Commission File Number)	(IRS Employer

of incorporation)	Identification No.)

50 Health Sciences Drive

Stony Brook, New York 11790

(Address of principal executive offices; zip code)

Registrant's telephone number, including area code:

631-240- 8800

N/A

(Former name or former address, if changed since last report)

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:

¨ 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))

Item 2.02 Results of Operations and Financial Condition.

On May 12, 2015, Applied DNA Sciences, Inc. (“Applied DNA Sciences” or the “Company”) issued a press release announcing its results of operations for the fiscal quarter ended March 31, 2015. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(*d) Exhibits*

99.1 Press Release of Applied DNA Sciences, Inc. dated May 12, 2015 regarding results of operations for the fiscal quarter ended March 31, 2015.

SIGNATURE

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.

Date: May 12, 2015	APPLIED DNA SCIENCES, INC.
	By: /s/ James A. Hayward
	Name: James A. Hayward
	Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by Applied DNA Sciences, Inc. dated May 12, 2015 regarding results of operations for the fiscal quarter ended March 31, 2015.

- 4 -

D>

Basic
49,055 49,055 48,373 48,373

Diluted
49,760 360 50,120 48,564 442 49,006

The following table presents the effects of the restatement adjustments on the Company s previously reported consolidated balance sheet as of December 31, 2007 (in thousands):

71

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	December 31, 2007		
	As Reported	Adjustments	As Restated
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 56,718	$	$ 56,718
Accounts receivable, net	1,072,612	(11,433)	1,061,179
Inventories	98,863	10,694	109,557
Inventories not available for sale	21,450		21,450
Deferred income taxes	22,020	20,232	42,252
Other current assets	38,916		38,916
Total current assets	1,310,579	19,493	1,330,072
Property and equipment, net	158,467	1,273	159,740
Goodwill	306,742	(2,169)	304,573
Intangible assets, net	80,922		80,922
Deferred income taxes	392	3,325	3,717
Other assets	10,076		10,076
	$ 1,867,178	$ 21,922	$ 1,889,100
LIABILITIES AND STOCKHOLDERS EQUITY			
Current Liabilities:			
Accounts payable	$ 685,578	$ 428	$ 686,006
Accrued expenses and other current liabilities	113,891	54,716	168,607
Current portion of long-term debt	15,000		15,000
Deferred revenue	42,885		42,885
Line of credit			
Total current liabilities	857,354	55,144	912,498
Long-term debt	187,250		187,250
Deferred income taxes	27,305	234	27,539
Other liabilities	20,075		20,075
	1,091,984	55,378	1,147,362
Stockholders equity:			
Preferred stock			
Common stock	485		485
Additional paid in capital	386,139	5,241	391,380
Retained earnings	340,641	(38,528)	302,113
Accumulated other comprehensive income- foreign currency translation adjustment	47,929	(169)	47,760

Total stockholders equity	775,194	(33,456)	741,738
	$ 1,867,178	$ 21,922	$ 1,889,100

72

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table presents the effects of the restatement adjustments on the Company s previously reported cash flow amounts for the years ended December 31, 2007 and 2006 (in thousands):

	Year Ended December 31, 2007			Year Ended December 31, 2006		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Cash flows from operating activities						
Net earnings from continuing operations	$ 72,011	$ (7,406)	$ 64,605	$ 63,734	$ (7,277)	$ 56,457
Plus: net earnings from discontinued operation	5,784	(1,633)	4,151	13,084		13,084
Net earnings	77,795	(9,039)	68,756	76,818	(7,277)	69,541
Adjustments to reconcile net earnings to net cash provided by operating activities:						
Depreciation and amortization	34,533	130	34,663	25,372	3	25,375
Provisions for losses on accounts receivable	2,646		2,646	3,033		3,033
Write-downs of inventories	6,900		6,900	8,442		8,442
Non-cash stock-based compensation expense	11,540	2,543	14,083	13,731	2,363	16,094
Gain on sale of discontinued operations	(8,287)		(8,287)	(14,872)		(14,872)
Excess tax benefit from employee gains on stock-based compensation	(486)	(11)	(497)	(1,085)	(38)	(1,123)
Deferred income taxes	1,072	(5,296)	(4,224)	2,744	(3,326)	(582)
Changes in assets and liabilities:						
Increase in accounts receivable	(64,543)	(5,043)	(69,586)	(290,612)	(6,682)	(297,294)
(Increase) decrease in inventories	(4,278)	4,604	326	21,287	6,661	27,948
Decrease in other current assets	4,159		4,159	10,152		10,152
Increase in other assets	(454)		(454)	(8,370)		(8,370)
Increase in accounts payable	53,596	205	53,801	226,196	(70)	226,126
Increase in deferred revenue	1,502		1,502	2,514		2,514
	(16,277)	12,493	(3,784)	7,252	9,251	16,503

(Decrease) increase in accrued expenses and other current liabilities						
Net cash provided by operating activities	99,418	586	100,004	82,602	885	83,487
Cash flows from investing activities						
Cash receipt of underwriter receivable	28,631		28,631	46,250		46,250
Purchases of property and equipment	(35,761)	(515)	(36,276)	(34,242)	(808)	(35,050)
Acquisition of Software Spectrum, net of cash acquired				(321,167)		(321,167)
Net cash used in investing activities	(7,130)	(515)	(7,645)	(309,159)	(808)	(309,967)
Cash flows from financing activities						
Borrowings on accounts receivable securitization financing facility	682,000		682,000	291,000		291,000
Repayments on accounts receivable securitization financing facility	(704,000)		(704,000)	(123,000)		(123,000)
Borrowings on term loan				75,000		75,000
Repayments on term loan	(15,000)		(15,000)	(3,750)		(3,750)
Borrowings on short-term financing facility				20,000		20,000
Repayments on short-term financing facility				(65,000)		(65,000)
Net repayment on line of credit	(15,000)		(15,000)	(6,309)		(6,309)
Proceeds from sales of common stock under employee stock plans	24,521		24,521	16,462		16,462
Excess tax benefit from employee gains on stock-based compensation	486	11	497	1,085	38	1,123
Repurchases of common stock	(50,000)		(50,000)			
(Decrease) increase in book overdrafts	(23,216)		(23,216)	37,261		37,261
Net cash (used in) provided by financing	(100,209)	11	(100,198)	242,749	38	242,787

activities

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Year Ended December 31, 2007			Year Ended December 31, 2006		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Cash flows from discontinued operations:						
Net cash used in operating activities	$	$	$	$ (8,909)	$	$ (8,909)
Net cash provided by investing activities				11,710		11,710
Net cash used in financing activities				(2,696)		(2,696)
Net cash used in discontinued operation				105		105
Foreign currency exchange effect on cash flows	9,942	(82)	9,860	3,255	(115)	3,140
Increase in cash and cash equivalents	2,021		2,021	19,552		19,552
Cash and cash equivalents at the beginning of the year	54,697		54,697	35,145		35,145
Cash and cash equivalents at the end of the year	$ 56,718	$	$ 56,718	$ 54,697	$	$ 54,697

Related Proceedings

On March 19, 2009, we received a letter of informal inquiry from the Division of Enforcement of the Securities and Exchange Commission (the SEC) requesting certain documents and information relating to the Company s historical accounting treatment of aged trade credits. We are cooperating with the SEC. We cannot predict the outcome of this investigation.

Beginning in March 2009, three purported class action lawsuits were filed in the U.S. District Court for the District of Arizona against us and certain of our current and former directors and officers on behalf of purchasers of our securities during the period April 22, 2004 to February 6, 2009 (the period specified in the first complaint is January 30, 2007 to February 6, 2009). The complaints, which seek unspecified damages, assert claims under the federal securities laws relating to our February 9, 2009 announcement that we expected to restate our financial statements for the year ended December 31, 2007 and for the first three quarters of 2008 and that the restatement would include a material reduction of retained earning as of December 31, 2004. The complaints also allege that we issued false and misleading financial statements and issued misleading public statements about our results of operations. None of the defendants have responded to the complaints at this time.

(3) Fair Value of Financial Instruments

In September 2006, the FASB issued SFAS 157, which provides guidance for determining fair value to measure assets and liabilities. The standard also responds to investors requests for more information about (1) the extent to which companies measure assets and liabilities at fair value, (2) the information used to measure fair value, and (3) the effect that fair-value measurements have on earnings. SFAS 157 will apply whenever another standard requires (or permits) assets or liabilities to be measured at fair value. The standard does not expand the use of fair value to any new

circumstances. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. On February 12, 2008, the FASB issued FSP FAS 157-2 (FSP FAS 157-2), which delays the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008 and interim periods within those fiscal years for items within the scope of the FSP.

The Company adopted SFAS 157 on January 1, 2008, except as it applies to those nonfinancial assets and nonfinancial liabilities noted in FSP FAS 157-2. There was no material impact to our results of operations, cash flows or financial position for the year ended December 31, 2008. SFAS 157 applies to all assets and liabilities that are being measured and reported on a fair value basis. SFAS 157 requires new disclosures that establish a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. SFAS 157 is designed to enable the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The statement requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table summarizes the valuation of our financial instruments by the above SFAS 157 measurement levels as of December 31, 2008 (in thousands):

	Value as of December 31, 2008		Quoted Market Prices in Active Markets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	Balance Sheet Classification
Assets:								
Foreign Exchange Derivatives	$	228	$		$	228	$	Other Assets
Total Assets at Fair Value	$	228	$		$	228	$	

We have elected to use the income approach to value the foreign exchange derivatives, using observable Level 2 market expectations at the measurement date and standard valuation techniques to convert future amounts to a single present value amount assuming that participants are motivated, but not compelled, to transact. Level 2 inputs for the valuations are limited to quoted prices for similar assets or liabilities in active markets and inputs other than quoted prices that are observable for the asset or liability (specifically LIBOR rates, foreign exchange rates, and foreign exchange forward points). Mid-market pricing is used as a practical expedient for fair value measurements. SFAS 157 states that the fair value measurement of an asset or liability must reflect the nonperformance risk of the entity and the counterparty. Therefore, the impact of the counterparty s creditworthiness when in an asset position and the Company s creditworthiness when in a liability position has also been factored into the fair value measurement of the derivative instruments and did not have a material impact on the fair value of these derivative instruments. Both the counterparty and the Company are expected to continue to perform under the contractual terms of the instruments.

As of December 31, 2008, we have no nonfinancial assets or liabilities that are measured on a recurring basis and our other financial assets or liabilities generally consist of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and other current liabilities. The estimated fair values of our cash and cash equivalents is determined based on quoted prices in active markets for identical assets. The fair value of the other financial assets and liabilities is based on the value that would be received or paid in an orderly transaction between market participants and approximates the carrying value due to their nature and short duration.

(4) Property and Equipment

Property and equipment consist of the following (in thousands):

	December 31, 2008		December 31, 2007 As Restated (1)	
Software	$	114,221	$	101,432
Buildings		69,381		70,269
Equipment		48,935		41,483
Furniture and fixtures		31,836		29,258
Leasehold improvements		17,036		17,289
Land		7,558		7,722

		288,967		267,453
Accumulated depreciation and amortization		(131,633)		(107,713)
Property and equipment, net	$	157,334	$	159,740

(1) See Note 2 Restatement of Consolidated Financial Statements.

In conjunction with the impairment analysis of our goodwill discussed in Note 5, we assessed the recoverability of our property and equipment by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Such impairment test was based on the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. For each of our property and equipment categories within each of our three operating segments, the estimated fair value of those assets exceeded the carrying amount, and no impairment was indicated.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Depreciation and amortization expense related to property and equipment, including amounts recorded in discontinued operations, was $26,122,000, $24,182,000 and $21,561,000 for the years ended December 31, 2008, 2007 and 2006, respectively. Interest charges in the amount of $121,000, $515,000 and $808,000 were capitalized in connection with internal-use software development projects in the years ended December 31, 2008, 2007 and 2006, respectively.

Change in Accounting Estimate

In 2006, we accelerated the depreciation of certain software assets due to our decision to implement a new IT system. We determined that portions of the old IT system would no longer be used after March 31, 2007, which shortened its estimated useful life and increased the depreciation for the year ended December 31, 2006 by approximately $2,880,000.

(5) Goodwill

The changes in the carrying amount of goodwill for the years ended December 31, 2007 and 2008 are as follows (in thousands):

	North America	EMEA	APAC	Consolidated
Balance at December 31, 2006 **As Restated (1)**	$ 221,051	$ 61,510	$ 15,460	$ 298,021
Adjustments	(720)	5,867	1,405	6,552
Balance at December 31, 2007 **As Restated (1)**	220,331	67,377	16,865	304,573
Goodwill recorded in connection with the acquisition of Calence	104,071			104,071
Goodwill recorded in connection with the acquisition of MINX		9,108		9,108
Impairment charge	(323,422)	(59,852)	(13,973)	(397,247)
Other adjustments	(980)	(16,633)	(2,892)	(20,505)
Balance at December 31, 2008	$	$	$	$

(1) See Note 2 Restatement of Consolidated Financial Statements.

The other adjustments to goodwill primarily consist of foreign currency translation adjustments. During the year ended December 31, 2008, the adjustments in EMEA also include the reversal of valuation allowances totaling $5,800,000 relating to our United Kingdom and France net operating loss carryforward deferred tax assets (see Note 11).

SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS 142), requires that goodwill be tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying value. Multiple valuation techniques can be used to assess the fair value of the reporting unit. All of these techniques include the use of estimates and assumptions that are inherently uncertain. Changes in these estimates and assumptions could materially affect the determination of fair value or goodwill impairment, or both. The Company has three reporting units, which are the same as our operating segments. At December 31, 2007, our goodwill balance of $305,316,000 was allocated

among all three of our operating segments, which represented the purchase price in excess of the net amount assigned to assets acquired and liabilities assumed in connection with previous acquisitions, adjusted for changes in foreign currency exchange rates. We tested goodwill for impairment during the fourth quarter of 2007. At that time, we concluded that the fair value of each of our reporting units was in excess of the carrying value.

On April 1, 2008, we acquired Calence, which has been integrated into our North America business. On July 10, 2008, we acquired MINX, which has been integrated into our EMEA business. Under the purchase method of accounting, the purchase price for each acquisition was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The excess purchase price over fair value of net assets acquired of $93,709,000 and $9,108,000 for Calence and MINX, respectively, was recorded as goodwill in the respective reporting unit (see Note 19). The primary driver for these acquisitions was to enhance our technical capabilities around networking, advanced communications and managed services and to help accelerate our transformation to a broad-based technology solutions advisor and provider. During the year ended December 31, 2008, we accrued an additional $9,830,000 of purchase price consideration (the earnout) and $532,000 of accrued interest thereon as a result of Calence achieving certain performance targets during the respective periods. Such amounts were recorded as additional goodwill. The Calence acquisition and resulting additional goodwill of $104,071,000, including the earnout and accrued interest amounts, was recorded as part of the North America reporting unit.

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

In consideration of market conditions and the decline in our overall market capitalization resulting from decreases in the market price of Insight s publicly traded common stock during the three months ended June 30, 2008, we evaluated whether an event (a triggering event) had occurred during the second quarter that would require us to perform an interim period goodwill impairment test in accordance with SFAS 142. Subsequent to the first quarter of 2008, the Company experienced a relatively consistent decline in market capitalization due to deteriorating market conditions and a significant decline subsequent to our announcement of preliminary first quarter 2008 results on April 23, 2008. During the first quarter of 2008, the market price of Insight s publicly traded common stock ranged from a high of $19.00 to a low of $15.49, ending the quarter at $17.50 on March 31, 2008. During the second quarter of 2008, the market price of Insight s publicly traded common stock ranged from a high of $18.20 to a low of $11.00 on April 24, 2008, when the price dropped by 22.5% and did not return to levels previous to that single day drop through the end of the quarter. Based on the sustained significant decline in the market price of our common stock during the second quarter of 2008, we concluded that a triggering event had occurred subsequent to March 31, 2008, which would more likely than not reduce the fair value of one or more of our reporting units below its respective carrying value.

As a result, we performed the first step of the two-step goodwill impairment test in the second quarter of 2008 in accordance with SFAS 142 and compared the fair values of our reporting units to their carrying values. The fair values of our reporting units were determined using established valuation techniques, specifically the market and income approaches. We determined that the fair value of the North America reporting unit was less than the carrying value of the net assets of the reporting unit, and thus, we performed step two of the impairment test for the North America reporting unit. The results of the first step of the two-step goodwill impairment test indicated that the fair value of each of our EMEA and APAC reporting units was in excess of the carrying value, and thus we did not perform step two of the impairment test for EMEA or APAC.

In step two of the impairment test, we determined the implied fair value of the goodwill in our North America reporting unit and compared it to the carrying value of the goodwill. We allocated the fair value of the North America reporting unit to all of its assets and liabilities as if the reporting unit had been acquired in a business combination and the fair value of the North America reporting unit was the price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. Our step two analysis resulted in no implied fair value of goodwill for the North America reporting unit, and therefore, we recognized a non-cash goodwill impairment charge of $313,776,000, $201,050,000 net of taxes, which represented the entire goodwill balance recorded in our North America operating segment as of June 30, 2008, including the entire amount of the goodwill recorded in connection with the Calence acquisition, including the earnout through June 30, 2008. The charge is included in (loss) earnings from continuing operations for the year ended December 31, 2008.

During the three months ended September 30, 2008, our overall market capitalization increased with increases in the market price of Insight s publicly traded common stock. Subsequent to the announcement of our results of operations for the second quarter of 2008 on August 11, 2008, the Company experienced a relatively consistent increase in market capitalization. During the third quarter of 2008, the market price of Insight s publicly traded common stock ranged from a low of $10.70 to a high of $17.11, ending the quarter at $13.41 on September 30, 2008. Based on the increase in the market price of our common stock during the third quarter of 2008 as well as the decline in the carrying value due to the write-off of goodwill during the second quarter of 2008, we concluded that during the third quarter of 2008, a triggering event had not occurred that would more likely than not reduce the fair value of one or more of our reporting units below its respective carrying value.

We performed our annual review of goodwill in the fourth quarter of 2008. The fair values of our reporting units were determined using established valuation techniques, specifically the market and income approaches. We determined that the fair value of each of our three reporting units was less than the carrying value of the net assets of the respective reporting unit, and thus we performed step two of the impairment test for each of our three reporting units. Our step two analyses resulted in no implied fair value of goodwill for any of our three reporting units, and therefore, we recognized a non-cash goodwill impairment charge of $83,471,000, $75,657,000 net of taxes, which represented

the entire amount of the goodwill recorded all three of our operating segments as of December 31, 2008, including goodwill recorded in connection with the earnout associated with the Calence acquisition, part of our North America operating segment, since June 30, 2008. The charge is included in (loss) earnings from continuing operations for the year ended December 31, 2008.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The total non-cash charge of $397,247,000, $276,707,000 net of tax, for the year ended December 31, 2008 will not affect our debt covenant compliance, cash flows or ongoing results of operations.

(6) Intangible Assets

Intangible assets acquired in the acquisition of MINX, Calence and Software Spectrum consist of the following (in thousands):

	December 31, 2008	December 31, 2007
Customer relationships	$ 109,576	$ 91,484
Backlog	7,446	
Acquired technology related assets	1,700	1,700
Non-compete agreements	191	
Trade names	150	
	119,063	93,184
Accumulated amortization	(25,663)	(12,262)
Intangible assets, net	$ 93,400	$ 80,922

In conjunction with the impairment analysis of our goodwill discussed in Note 5, we assessed the recoverability of our acquired intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Such impairment test was based on the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. For each of our intangible asset categories within each of our three operating segments, the estimated fair value of those assets exceeded the carrying amount, and no impairment was indicated.

Amortization expense recognized for the years ended December 31, 2008, 2007 and 2006 was $13,868,000, $9,749,000 and $3,811,000, respectively. Future amortization expense is estimated as follows (in thousands):

Years Ending December 31,	Amortization Expense
2009	$ 12,257
2010	11,918
2011	11,654
2012	11,427
2013	10,466
Thereafter	35,678
Total amortization expense	$ 93,400

(7) Debt and Inventory Financing Facility

Debt

Our long-term debt consists of the following (in thousands):

	December 31, 2008	December 31, 2007
Senior revolving credit facility	$ 228,000	$
Accounts receivable securitization financing facility (the ABS facility)		146,000
Term loan		56,250

Total	228,000	202,250
Less: current portion of term loan		(15,000)
Long-term debt	$ 228,000	$ 187,250

On April 1, 2008, we entered into a new five-year $300,000,000 senior revolving credit facility, which replaced our previous $75,000,000 five-year revolving credit facility and our $75,000,000 five-year term loan facility, which were entered into in September 2006 to finance, in part, the acquisition of Software Spectrum and for general corporate purposes. The Calence acquisition was funded, in part, using borrowings under the new facility. Amounts outstanding under the new senior revolving credit facility bear interest, payable quarterly, at a floating rate equal to the prime rate or, at our option, a LIBOR rate plus a pre-determined spread of 0.75% to 1.75%. In addition, we pay a commitment fee on the unused portion of the facility of 0.175% to 0.35%. The weighted average interest rate on amounts outstanding under our senior revolving credit facility, including the commitment fee was 4.8% during the year ended December 31, 2008. As of December 31, 2008, $72,000,000 was available under the senior revolving credit facility. The senior revolving credit facility matures on April 1, 2013.

78

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

In connection with the new inventory financing facility discussed below, on September 17, 2008, we amended certain provisions in the senior revolving credit facility to, among other provisions, permit up to $100,000,000 in outstanding indebtedness under the new inventory financing facility and the liens securing such indebtedness.

We have an agreement to sell receivables periodically to a special purpose accounts receivable and financing entity (the SPE), which is exclusively engaged in purchasing receivables from us. The SPE is a wholly-owned, bankruptcy-remote entity that we have included in our consolidated financial statements. The SPE funds its purchases by selling undivided interests in eligible trade accounts receivable to a multi-seller conduit administered by an independent financial institution. The SPE s assets are available first and foremost to satisfy the claims of the creditors of the conduit. The sales to the conduit do not qualify for sale treatment under SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities* as we maintain effective control over the receivables that are sold. Accordingly, the receivables remain recorded on our consolidated balance sheets. At December 31, 2008 and 2007, the SPE owned $346,235,000 and $396,126,000, respectively, of receivables recorded at fair value and included in our consolidated balance sheets, of which $150,000,000 and $198,599,000, respectively, was eligible for funding. The Company s ability to borrow up to the full $150,000,000 under the ABS facility is based on formulae relating to the amount and quality of the Company s legacy accounts receivable in the U.S. As a result of the decline in overall sales volume in the legacy business in the U.S. in the first quarter of 2009, the availability under the ABS facility has decreased by $40,300,000 as of March 31, 2009. Additionally, we further reduced our eligible receivables under this facility by $45,900,000 to reflect the legacy business gross trade credit liabilities that were recorded as part of our financial statement restatement described in Note 2. As a result, total availability under our ABS facility at March 31, 2009, after consideration of the restatement, was $63,800,000. We plan to work with our lenders to increase our total capacity under the ABS facility by adding receivables from our U.S.-based software business to the facility as market and other conditions permit.

On September 17, 2008, we amended certain provisions of our accounts receivable securitization facility, which was to have expired on September 7, 2009, including, among other provisions, (i) a reduction in the facility amount effective December 17, 2008 from $225,000,000 to $150,000,000, (ii) an increase in the permissible delinquency ratio, and (iii) the creation of a new one-year term through September 17, 2009.

No amounts are outstanding under the accounts receivable securitization facility at December 31, 2008. Interest is payable monthly, and the interest rate at December 31, 2008 applicable had there been outstanding balances was 3.13% per annum, including the 1.5% usage fee on any drawn balances. During the years ended December 31, 2008 and 2007, our weighted average interest rate per annum and weighted average borrowings under the facility were 4.30% and $128,420,000 and 6.3% and $123,097,000, respectively.

Inventory Financing Facility

On September 17, 2008, we entered into an agreement which provides for a new facility to purchase inventory from a list of approved vendors. The aggregate availability for vendor purchases under the inventory financing facility is $90,000,000, and the facility matures on April 1, 2013 but may be cancelled with 90 days notice. Additionally, the facility may be renewed under certain circumstances described in the agreement for successive twelve month periods. Interest does not accrue on accounts payable under this facility provided the accounts payable are paid within stated vendor terms (ranging from 30 to 60 days). We impute interest on the average daily balance outstanding during these stated vendor terms based on our blended borrowing rate during the period under our senior revolving credit facility and our accounts receivable securitization financing facility. Imputed interest of $581,000 was recorded in 2008. If balances are not paid within stated vendor terms, they will accrue interest at prime plus 1.25%. The facility is guaranteed by the Company and each of its material domestic subsidiaries and is secured by a lien on substantially all of the Company s domestic assets that is of equal priority to the liens securing borrowings under our senior revolving credit facility. The facility replaced an existing agreement that the Company assumed in connection with the acquisition of Calence on April 1, 2008. As of December 31, 2008, $80,904,000 was included in accounts payable related to this facility.

Covenants

Our financing facilities contain various covenants customary for transactions of this type, including the requirement that we comply with maximum leverage, minimum fixed charge and asset coverage ratio requirements and meet monthly, quarterly and annual reporting requirements. If we fail to comply with these covenants, the lenders would be able to demand payment within a specified period of time.

79

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Our borrowing capacity under our senior revolving credit facility and the ABS facility is limited by certain financial covenants, particularly a maximum leverage ratio. The maximum leverage ratio is calculated as aggregate debt outstanding divided by the Company s trailing twelve months EBITDA, as defined in the agreements. The maximum leverage ratio permitted under the agreements is currently 3.0 times trailing twelve-month EBITDA and steps down to 2.75 times in October 2009. A significant drop in EBITDA would limit the amount of indebtedness that could be outstanding at the end of any fiscal quarter, to a level that could be below the Company s total debt capacity. As of December 31, 2008, of the $450.0 million of total debt capacity available, the Company s borrowing capacity was limited to $402.1 million based on trailing twelve-month EBITDA of $134.0 million. Even with lower expected EBITDA and the lower maximum leverage ratio covenant beginning in the fourth quarter of 2009, we anticipate that we will meet our maximum leverage ratio requirements over the next four quarters.

As discussed above, our senior revolving credit facility and inventory financing facility both mature on April 1, 2013. The term of our accounts receivable securitization facility is scheduled to expire on September 17, 2009. If we were unable to renew our ABS facility in 2009, we believe that cash flows from operations and extending payment terms with key partners by foregoing early pay discounts, together with the funds available under our existing long-term senior revolving credit facility, will be adequate to support our anticipated working capital requirements for operations over the next twelve months.

In February 2009, we informed the administrative agents under our senior revolving credit facility, our accounts receivable securitization financing facility and our inventory financing facility of our intention to restate our financial statements and on February 6, 2009 obtained waivers from default with respect thereto from our administrative agents under those facilities. Under the terms of those waivers, the Company has until May 15, 2009 to deliver our restated consolidated financial statements for the fiscal year ended December 31, 2007, our restated selected quarterly financial information for each of the three fiscal quarters ended March 31, 2008, June 30, 2008 and September 30, 2008, and our consolidated financial statements for the fiscal year ended December 31, 2008. We will be current in our filings with the filing of this report prior to May 15, 2009.

(8) Market Risk Management

Interest Rate Risk

We have interest rate exposure arising from our financing facilities, which have variable interest rates. These variable interest rates are affected by changes in short-term interest rates. We currently do not hedge our interest rate exposure. We do not believe that the effect of reasonably possible near-term changes in interest rates will be material to our financial position, results of operations and cash flows. Our financing facilities expose net earnings to changes in short-term interest rates since interest rates on the underlying obligations are variable. We had $228,000,000 outstanding under our senior revolving credit facility and no amounts outstanding under our accounts receivable securitization financing facility at December 31, 2008. The interest rates attributable to the borrowings under our senior revolving credit facility and the accounts receivable securitization financing facility were 1.61% and 3.13%, respectively, per annum at December 31, 2008. The change in annual net earnings from continuing operations, pretax, resulting from a hypothetical 10% increase or decrease in the highest applicable interest rate would approximate $700,000.

Foreign Currency Exchange Risk

We use the U.S. dollar as our reporting currency. The functional currencies of our significant foreign subsidiaries are generally the local currencies. Accordingly, assets and liabilities of the subsidiaries are translated into U.S. dollars at the exchange rate in effect at the balance sheet dates. Income and expense items are translated at the average exchange rate for each month within the year. Translation adjustments are recorded in other comprehensive income as a separate component of stockholders equity. Net foreign currency transaction (gains) losses, including transaction (gains) losses on intercompany balances that are not of a long-term investment nature, are reported as a separate component of non-operating (income) expense, net in our consolidated statements of operations. We also maintain cash accounts denominated in currencies other than the functional currency which expose us to foreign exchange rate movements. Remeasurement of these cash balances results in (gains) losses that are also reported as a separate component of

non-operating (income) expense.

We monitor our foreign currency exposure and have begun to enter, selectively, into forward exchange contracts to mitigate risk associated with certain non-functional currency monetary assets and liabilities related to foreign denominated payables, receivables, and cash balances. Transaction gains and losses resulting from non-functional currency assets and liabilities are offset by forward contracts in non-operating (income) and expense, net. The Company does not have a significant concentration of credit risk with any single counterparty.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The Company generally enters into forward contracts with maturities of three months or less. The derivatives entered into during 2008 were not designated as hedges under Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities*. The following derivative contracts were entered into during the year ended December 31, 2008, and remained open and outstanding at December 31, 2008. All U.S. dollar and foreign currency amounts are presented in thousands.

	Sell	Buy
Foreign Currency	GBP	EURO
Foreign Amount	5,000	7,149
Exchange Rate	0.6770	0.7149
USD Equivalent	$ 7,386	$ 10,000
Maturity Date	January 7, 2009	January 7, 2009

The Company does not enter into derivative contracts for speculative or trading purposes. The fair value of all forward contracts at December 31, 2008 was $228,000.

(9) Leases

We have several non-cancelable operating leases with third parties, primarily for administrative and distribution center space and computer equipment. Our facilities leases generally provide for periodic rent increases and many contain escalation clauses and renewal options. We recognize rent expense on a straight-line basis over the lease term. Rental expense for these third-party operating leases was $16,132,000, $13,343,000 and $9,491,000 for the years ended December 31, 2008, 2007 and 2006, respectively, and is included in selling and administrative expenses in our consolidated statements of operations.

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of December 31, 2008 are as follows (in thousands):

Years Ending December 31,	
2009	$ 14,079
2010	11,340
2011	9,065
2012	6,380
2013	3,319
Thereafter	12,241
Total minimum lease payments	$ 56,424

(10) Severance, Restructuring and Acquisition Integration Activities

Severance Costs Expensed in 2008

During the year ended December 31, 2008, North America, EMEA and APAC recorded severance expense totaling $4,633,000, $3,923,000 and $39,000, respectively, related to on-going restructuring efforts to reduce operating expenses related to support and management functions as well as certain sales functions. The following table details the changes in these liabilities during the year ended December 31, 2008 (in thousands):

	North America	EMEA	APAC	Consolidated
Severance costs	$ 4,633	$ 3,923	$ 39	$ 8,595
Foreign currency translation adjustments		(214)		(214)
Cash payments	(3,858)	(1,770)	(39)	(5,667)

Balance at December 31, 2008	$	775	$	1,939	$	$	2,714

All remaining outstanding obligations are expected to be paid during 2009 and are therefore included in accrued expenses and other current liabilities.

81

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Severance Costs Expensed in 2007

During the year ended December 31, 2007, North America, EMEA and APAC recorded severance expense of $2,960,000, $177,000 and $64,000, respectively, primarily associated with the retirement of our chief financial officer. Of the severance amounts expensed in 2007, EMEA paid $177,000 during 2007. All other amounts were paid during 2008.

Acquisition-Related Costs Capitalized in 2006 as a Cost of Acquisition of Software Spectrum

In 2006, we recorded $9,738,000 of employee termination benefits and $1,676,000 of facility based costs in connection with the integration of Software Spectrum. These costs were accounted for under EITF Issue No. 95-3, *Recognition of Liabilities in Connection with Purchase Business Combinations*, and were based on the integration plans that were committed to by management. Accordingly, these costs were recognized as a liability assumed in the purchase business combination and included in the allocation of the cost to acquire Software Spectrum.

The employee termination benefits relate to severance payments for Software Spectrum teammates in North America and EMEA who were terminated in connection with integration plans. The facilities based costs relate to future lease payments or lease termination costs associated with vacating Software Spectrum facilities in EMEA.

The following table details the changes in these liabilities during the year ended December 31, 2008 (in thousands):

	North America	EMEA	Consolidated
Balance at December 31, 2007	$ 543	$ 4,395	$ 4,938
Foreign currency translation adjustments		(455)	(455)
Adjustments		(785)	(785)
Cash payments	(202)	(349)	(551)
Balance at December 31, 2008	$ 341	$ 2,806	$ 3,147

In the accompanying consolidated balance sheet at December 31, 2008, $1,863,000 is expected to be paid in 2009 and is therefore included in accrued expenses and other current liabilities, and $1,284,000 is expected to be paid after 2009 and is therefore included in other liabilities (long-term). In 2008 an adjustment of $785,000 was recorded as a reduction of the severance accrual in EMEA due to a change in estimate of the costs of the integration plan.

Restructuring Costs Expensed in 2005

During the year ended December 31, 2005, Insight UK moved into a new facility and recorded facilities-based restructuring costs of $7,458,000.

The following table details the changes in this liability during the year ended December 31, 2008 (in thousands):

	EMEA
Balance at December 31, 2007	$ 2,425
Adjustments	(353)
Cash payments	(1,022)
Balance at December 31, 2008	$ 1,050

In 2007, an adjustment of $606,000 was recorded as a reduction in remaining lease obligations following a successful renegotiation of a portion of the lease. The remaining accrual of $1,050,000 is expected to be paid in 2009 and is therefore included in accrued expenses and other current liabilities in the accompanying consolidated balance sheet at December 31, 2008.

82

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

(11) Income Taxes

The following table presents the U.S. and foreign components of (loss) earnings from continuing operations before income taxes and the related income tax (benefit) expense (in thousands):

(Loss) earnings from continuing operations before income taxes:

	Years Ended December 31,		
	2008	2007 As Restated (1)	2006 As Restated (1)
U.S.	$ (282,554)	$ 56,728	$ 59,364
Foreign	(43,520)	48,563	27,975
	$ (326,074)	$ 105,291	$ 87,339

Income tax (benefit) expense from continuing operations:

	Years Ended December 31,		
	2008	2007 As Restated (1)	2006 As Restated (1)
Current:			
U.S. Federal	$ 5,379	$ 22,956	$ 22,701
U.S. State and local	360	2,170	975
Foreign	14,674	17,091	7,809
	20,413	42,217	31,485
Deferred:			
U.S. Federal	(97,126)	(774)	(3,058)
U.S. State and local	(10,254)	341	392
Foreign	620	(1,098)	2,063
	(106,760)	(1,531)	(603)
	$ (86,347)	$ 40,686	$ 30,882

(1) See Note 2 Restatement of Consolidated Financial Statements.

Income tax expense relating to discontinued operations is as follows:

	Years Ended December 31,					
	2008		2007 As Restated (1)		2006	
U.S.	$		$	1,719	$	8,451
	$		$	1,719	$	8,451

(1) See Note 2 Restatement of Consolidated Financial Statements.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following schedule reconciles the differences between the U.S. federal income taxes at the U.S. statutory rate to our income tax (benefit) expense (dollars in thousands):

	Years Ended December 31,		
	2008	2007 As Restated (1)	2006 As Restated (1)
Expected (benefit) expense at U.S. Statutory rate of 35%	$ (114,126)	$ 36,852	$ 30,569
Change resulting from:			
State income tax (benefit) expense, net of federal income tax benefit	(9,227)	2,323	2,228
Audits and adjustments, net 2,641 347 (2,519)			
Change in valuation allowance	8,707	313	(134)
Foreign income taxed at different rates	460	(170)	(834)
Non-deductible goodwill impairment charges	25,785		
Other, net	(587)	1,021	1,572
Income tax (benefit) expense	$ (86,347)	$ 40,686	$ 30,882
Effective tax rate	26.5%	38.6%	35.4%

(1) See Note 2 Restatement of Consolidated Financial Statements.

For foreign entities not treated as branches for U.S. tax purposes, we do not provide for U.S. income taxes on the undistributed earnings of these subsidiaries as these earnings are reinvested and, in the opinion of management, will continue to be reinvested indefinitely outside of the U.S. The undistributed earnings of foreign subsidiaries that are deemed to be indefinitely invested outside of the U.S. were $23,530,000 at December 31, 2008. It is not practicable to determine the unrecognized deferred tax liability on those earnings.

The significant components of deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2008	2007 As Restated (1)
Deferred tax assets:		
Trade credits	$ 18,920	$ 19,802
Net operating loss carryforwards	14,096	18,179
Miscellaneous accruals	12,886	10,506
Stock compensation	8,107	10,013
Allowance for doubtful accounts and returns	6,918	5,609
Foreign tax credit carryforwards	9,043	5,081

Other, net	903	3,864
Accrued vacation and other payroll liabilities	3,458	3,297
Write-downs of inventories	1,711	2,154
Depreciation allowance carryforwards	1,440	1,760
Amortization of goodwill and other intangibles	92,116	
Gross deferred tax assets	169,598	80,265
Valuation allowance	(21,888)	(19,975)
Total deferred tax assets	147,710	60,290
Deferred tax liabilities:		
Amortization of Goodwill and other intangibles		(23,970)
Depreciation and amortization	(19,653)	(17,375)
Prepaid expenses	(516)	(515)
Total deferred tax liabilities	(20,169)	(41,860)
Net deferred tax assets	$ 127,541	$ 18,430

(1) See Note 2 Restatement of Consolidated Financial Statements.

84

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The net current and non-current portions of deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2008	2007 As Restated (1)
Net current deferred tax asset	$ 40,075	$ 42,252
Net non-current deferred tax asset (liability)	87,466	(23,822)
Net deferred tax asset (liability)	$ 127,541	$ 18,430

(1) See Note 2 Restatement of Consolidated Financial Statements.

As of December 31, 2008, we have U.S. state net operating loss carryforwards (NOLs) of $720,000 that will expire between 2009 and 2028. We also have NOLs from various non-U.S. jurisdictions of $52,012,000. While the majority of the non-U.S. NOLs have no expiration date, $468,000 will fully expire in 2018.

On the basis of currently available information, we have provided valuation allowances for certain of our deferred tax assets where we believe it is more likely than not that the related tax benefits will not be realized. At December 31, 2008, our valuation allowances totaled $21,888,000, representing all of our U.S. state NOLs, a portion of our non-U.S. NOLs, foreign depreciation allowances, foreign tax credits, and a U.S. deferred tax asset related to Software Spectrum foreign branches. In the future, if we determine that additional realization of these deferred tax assets is more likely than not, the reversal of the related valuation allowance will reduce income tax expense. Upon the January 1, 2009 adoption of SFAS 141R, changes that occur after acquisition date in deferred tax asset valuation allowances and income tax uncertainties resulting from a business combination, including those associated with acquisitions that closed prior to the effective date of SFAS 141R, will generally affect income tax expense. At December 31, 2007, our valuation allowances totaled $19,975,000, representing all of our U.S. state NOLs, a portion of our non-U.S. NOLs, foreign depreciation allowances, and a U.S. deferred tax asset related to Software Spectrum foreign branches.

We believe it is more likely than not that forecasted income, including income that may be generated as a result of prudent and feasible tax planning strategies, together with the tax effects of deferred tax liabilities, will be sufficient to fully recover our remaining deferred tax assets. In the future, if we determine that realization of the remaining deferred tax asset is not more likely than not, we will need to increase our valuation allowance and record additional income tax expense. As a result of income generated through December 31, 2008 and near-term income forecasts, during 2008 we determined that we had sufficient positive evidence to recognize our deferred tax asset related to our United Kingdom, France, Austria, and Hong Kong net operating loss (foreign NOL) carryforwards. Therefore, the valuation allowance against these foreign NOL deferred tax assets was released. Since the foreign NOLs were related to activity at Software Spectrum prior to the acquisition, the reversal was recorded as a reduction of goodwill (see Note 5) and had no effect on income tax (benefit) expense during the year ended December 31, 2008.

The following table summarizes the change in the valuation allowance (in thousands):

	December 31,	
	2008	2007

Valuation allowance at beginning of year	$	19,975	$	19,830
Increases in income tax expense		7,000		251
Valuation allowances of Software Spectrum/MINX		(3,459)		(1,623)
Foreign currency translation adjustments		(1,628)		1,517
Valuation allowance at end of year	$	21,888	$	19,975

A tax shortfall of $2,737,000 related to the exercise of employee stock options and other employee stock programs was applied to stockholders equity during the year ended December 31, 2008. Tax benefits of $1,791,000 and $882,000 related to the exercise of employee stock options and other employee stock programs were applied to stockholders equity in the years ended December 31, 2007 and 2006, respectively.

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Various taxing jurisdictions are examining our tax returns for various tax years. Although the outcome of tax audits cannot be predicted with certainty, management believes the ultimate resolution of these examinations will not result in a material adverse effect to our financial position or results of operations.

FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48), requires that companies recognize the effect of a tax position in their consolidated financial statements if there is a greater likelihood than not of the position being sustained upon audit based on the technical merits of the position. We adopted the provisions of FIN 48 effective January 1, 2007. The adoption of FIN 48 resulted in no cumulative effect adjustment to our retained earnings. However, in order to conform to the balance sheet presentation requirements of FIN 48, we classified certain unrecognized tax benefits on our balance sheet from current assets to non-current assets.

As of December 31, 2008 and 2007, we had approximately $4,300,000 and $13,500,000, respectively, of unrecognized tax benefits. Of these amounts, approximately $400,000 and $2,600,000, respectively, relate to accrued interest. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

Balance at December 31, 2007	$	10,900
Additions for tax positions in prior periods		200
Additions for tax positions in current period		2,100
Subtractions due to foreign currency translation		(300)
Subtractions due to audit settlements		(9,000)
Balance at December 31, 2008	$	3,900

Our policy to classify interest and penalties relating to uncertain tax positions as a component of income tax (benefit) expense in our consolidated statements of operations did not change as a result of implementing the provisions of FIN 48.

As of December 31, 2008, if recognized, $3,700,000 of the liability associated with uncertain tax positions of $4,300,000 would affect our effective tax rate. The remaining $600,000 balance arose from business combinations that, if recognized, ultimately would be recorded as an adjustment to an indemnification receivable with no effect on our effective tax rate. We do not believe there will be any changes over the next twelve months that would have a material effect on our effective tax rate.

Several of our subsidiaries are currently under audit for the 2002 through 2007 tax years. It is reasonably possible that the examination phase of these audits may conclude in the next twelve months and that the related unrecognized tax benefits for uncertain tax positions will decrease. However, based on the status of the examinations, an estimate of the range of reasonably possible outcomes cannot be made at this time.

We, including our subsidiaries, file income tax returns in the U.S. federal jurisdiction, and many state and local and non-U.S. jurisdictions. In the U.S., federal income tax returns for 2004 through 2007 remain open to examination. For U.S. state and local as well as non-U.S. jurisdictions, the statute of limitations generally varies between three and ten years.

(12) Stock Based Compensation

On January 1, 2006, we adopted SFAS No. 123 (revised 2004), *Share Based Payment* (SFAS 123R), which requires stock-based compensation to be measured based on the fair value of the award on the date of grant and the corresponding expense to be recognized over the period during which an employee is required to provide service in exchange for the award. In March 2005, the SEC issued SAB No. 107 *Share Based Payment* (SAB 107), relating to SFAS 123R. We have applied the provisions of SAB 107 in our adoption of SFAS 123R. Stock-based compensation expense is classified in the same line item of the consolidated statements of operations as other payroll-related expenses for the specific employee.

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

We recorded the following pre-tax amounts for stock-based compensation, by operating segment, in our consolidated financial statements (in thousands):

	Years Ended December 31,		
	2008	2007 As Restated (1)	2006 As Restated (1)
North America [2]	$ 5,794	$ 11,576	$ 13,439
EMEA[2]	1,985	2,704	1,594
APAC[2]	206	305	44
Total Continuing Operations	$ 7,985	$ 14,585	$ 15,077
Discontinued Operations	$	$	$ 978

(1) See Note 2 Restatement of Consolidated Financial Statements.

(2) Recorded in selling and administrative expenses.

Company Plans

On October 1, 2007 Insight s Board of Directors approved the 2007 Omnibus Plan (the 2007 Plan), and the 2007 Plan became effective when it was approved by Insight s stockholders at the annual meeting on November 12, 2007. On August 12, 2008, the 2007 Plan was amended to clarify certain provisions relating to forfeiture restrictions and grants of discretionary awards to non-employee directors. The 2007 Plan is administered by the Compensation Committee of Insight s Board of Directors, and except as provided below, the Compensation Committee has the exclusive authority to administer the 2007 Plan, including the power to determine eligibility, the types of awards to be granted, the price and the timing of awards. Under the 2007 Plan, the Compensation Committee may delegate some of its authority to our Chief Executive Officer to grant awards to individuals other than individuals who are subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Teammates, officers and members of the Board of Directors are eligible for awards under the 2007 Plan, and consultants and independent contractors are also eligible if they provide bona fide services that are not related to capital raising or promoting or maintaining a market for the Company s stock. The 2007 Plan allows for awards of options, stock appreciation rights (SARs), restricted stock, RSUs, performance awards as well as grants of cash awards. A total of 4,250,000 shares of stock are reserved for awards issued under the 2007 Plan. As of December 31, 2008, 3,002,635 shares of stock were available for grant under the 2007 Plan.

In 1997, we established the 1998 Long-Term Incentive Plan (the 1998 LTIP) for our officers, teammates, directors, consultants and independent contractors. The 1998 LTIP, as amended, authorized grants of incentive stock options, non-qualified stock options, stock appreciation rights, performance shares, restricted common stock and performance-based awards. In 1998 and 1999, we also established the 1998 Employee Restricted Stock Plan for our

teammates, the 1998 Officer Restricted Stock Plan for our officers and the 1999 Broad Based Employee Stock Option Plan for our teammates. Upon stockholder approval of the 2007 Plan in November 2007, as discussed above, there will be no further grants under these plans.

Accounting for Stock Options

We had no grants of stock options during the year ended December 31, 2008, one grant in 2007 and no grants in 2006. In valuing the December 2007 award, we assumed a dividend yield of 0%, expected volatility of 36%, a risk-free interest rate of 3.4% and an expected life of 3.5 years. Consistent with SFAS 123R and SAB 107, we considered the historical volatility of our stock price in determining our expected volatility. The risk-free interest rate assumption is based upon observed interest rates appropriate for the term of the stock options. The expected life of stock options represents the weighted-average period the stock options are expected to remain outstanding calculated using the simplified method as prescribed in SAB 107.

For the years ended December 31, 2008, 2007 and 2006, we recorded in continuing operations stock-based compensation expense related to stock options, net of forfeitures, of $524,000, $3,249,000 and $8,166,000, respectively. In 2006, we recorded $230,000 of stock-based compensation related to stock options in discontinued operations. As of December 31, 2008, total compensation cost related to nonvested stock options not yet recognized is $842,000, which is expected to be recognized over the next 1.26 years on a weighted-average basis.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Included in the amount for the year ended December 31, 2007 is $366,000 of cash payments made in May through August 2007 to teammates whose stock options expired during the period that registration statements for our stock plans were suspended as a result of the delay in the filing of our Annual Report on Form 10-K for the year ended December 31, 2006 and $136,000 of cash payments made to teammates pursuant to a formal tender offer (the Tender Offer) which allowed teammates to amend certain options that had been retroactively priced. A total of 63 teammates participated in the Tender Offer. Pursuant to the Tender Offer, the exercise price per share in effect for each tendered option was amended to the fair market value per share of our common stock on the measurement date determined for that option for financial accounting purposes. Each participant who had an option with an exercise price that was amended, in late 2007, also became entitled to receive, in early 2008, a cash payment with respect to that option to compensate them for the spread lost in the amendment. The amount of the cash payment for each eligible option was calculated by multiplying (i) the amount by which the new exercise price of the option was higher than the exercise price per share previously in effect for that option, by (ii) the number of shares of our common stock that the holder could acquire under that option.

During 2007, we also recognized non-cash stock-based compensation expense for a 90-day extension of the post termination exercise period for stock options related to the retirement of our former chief financial officer. The modification expense of $186,000 was recorded in severance and restructuring expenses.

The following table summarizes our stock option activity during the year ended December 31, 2008:

	Number Outstanding	Weighted Average Exercise Price	Aggregate Intrinsic Value (in-the-money options)	Weighted Average Remaining Contractual Life (in years)
Outstanding at the beginning of year	3,621,130	$ 19.33		
Granted				
Exercised	(345,565)	14.56	$ 1,077,542	
Forfeited or expired	(738,892)	20.14		
Outstanding at the end of year	2,536,673	19.47	$	1.14
Exercisable at the end of year	2,402,590	19.57	$	0.98
Vested and expected to vest	2,513,520	19.49	$	1.11
Weighted average grant date fair value for options granted during 2007	$ 5.53			

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, based on our closing stock price of $6.90 as of December 31, 2008, which would have been received by the option holders had all option holders exercised options and sold the underlying shares on that date. The aggregate intrinsic value for options exercisable during 2007 and 2006 was $1,921,292 and $4,187,616, respectively.

88

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table summarizes the status of outstanding stock options as of December 31, 2008:

		Options Outstanding			Options Exercisable			
Range of Exercise Prices		Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)		Weighted Average Exercise Price Per Share	Number of Options Exercisable		Weighted Average Exercise Price Per Share
$13.00	18.53	733,716	1.91	$	17.66	599,633	$	17.64
18.54	19.72	642,160	0.98	$	19.22	642,160	$	19.22
19.79	19.90	516,100	0.87	$	19.90	516,100	$	19.90
20.00	21.25	568,529	0.51	$	20.85	568,529	$	20.85
21.30	41.00	76,168	1.45	$	25.78	76,168	$	25.78
		2,536,673	1.14	$	19.47	2,402,590	$	19.57

Accounting for Restricted Stock

We have issued shares of restricted common stock and RSUs as incentives to certain officers and teammates. We recognize compensation expense associated with the issuance of such shares and RSUs over the vesting period for each respective share and RSU. Compensation expense related to service-based RSUs is recognized on a straight-line basis over the requisite service period for the entire award. Compensation expense related to performance-based RSUs is recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards (i.e., a graded vesting basis). The total compensation expense associated with restricted stock represents the value based upon the number of shares or RSUs awarded multiplied by the closing price of our common stock on the date of grant. Recipients of restricted stock shares are entitled to receive any dividends declared on our common stock and have voting rights, regardless of whether such shares have vested. Recipients of RSUs do not have voting or dividend rights until the vesting conditions are satisfied and shares are released.

Starting in 2006, we have elected to primarily issue service-based and performance-based RSUs instead of stock options and restricted stock shares. The number of RSUs ultimately awarded under the performance-based RSUs will vary based on whether we achieve certain financial results. We will record compensation expense each period based on the market price of our common stock on the grant date and our estimate of the most probable number of RSUs that will be issued under the grants of performance-based RSUs. Additionally, the compensation expense is adjusted for our estimate of forfeitures.

For the years ended December 31, 2008, 2007 and 2006, we recorded in continuing operations stock-based compensation expense, net of estimated forfeitures, related to restricted stock shares and RSUs of $7,461,000, $10,834,000 and $6,911,000, respectively. In 2006, we recorded $748,000 of stock-based compensation related to RSUs in discontinued operations. As of December 31, 2008, total compensation cost related to nonvested restricted stock shares and RSUs not yet recognized is $11,308,000, which is expected to be recognized over the next 1.65 years on a weighted-average basis.

On January 23, 2008, the Compensation Committee of our Board of Directors approved a special long-term incentive award for the Chief Executive Officer, the President of our North America/APAC operating segments and the President of our EMEA operating segment. The approved grant level targets were as follows:

Richard A. Fennessy, President and Chief Executive Officer 300,000 RSUs;

Mark T. McGrath, President, North America/APAC 150,000 RSUs; and

Stuart A. Fenton, President, EMEA 100,000 RSUs.

The plan provided for the award of RSUs that were to be issued based upon achievement of specific stock price hurdles within specific timeframes (the 20-day average closing price of Insight stock must be at or above a stock price hurdle and within the defined timeframes for any tranche to be awarded). For the year ended December 31, 2008, we recorded stock-based compensation expense related to these RSUs of $961,000, which is included in the stock-based compensation expense amount discussed above. As of December 31, 2008, total compensation cost not yet recognized related to these RSUs was $5,478,000 of the $11,308,000 total discussed above. Due to the current economic climate and the decrease in Insight s stock price, on February 19, 2009, Messrs. Fennessy, Fenton and McGrath agreed to forfeit the awards, resulting in the termination of the awards. Accordingly, no shares were, or will be, issued under these awards. A non-cash charge of $5,478,000 will be recognized in the first quarter of 2009 as a result of the cancellation of these awards.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table summarizes our restricted stock activity, including restricted stock shares and RSUs, during the year ended December 31, 2008:

	Number	Weighted Average Grant Date Fair Value		Fair Value
Nonvested at the beginning of period	1,108,857	$	20.29	
Granted	1,029,865	$	10.43	
Vested, including shares withheld to cover taxes	(445,396)	$	20.36	$ 7,733,859(a)
Forfeited	(173,170)	$	19.24	
Nonvested at the end of period	1,520,156	$	13.71	$ 10,489,076(b)
Expected to vest	1,405,215	$		$ 9,695,984(b)

(a) The fair value of vested restricted stock shares and RSUs represents the total pre-tax fair value, based on the closing stock price on the day of vesting, which would have been received by holders of restricted stock shares and RSUs had all such holders sold their underlying shares on that date. The aggregate intrinsic value for vested restricted stock shares and RSUs during 2007 was $5,319,942.

(b) The aggregate fair value of the nonvested restricted stock shares and the RSUs expected to vest represents the total pre-tax fair value, based on our closing stock price of $6.90 as of December 31, 2008, which would have been received by holders of restricted stock shares and RSUs had all such holders sold their underlying shares on that date.

During the year ended December 31, 2008, the restricted stock shares and RSUs that vested for teammates in the United States were net-share settled such that we withheld shares with value equivalent to the teammates minimum statutory United States tax obligation for the applicable income and other employment taxes and remitted the cash to the appropriate taxing authorities. The total shares withheld during the year ended December 31, 2008 of 120,492 was based on the value of the restricted stock shares or RSUs on their vesting dates as determined by our closing stock price on such dates. For the year ended December 31, 2008, total payments for the employees tax obligations to the taxing authorities were $2,120,000 and are reflected as a financing activity within the Consolidated Statements of Cash Flows. These net-share settlements had the effect of repurchases of our common stock as they reduced and retired the number of shares that would have otherwise been issued as a result of the vesting and did not represent an expense to us.

(13) <u>Benefit Plans</u>

We have adopted a defined contribution benefit plan (the Defined Contribution Plan) which complies with section 401(k) of the Internal Revenue Code. In 2008, we made discretionary matching contributions at the rate of 25% of the teammates pre-tax contributions up to a maximum of 6% of eligible compensation per pay period. Contribution expense under this plan, including amounts recorded in discontinued operations, was $2,014,000, $1,691,000 and $2,230,000 for the years ended December 31, 2008, 2007 and 2006, respectively.

In November 2007, we established the Insight Nonqualified Deferred Compensation Plan (Deferred Compensation Plan) with an effective date of January 1, 2008. The Deferred Compensation Plan permits a select group of management or highly compensated employees as defined by the Employee Retirement Income Security Act of 1974, as amended, to voluntarily defer receipt of compensation and earn a rate of return on their deferred amounts based on their selection from a variety of independently managed funds. We do not provide a guaranteed rate of return on these deferred amounts nor do we make any contributions to the Deferred Compensation Plan. All recorded amounts were immaterial as of and for the year ended December 31, 2008.

(14) <u>Share Repurchase Program</u>

On December 5, 2005, our Board of Directors authorized the repurchase of up to $50,000,000 of our common stock. During the year ended December 31, 2007, we purchased 1,955,646 shares of our common stock on the open market at an average price of $25.57 per share, which represented the full amount authorized under the repurchase program. All shares repurchased were retired.

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

On November 13, 2007, our Board of Directors authorized the repurchase of up to $50,000,000 of our common stock through September 30, 2008. During the year ended December 31, 2008, we purchased 3,493,500 shares of our common stock on the open market at an average price of $14.31 per share, which represented the full amount authorized under the repurchase program. All shares repurchased were retired.

(15) Stockholder Rights Agreement

On December 14, 2008, the stockholder rights plan expired in accordance with its terms.

(16) Commitments and Contingencies

Contractual

We have entered into a sponsorship agreement through 2013 with the Valley of the Sun Bowl Foundation, d/b/a Insight Bowl, which is the not-for-profit entity that conducts the Insight Bowl post-season intercollegiate football game. We have committed to pay an aggregate amount of approximately $7,050,000 through 2013 for sponsorship arrangements, ticket purchases and miscellaneous expenses.

We have committed to pay the Arizona Cardinals an aggregate amount of approximately $7,700,000 through February 2014 for advertising and marketing events at the University of Phoenix stadium.

In July 2007, we signed a statement of work with a third party that was engaged to assist us in a company-wide integration of our hardware, services and software distribution operations into our IT systems. During the quarter ended March 31, 2008, we renegotiated the contract to include a new scope of work, whereby we agreed to engage the third party on current and future IT related projects. As a result of this renegotiation, previously reported commitments as of December 31, 2007 totaling $14,400,000, to be paid in 2008 and 2009, were settled with a $3,100,000 payment made in April 2008. The remaining commitments at December 31, 2008 approximate $3,139,000 to be incurred over 18 to 24 months.

In the ordinary course of business, we issue performance bonds to secure our performance under certain contracts or state tax requirements. As of December 31, 2008 and December 31, 2007, we had approximately $24,623,000 and $794,000, respectively, of performance bonds outstanding. These bonds are issued on our behalf by a surety company on an unsecured basis; however, if the surety company is ever required to pay out under the bonds, we have contractually agreed to reimburse the surety company.

Employment Contracts

We have employment contracts with certain officers and management teammates under which severance payments would become payable and accelerated vesting of stock-based compensation would occur in the event of specified terminations without cause or terminations under certain circumstances after a change in control. If such persons were terminated without cause or under certain circumstances after a change of control, and the severance payments under the current employment agreements were to become payable, the severance payments would generally range from three months of the teammate s salary up to two times the teammate s annual salary and bonus.

Guaranties

In the ordinary course of business, we may guarantee the indebtedness of our subsidiaries to vendors and clients. We have not recorded specific liabilities for these guaranties in the consolidated financial statements because we have recorded the underlying liabilities associated with the guaranties. In the event we are required to perform under the related contracts, we believe the cost of such performance would not have a material adverse effect on our consolidated financial position or results of operations.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Indemnifications

From time to time, in the ordinary course of business, we enter into contractual arrangements under which we agree to indemnify either our clients or third-party service providers from certain losses incurred relating to services performed on our behalf or for losses arising from defined events, which may include litigation or claims relating to past performance. These arrangements include, but are not limited to, the indemnification of our landlords for certain claims arising from our use of leased facilities and the indemnification of the lenders that provide our credit facilities for certain claims arising from their extension of credit to us. Such indemnification obligations may not be subject to maximum loss clauses.

In connection with our sale of Direct Alliance in June 2006, the sale agreement contains certain indemnification provisions pursuant to which we are required to indemnify the buyer for a limited period of time for liabilities, losses or expenses arising out of breaches of covenants and certain breaches of representations and warranties relating to the condition of the business prior to and at the time of sale.

Management believes that payments, if any, related to these indemnifications are not probable at December 31, 2008 and, if incurred, would not be material. Accordingly, we have not accrued any liabilities related to such indemnifications in our consolidated financial statements.

Legal Proceedings

We are party to various legal proceedings arising in the ordinary course of business, including preference payment claims asserted in client bankruptcy proceedings, claims of alleged infringement of patents, trademarks, copyrights and other intellectual property rights, claims of alleged non-compliance with contract provisions and claims related to alleged violations of laws and regulations.

In accordance with Statement of Financial Accounting Standards (SFAS) No. 5, *Accounting for Contingencies* (SFAS 5), we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and are adjusted to reflect the effects of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular claim. Although litigation is inherently unpredictable, we believe that we have adequate provisions for any probable and estimable losses. It is possible, nevertheless, that the results of our operations or cash flows could be materially and adversely affected in any particular period by the resolution of a legal proceeding. Legal expenses related to defense, negotiations, settlements, rulings and advice of outside legal counsel are expensed as incurred.

On March 10, 2008, TeleTech Holdings, Inc. (Teletech) sent us a demand for arbitration pursuant to the Stock Purchase Agreement (SPA) pursuant to which TeleTech acquired Direct Alliance Corporation (DAC), a former subsidiary of Insight, effective June 30, 2006. TeleTech claims that it is entitled to a $5,000,000 clawback under the SPA relating to the non-renewal of an agreement between DAC and one of its clients. We disputed TeleTech s allegations and are defending this matter in arbitration. In recording the disposition of DAC on June 30, 2006, we deferred $5,000,000 as a contingent gain on sale related to this clawback.

On April 1, 2008, we completed the acquisition of Calence pursuant to an agreement and plan of merger (the Merger Agreement), a related support agreement (the Support Agreement) and other ancillary agreements. In April 2008, in connection with an investigation being conducted by the United States Department of Justice (the DOJ), Calence received a subpoena from the Office of the Inspector General of the Federal Communications Commission (the FCC) requesting documents related to the award, by the Universal Service Administration Company (USAC), of funds under the E-Rate program to a participating school district. The E-Rate program provides schools and libraries with discounts to obtain affordable telecommunications and internet access. No allegations were made against Calence, and we have responded to the subpoena. Pursuant to the Merger Agreement and the Support Agreement, the former owners of Calence have agreed to indemnify us for certain losses and damages that may arise out of or result from this matter, including our fees and expenses for responding to the subpoena.

Beginning in March 2009, three purported class action lawsuits were filed in the U.S. District Court for the District of Arizona against us and certain of our current and former directors and officers on behalf of purchasers of our securities during the period April 22, 2004 to February 6, 2009 (the period specified in the first complaint is

January 30, 2007 to February 6, 2009). The complaints, which seek unspecified damages, assert claims under the federal securities laws relating to our February 9, 2009 announcement that we expected to restate our financial statements for the year ended December 31, 2007 and for the first three quarters of 2008 and that the restatement would include a material reduction of retained earnings. The complaints also allege that we issued false and misleading financial statements and issued misleading public statements about our results of operations. None of the defendants have responded to the complaints at this time.

92

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

On March 19, 2009, we received a letter of informal inquiry from the Securities and Exchange Commission (the SEC) requesting certain documents and information relating to the Company s historical accounting treatment of aged trade credits. We are cooperating with the SEC. We cannot predict the outcome of this investigation.

Management believes that the ultimate outcome of these legal proceedings will not have a material effect on our results of operations.

Contingencies Related to Third-Party Review

From time to time, we are subject to potential claims and assessments from third parties. We are also subject to various governmental, client and vendor audits. We continually assess whether or not such claims have merit and warrant accrual under the probable and estimable criteria of SFAS 5. Where appropriate, we accrue estimates of anticipated liabilities in the consolidated financial statements. Such estimates are subject to change and may affect our results of operations and our cash flows.

(17) Supplemental Financial Information

A summary of additions and deductions related to the allowances for doubtful accounts receivable for the years ended December 31, 2008, 2007 and 2006 follows (in thousands):

	Balance at Beginning of Year	Additions	Deductions	Balance at End of Year
Allowance for doubtful accounts receivable:				
Year ended December 31, 2008	$ 22,831	$ 3,452	$ (6,127)	$ 20,156
Year ended December 31, 2007	$ 23,211	$ 2,646	$ (3,026)	$ 22,831
Year ended December 31, 2006	$ 15,892	$ 10,238*	$ (2,919)	$ 23,211

* Includes $7,206,000 resulting from the Software Spectrum acquisition.

(18) Segment and Geographic Information

We operate in three reportable geographic operating segments: North America; EMEA; and APAC. Currently, our offerings in North America and the United Kingdom include IT hardware, software and services. Our offerings in the remainder of our EMEA segment and in APAC currently only include software and select software-related services. We have not disclosed net sales amounts by product or service type for the years ended December 31, 2008, 2007 and 2006, as it is impracticable for us to do so.

SFAS No. 131, *Disclosure About Segments of an Enterprise and Related Information* (SFAS 131), requires disclosures of certain information regarding operating segments, products and services, geographic areas of operation and major clients. The method for determining what information to report under SFAS 131 is based upon the management approach, or the way that management organizes the operating segments within a company, for which separate financial information is evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources. Our CODM is our Chief Executive Officer.

All intercompany transactions are eliminated upon consolidation, and there are no differences between the accounting policies used to measure profit and loss for our segments and on a consolidated basis. Net sales are defined as net sales to external clients. None of our clients exceeded ten percent of consolidated net sales for the year ended

December 31, 2008.

A portion of our operating segments selling and administrative expenses arise from shared services and infrastructure that we have historically provided to them in order to realize economies of scale and to use resources efficiently. These expenses, collectively identified as corporate charges, include senior management expenses, internal audit, legal, tax, insurance services, treasury and other corporate infrastructure expenses. Charges are allocated to our operating segments, and the allocations have been determined on a basis that we considered to be a reasonable reflection of the utilization of services provided to or benefits received by the operating segments.

93

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The tables below present information about our reportable operating segments as of and for the years ended December 31, 2008, 2007 and 2006 (in thousands):

	Year Ended December 31, 2008			
	North America	EMEA	APAC	Consolidated
Net sales	$ 3,362,544	$ 1,309,365	$ 153,580	$ 4,825,489
Costs of goods sold	2,913,358	1,118,692	129,856	4,161,906
Gross profit	449,186	190,673	23,724	663,583
Operating expenses:				
Selling and administrative expenses	391,629	152,617	17,741	561,987
Goodwill impairment	323,422	59,852	13,973	397,247
Severance and restructuring expenses	4,633	3,923	39	8,595
(Loss) earnings from operations	$ (270,498)	$ (25,719)	$ (8,029)	$ (304,246)
Total assets	$ 1,281,768	$ 446,929	$ 49,422	$ 1,778,119*

	Year Ended December 31, 2007 - As Restated (1)			
	North America	EMEA	APAC	Consolidated
Net sales	$ 3,367,998	$ 1,329,682	$ 107,794	$ 4,805,474
Costs of goods sold	2,904,835	1,154,916	87,097	4,146,848
Gross profit	463,163	174,766	20,697	658,626
Operating expenses:				
Selling and administrative expenses	383,390	143,611	15,321	542,322
Severance and restructuring expenses	2,960	(429)	64	2,595
Earnings from operations	$ 76,813	$ 31,584	$ 5,312	$ 113,709
Total assets	$ 2,387,773	$ 577,190	$ 52,013	$ 3,016,976*

	Year Ended December 31, 2006 - As Restated (1)			
	North America	EMEA	APAC	Consolidated
Net sales	$ 2,859,678	$ 710,294	$ 29,965	$ 3,599,937
Costs of goods sold	2,497,197	611,489	25,065	3,133,751
Gross profit	362,481	98,805	4,900	466,186
Operating expenses:				
Selling and administrative expenses	289,788	83,111	3,823	376,722

Severance and restructuring expenses		508		221				729
Earnings from operations	$	72,185	$	15,473	$	1,077	$	88,735
Total assets	$	2,107,207	$	461,084	$	37,809	$	2,606,100*

(2) See Note 2 Restatement of Consolidated Financial Statements.

* Consolidated total assets are shown net of intercompany eliminations and corporate assets of $170,479, $1,127,414, and $805,637 at December 31, 2008, 2007 and 2006, respectively.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following is a summary of our geographic continuing operations net sales and long-lived assets (in thousands):

	United States	Foreign	Total
2008			
Net sales	$ 3,163,758	$ 1,661,731	$ 4,825,489
Total long-lived assets	$ 296,645	$ 60,587	$ 357,232
2007			
Net sales	$ 3,160,992	$ 1,644,482	$ 4,805,474
Total long-lived assets	$ 384,555	$ 174,473	$ 559,028
2006			
Net sales	$ 2,706,970	$ 892,967	$ 3,599,937
Total long-lived assets	$ 376,625	$ 175,582	$ 552,207

Foreign net sales and total long-lived assets summarized above for 2008, 2007 and 2006 include net sales and long-lived assets of $653,458,000 and $21,016,000; $718,286,000 and $38,738,000 and $526,673,000 and $39,681,000, respectively, attributed to the United Kingdom. Net sales by geographic area are presented by attributing net sales to external customers based on the domicile of the selling location.

We recorded the following pre-tax amounts, by operating segment, for depreciation and amortization, in the accompanying consolidated financial statements (in thousands):

	Years Ended December 31,		
	2008	2007	2006
North America	$ 33,675	$ 26,992	$ 19,529
EMEA	6,882	6,954	3,861
APAC	682	717	252
Total Continuing Operations	$ 41,239	$ 34,663	$ 23,642
Discontinued Operations	$	$	$ 1,733

(19) Acquisitions

MINX Limited

On July 10, 2008, we acquired MINX, a United Kingdom-based networking services company with annual net sales of approximately $25,000,000, for an initial cash purchase price of approximately $1,500,000 and the assumption of approximately $3,900,000 of existing debt. Up to an additional $550,000 may be due if MINX achieves certain performance targets over a one-year period. Founded in 2002, MINX is a network integrator with Cisco Gold Partner accreditation in the United Kingdom. We believe this acquisition will significantly enhance our capabilities in the sale, implementation and management of network infrastructure services and solutions in our EMEA operating segment and will compliment our April 1, 2008 acquisition of Calence in our North America operating segment, accelerating Insight s transformation to a broad-based global technology solutions advisor and provider.

95

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table summarizes the purchase price and the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Purchase price paid as:		
Cash		$ 1,497
Assumed debt		3,895
Acquisition costs		141
Total purchase price		5,533
Fair value of net assets acquired:		
Current assets	$ 4,957	
Identifiable intangible assets see description below	2,874	
Property and equipment	196	
Current liabilities	(11,602)	
Other liabilities		
Total fair value of net assets acquired		(3,575)
Excess purchase price over fair value of net assets acquired (goodwill)		$ 9,108

Under the purchase method of accounting, the purchase price as shown in the table above is allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The excess purchase price over fair value of net assets acquired was recorded as goodwill. The purchase price was allocated using the information currently available, and we may adjust the purchase price allocation after obtaining more information regarding, among other things, asset valuations, liabilities assumed, restructuring activities and revisions of preliminary estimates.

The estimated values of current assets and liabilities were based upon their historical costs on the date of acquisition due to their short-term nature. Property and equipment were also estimated based upon unamortized costs as they most closely approximated fair value.

Identified intangible assets acquired in the acquisition of MINX totaled $2,874,000 and consist primarily of customer relationships which are being amortized using the straight-line method over their estimated economic life of 8.5 years. Amortization expense recognized for the period from the acquisition date through December 31, 2008 was $215,000. Amortization expense is estimated to be approximately $500,000 per year through 2010.

Goodwill of $9,108,000 represents the excess of the purchase price over the estimated fair value assigned to tangible and identifiable intangible assets acquired and liabilities assumed from MINX. None of the goodwill is tax deductible. We have consolidated the results of operations for MINX since its acquisition on July 10, 2008. Our historical results would not have been materially affected by the acquisition of MINX and, accordingly, we have not presented pro forma information as if the acquisition had been completed at the beginning of each period presented in our statements of operations. As discussed in Note 5, we recorded non-cash goodwill impairment charges during 2008, which represented the entire goodwill balance recorded in our EMEA operating segment, including the entire amount of the goodwill recorded in connection with the MINX acquisition.

Calence, LLC

On April 1, 2008, we completed our acquisition of Calence for a cash purchase price of $125,000,000 plus a preliminary working capital adjustment of $4,032,000, offset by a final post-closing working capital adjustment of $383,000. Up to an additional $35,000,000 of purchase price consideration may be due if Calence achieves certain performance targets over the next four years. Founded in 1993 and headquartered in Tempe, Arizona, Calence is a leading provider of Cisco networking solutions in the United States, with strong regional presence in the Southwest,

Northwest and Midwest, as well as New York, North Carolina and Texas. We believe this acquisition significantly enhances Insight s technical capabilities around networking and communications, as well as managed services and security, accelerating Insight s transformation to a broad-based technology solutions advisor and provider.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table summarizes the purchase price and the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Purchase price paid as:		
Cash and borrowings on senior revolving credit facility		$ 128,649
Assumed debt		7,311
Acquisition costs		3,679
Total purchase price		139,639
Fair value of net assets acquired:		
Current assets	$ 64,815	
Identifiable intangible assets see description below	29,190	
Property and equipment	6,192	
Other assets	946	
Current liabilities	(54,499)	
Other liabilities	(714)	
Total fair value of net assets acquired		45,930
Excess purchase price over fair value of net assets acquired (goodwill)		$ 93,709

Under the purchase method of accounting, the purchase price as shown in the table above is allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The excess purchase price over fair value of net assets acquired was recorded as goodwill. During the year ended December 31, 2008, we accrued an additional $9,830,000 of purchase price consideration and $532,000 of accrued interest thereon as a result of Calence achieving certain performance targets during the year. Such amounts were recorded as additional goodwill (see Note 5).

The estimated values of current assets and liabilities were based upon their historical costs on the date of acquisition due to their short-term nature. Property and equipment were also estimated based upon unamortized costs as they most closely approximated fair value. The estimated value of deferred revenue, of which $3,359,000 is included in current liabilities and $652,000 is included in other liabilities in the table above, was based upon the guidance in EITF Issue No. 01-03, *Accounting in a Business Combination for Deferred Revenue of an Acquiree*, and was calculated as the estimated cost to fulfill the contractual obligations acquired under various customer contracts plus a fair value profit margin.

Identified intangible assets acquired in the acquisition of Calence totaled $29,190,000 and consist of the following (in thousands):

Customer relationships	$ 21,800
Backlog Managed services	4,500
Backlog Consulting	2,600
Trade name	150
Non-compete agreements	140
	29,190
Accumulated amortization	(4,759)
Intangible assets, net at December 31, 2008	$ 24,431

Amortization is provided using the straight-line method over the following estimated economic lives of the intangible assets from the date of acquisition:

	Estimated Economic Life
Customer relationships	10.75 Years
Backlog Managed services	4.75 Years
Backlog Consulting	10 Months
Trade name	10 Months
Non-compete agreements	2 Years

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Amortization expense recognized for the period from the acquisition date through December 31, 2008 was $4,759,000. Future amortization expense is estimated to be as follows (in thousands):

Years Ending December 31,		
2009	$	3,320
2010		2,993
2011		2,975
2012		2,975
2013		2,028
Thereafter		10,140
Total estimated amortization expense	$	24,431

Goodwill of $93,709,000 represents the excess of the purchase price over the estimated fair value assigned to tangible and identifiable intangible assets acquired and liabilities assumed from Calence. During the year ended December 31, 2008, we accrued an additional $9,830,000 of purchase price consideration and $532,000 of accrued interest thereon as a result of Calence achieving certain performance targets during the year. Such amounts were recorded as additional goodwill, and the entire amount is expected to be tax deductible. As discussed in Note 5, we recorded non-cash goodwill impairment charges during 2008, which represented the entire goodwill balance recorded in our North America operating segment, including the entire amount of the goodwill recorded in connection with the Calence acquisition.

We have consolidated the results of operations for Calence since its acquisition on April 1, 2008. The following table reports pro forma information as if the acquisition of Calence had been completed at the beginning of each period presented (in thousands, except per share amounts):

		2008	**2007**
Net sales	As reported	$ 4,825,489	$ 4,805,474
	Pro forma	$ 4,897,514	$ 5,047,199
Net (loss) earnings from continuing operations	As reported	$ (239,727)	$ 64,605
	Pro forma	$ (239,520)	$ 58,987
Net (loss) earnings	As reported	$ (239,727)	$ 68,756
	Pro forma	$ (239,520)	$ 63,138
Diluted net (loss) earnings per share	As reported	$ (5.15)	$ 1.37
	Pro forma	$ (5.14)	$ 1.26

(20) Discontinued Operations

PC Wholesale

On March 1, 2007, we completed the sale of PC Wholesale, a division of our North America operating segment that sells to other resellers. The sale of PC Wholesale is consistent with our strategic plan as we concluded that selling IT products to other resellers is not a core element of our strategy. The transaction generated proceeds of $28,631,000. In the fourth quarter of 2007, we resolved certain post-closing contingencies and recognized an additional gain on the sale of PC Wholesale of $350,000, $264,000 net of taxes. This resolution required a cash payment of $900,000 that was made in 2008.

In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS 144), we have reported the results of operations of PC Wholesale as a discontinued operation in the consolidated statements of

operations for all periods presented. We did not allocate interest, general corporate overhead expense or non-specific partner funding to the discontinued operation.

98

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following amounts for the years ended December 31, 2007 and 2006, respectively, represent PC Wholesale s results of operations and have been segregated from continuing operations and reflected as a discontinued operation (in thousands):

	Years Ended December 31, 2007 As Restated (1)	Years Ended December 31, 2006
Net sales	$ 30,142	$ 223,829
Costs of goods sold	29,092	215,423
Gross profit	1,050	8,406
Operating expenses:		
Selling and administrative expenses	768	5,134
Earnings from discontinued operation	282	3,272
Gain on sale	5,587	
Earnings from discontinued operation, including gain on sale, before income tax expense income taxes	5,869	3,272
Income tax expense	2,267	1,298
Net earnings from discontinued operation, including gain on sale	$ 3,602	$ 1,974

(1) See Note 2 Restatement of Consolidated Financial Statements.

Direct Alliance

On June 30, 2006, we completed the sale of 100% of the outstanding stock of Direct Alliance for a purchase price of $46,500,000, subject to a working capital adjustment. In addition to payment of the purchase price, the buyer is obligated to make a one-time bonus payment to us if Direct Alliance achieves certain gross profit levels for the year ended December 31, 2006 (Earn Out). Additionally, the buyer is entitled to a claw back of the purchase price of up to $5,000,000 if certain Direct Alliance client contracts are not renewed on terms prescribed in the sale agreement. The Company is in the process of negotiating the final resolution of the Earn Out and the claw back, which may result in additional gain recorded on the sale. See discussion of the related legal proceeding with Teletech in Note 16. Additionally, on June 30, 2006, we paid $2,696,000 to the holders of 1,997,500 exercised Direct Alliance stock options. If additional gain is recorded on the sale as a result of final resolution of the Earn Out and clawback, additional amounts will also be paid to the holders of 1,997,500 exercised Direct Alliance stock options.

In accordance with SFAS 144, we have reported the results of operations of Direct Alliance as a discontinued operation in the consolidated statements of operations for all periods presented. We did not allocate interest or general corporate overhead expense to the discontinued operation.

On June 30, 2006, in connection with the sale of Direct Alliance, we entered into a lease agreement with Direct Alliance pursuant to which Direct Alliance will lease from us the facilities it used prior to the sale. Lease income related to these buildings was $1,594,000, $1,257,000 and $870,000 for the years ended December 31, 2008, 2007 and 2006, respectively, and is classified as net sales. Depreciation expense related to the buildings was $687,000, $731,000 and $368,000 for the years ended December 31, 2008, 2007 and 2006, respectively, and is classified as costs of goods sold.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following amounts for the year ended December 31, 2006, represent Direct Alliance s results of operations and have been segregated from continuing operations and reflected as a discontinued operation (in thousands):

Net sales	$	34,095
Costs of goods sold		27,138
Gross profit		6,957
Operating expenses:		
Selling and administrative expenses		3,566
Severance and restructuring expenses		
Earnings from discontinued operation		3,391
Gain on sale		14,872
Earnings from discontinued operation, including gain on sale, before income tax expense income taxes		18,263
Income tax expense		7,153
Net earnings from discontinued operation, including gain on sale	$	11,110

A tax benefit of $548,000 was recorded in 2007 related to a reduction in state taxes in connection with sale of Direct Alliance.

100

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

(21) Selected Quarterly Financial Information (unaudited)

As required by Item 302 of Regulation S-K, the following tables set forth selected unaudited consolidated quarterly financial information for our two most recent years. The quarters ended March 31, 2007 through September 30, 2008 have been restated from previously reported information filed in the Company s Form 10-Qs and Form 10-K, as a result of the restatement of its financial results discussed in Note 2 Restatement of Consolidated Financial Statements (in thousands, except per share data):

	Quarters Ended							
	Dec. 31, 2008 (unaudited)	Sept. 30, 2008 (unaudited) As Restated (1)	June 30, 2008 (unaudited) As Restated (1)	Mar. 31, 2008 (unaudited) As Restated (1)	Dec. 31, 2007 (unaudited) As Restated (1)	Sept. 30, 2007 (unaudited) As Restated (1)	June 30, 2007 (unaudited) As Restated (1)	Mar. 31, 2007 (unaudited) As Restated (1)
Net sales	$ 1,160,350	$ 1,165,056	$ 1,396,585	$ 1,103,498	$ 1,288,671	$ 1,110,048	$ 1,286,440	$ 1,120,315
Costs of goods sold	1,003,421	1,010,966	1,195,643	951,876	1,115,284	960,910	1,102,528	968,126
Gross profit	156,929	154,090	200,942	151,622	173,387	149,138	183,912	152,189
Operating expenses:								
Selling and administrative expenses	134,511	139,137	152,878	135,461	135,774	133,167	140,867	132,514
Goodwill Impairment	83,471		313,776					
Severance and restructuring expenses	3,187		3,508	1,900	(246)		2,841	
Earnings(loss) from operations.	(64,240)	14,953	(269,220)	14,261	37,859	15,971	40,204	19,675
Non-operating (income) expense:								
Interest income	(646)	(440)	(700)	(601)	(592)	(432)	(396)	(658)
Interest expense	3,839	3,062	3,912	2,666	3,144	2,773	2,907	4,028
Net foreign currency exchange loss (gain)	6,204	3,307	1,055	(937)	(1,080)	849	(3,002)	(654)
Other expense, net	320	297	171	319	390	428	496	217
Earnings from continuing operations before income taxes	(73,957)	8,727	(273,658)	12,814	35,997	12,353	40,199	16,742
Income tax expense (benefit)	5,465	2,130	(98,583)	4,641	13,568	4,935	15,373	6,810

Net earnings from continuing operations		(79,422)		6,597		(175,075)		8,173		22,429		7,418		24,826		9,932
Net (loss) earnings from a discontinued operation										812						3,339
Net earnings (loss)	$	(79,422)	$	6,597	$	(175,075)	$	8,173	$	23,241	$	7,418	$	24,826	$	13,271
Net earnings per share Basic:																
Net earnings from continuing operations	$	(1.71)	$	0.14	$	(3.76)	$	0.17	$	0.46	$	0.15	$	0.51	$	0.20
Net (loss) earnings from a discontinued operation										0.02						0.07
Net earnings (loss) per share	$	(1.71)	$	0.14	$	(3.76)	$	0.17	$	0.48	$	0.15	$	0.51	$	0.27
Net earnings per share Diluted:																
Net earnings from continuing operations	$	(1.71)	$	0.14	$	(3.76)	$	0.17	$	0.45	$	0.15	$	0.50	$	0.20
Net (loss) earnings from a discontinued operation										0.02						0.07
Net earnings (loss) per share	$	(1.71)	$	0.14	$	(3.76)	$	0.17	$	0.47	$	0.15	$	0.50	$	0.27

(1) See Note 2 Restatement of Consolidated Financial Statements.

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following tables present the effect of the financial statement restatement adjustments on the Company s previously reported consolidated statements of operations for the three months ended September 30, June 30, and March 31, 2008, respectively, and December 31, September 30, June 30, and March 31, 2007, respectively, (in thousands, except per share data):

	Three Months Ended September 30, 2008 (unaudited)			Three Months Ended June 30, 2008 (unaudited)		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Net sales	$ 1,168,916	$ (3,860)	$ 1,165,056	$ 1,397,722	$ (1,137)	$ 1,396,585
Costs of goods sold	1,014,844	(3,878)	1,010,966	1,195,980	(337)	1,195,643
Gross profit	154,072	18	154,090	201,742	(800)	200,942
Operating expenses:						
Selling and administrative expenses	139,198	(61)	139,137	151,909	969	152,878
Goodwill impairment				313,949	(173)	313,776
Severance and restructuring Expenses				3,508		3,508
Earnings (loss) from operations	14,874	79	14,953	(267,624)	(1,596)	(269,220)
Non-operating (income) expense:						
Interest income	(440)		(440)	(700)		(700)
Interest expense	3,085	(23)	3,062	3,948	(36)	3,912
Net foreign currency exchange loss (gain)	3,307		3,307	1,055		1,055
Other expense, net	297		297	171		171
Earnings (loss) from continuing operations before income taxes	8,625	102	8,727	(272,098)	(1,560)	(273,658)
Income tax expense (benefit)	1,912	218	2,130	(97,821)	(762)	(98,583)
Net earnings (loss) from continuing operations	6,713	(116)	6,597	(174,277)	(798)	(175,075)
Net earnings from a discontinued operation						
Net earnings (loss)	$ 6,713	$ (116)	$ 6,597	$ (174,277)	$ (798)	$ (175,075)
Net earnings (loss) per share Basic:						

Net earnings (loss) from continuing operations	$	0.15	$	(0.01)	$	0.14	$	(3.74)	$	(0.02)	$	(3.76)
Net earnings from a discontinued operation												
Net earnings (loss) per share	$	0.15	$	(0.01)	$	0.14	$	(3.74)	$	(0.02)	$	(3.76)
Net earnings (loss) per share Diluted:												
Net earnings (loss) from continuing operations	$	0.15	$	(0.01)	$	0.14	$	(3.74)	$	(0.02)	$	(3.76)
Net earnings from a discontinued operation												
Net earnings (loss) per share	$	0.15	$	(0.01)	$	0.14	$	(3.74)	$	(0.02)	$	(3.76)
Shares used in per share calculations:												
Basic		45,569				45,569		46,594				46,594
Diluted		45,719		210		45,929		46,594				46,594

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Three Months Ended March 31, 2008 (unaudited)			Three Months Ended December 31, 2007 (unaudited)		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Net sales	$ 1,107,789	$ (4,291)	$ 1,103,498	$ 1,283,302	$ 5,369	$ 1,288,671
Costs of goods sold	954,634	(2,758)	951,876	1,110,048	5,236	1,115,284
Gross profit	153,155	(1,533)	151,622	173,254	133	173,387
Operating expenses:						
Selling and administrative expenses	132,954	2,507	135,461	133,490	2,284	135,774
Goodwill impairment						
Severance and restructuring Expenses	1,900		1,900	(246)		(246)
Earnings (loss) from operations	18,301	(4,040)	14,261	40,010	(2,151)	37,859
Non-operating (income) expense:						
Interest income	(601)		(601)	(592)		(592)
Interest expense	2,716	(50)	2,666	3,221	(77)	3,144
Net foreign currency exchange (gain) loss	(937)		(937)	(1,080)		(1,080)
Other expense, net	319		319	390		390
Earnings from continuing operations before income taxes	16,804	(3,990)	12,814	38,071	(2,074)	35,997
Income tax expense (benefit)	6,284	(1,643)	4,641	14,261	(693)	13,568
Net earnings (loss) from continuing operations	10,520	(2,347)	8,173	23,810	(1,381)	22,429
Net earnings from a discontinued operation				812		812
Net earnings (loss)	$ 10,520	$ (2,347)	$ 8,173	$ 24,622	$ (1,381)	$ 23,241
Net earnings (loss) per share Basic:						
Net earnings (loss) from continuing operations	$ 0.22	$ (0.05)	$ 0.17	$ 0.49	$ (0.03)	$ 0.46
Net earnings from a discontinued operation				0.02		0.02

Net earnings (loss) per share	$	0.22	$	(0.05)	$	0.17	$	0.51	$	(0.03)	$	0.48
Net earnings (loss) per share Diluted:												
Net earnings (loss) from continuing operations	$	0.22	$	(0.05)	$	0.17	$	0.48	$	(0.03)	$	0.45
Net earnings from a discontinued operation								0.02				0.02
Net earnings per share	$	0.22	$	(0.05)	$	0.17	$	0.50	$	(0.03)	$	0.47
Shares used in per share calculations:												
Basic		48,540				48,540		48,582				48,582
Diluted		48,905		190		49,095		49,635		164		49,799

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Three Months Ended September 30, 2007 (unaudited)			Three Months Ended June 30, 2007 (unaudited)		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Net sales	$ 1,109,705	$ 343	$ 1,110,048	$ 1,283,449	$ 2,991	$ 1,286,440
Costs of goods sold	959,859	1,051	960,910	1,098,636	3,892	1,102,528
Gross profit	149,846	(708)	149,138	184,813	(901)	183,912
Operating expenses:						
Selling and administrative expenses	130,820	2,347	133,167	138,323	2,544	140,867
Goodwill impairment						
Severance and restructuring Expenses				2,841		2,841
Earnings (loss) from operations	19,026	(3,055)	15,971	43,649	(3,445)	40,204
Non-operating (income) expense:						
Interest income	(432)		(432)	(396)		(396)
Interest expense	2,860	(87)	2,773	2,981	(74)	2,907
Net foreign currency exchange loss (gain)	849		849	(3,002)		(3,002)
Other expense, net	428		428	496		496
Earnings (loss) from continuing operations before income taxes	15,321	(2,968)	12,353	43,570	(3,371)	40,199
Income tax expense (benefit)	6,225	(1,290)	4,935	16,761	(1,388)	15,373
Net earnings (loss) from continuing operations	9,096	(1,678)	7,418	26,809	(1,983)	24,826
Net earnings from a discontinued operation						
Net earnings (loss)	$ 9,096	$ (1,678)	$ 7,418	$ 26,809	$ (1,983)	$ 24,826
Net earnings (loss) per share Basic:						
Net earnings (loss) from continuing operations	$ 0.18	$ (0.03)	$ 0.15	$ 0.55	$ (0.04)	$ 0.51
Net earnings from a discontinued operation						

Net earnings (loss) per share	$	0.18	$	(0.03)	$	0.15	$	0.55	$	(0.04)	$	0.51
Net earnings (loss) per share Diluted:												
Net earnings (loss) from continuing operations	$	0.18	$	(0.03)	$	0.15	$	0.54	$	(0.04)	$	0.50
Net earnings from a discontinued operation												
Net earnings per share	$	0.18	$	(0.03)	$	0.15	$	0.54	$	(0.04)	$	0.50
Shares used in per share calculations:												
Basic		49,530				49,530		49,099				49,099
Diluted		50,711		323		51,034		49,402		631		50,033

104

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Three Months Ended March 31, 2007 (unaudited)		
	As Reported	Adjustments	As Restated
Net sales	$ 1,123,975	$ (3,660)	$ 1,120,315
Costs of goods sold	970,800	(2,674)	968,126
Gross profit	153,175	(986)	152,189
Operating expenses:			
Selling and administrative expenses	129,758	2,756	132,514
Goodwill impairment			
Severance and restructuring expenses			
Earnings (loss) from operations	23,417	(3,742)	19,675
Non-operating (income) expense:			
Interest income	(658)		(658)
Interest expense	4,305	(277)	4,028
Net foreign currency exchange (gain) loss	(654)		(654)
Other expense, net	217		217
Earnings from continuing operations before income taxes	20,207	(3,465)	16,742
Income tax expense (benefit)	7,911	(1,101)	6,810
Net earnings (loss) from continuing operations	12,296	(2,364)	9,932
Net earnings from a discontinued operation	4,972	(1,633)	3,339
Net earnings (loss)	$ 17,268	$ (3,997)	$ 13,271
Net earnings (loss) per share Basic:			
Net earnings (loss) from continuing operations	$ 0.25	$ (0.05)	$ 0.20
Net earnings from a discontinued operation	0.10	(0.03)	0.07
Net earnings (loss) per share	$ 0.35	$ (0.08)	$ 0.27
Net earnings (loss) per share Diluted:			
Net earnings (loss) from continuing operations	$ 0.25	$ (0.05)	$ 0.20
Net earnings from a discontinued operation	0.10	(0.03)	0.07
Net earnings per share	$ 0.35	$ (0.08)	$ 0.27
Shares used in per share calculations:			
Basic	49,010		49,010

Diluted	49,291	323	49,614

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table presents balance sheet information as of September 30, June 30, and March 31, 2008, respectively, and December 31, September 30, June 30, and March 31, 2007, respectively, as restated from previously reported information filed in the Company s Form 10-Qs, as a result of the restatement of our financial results discussed in Note 2 Restatement of Consolidated Financial Statements (in thousands):

	September 30, 2008 (unaudited)			June 30, 2008 (unaudited)		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
ASSETS						
Current Assets:						
Cash and cash equivalents	$ 72,451	$	$ 72,451	$ 109,563	$	$ 109,563
Accounts receivable, net	892,910	(21,002)	871,908	1,222,860	(17,139)	1,205,721
Inventories	89,374	19,461	108,835	98,924	15,720	114,644
Inventories not available for sale	18,411		18,411	31,379		31,379
Deferred income taxes	23,344	19,965	43,309	21,905	20,107	42,012
Other current assets	28,166		28,166	33,499		33,499
Total current assets	1,124,656	18,424	1,143,080	1,518,130	18,688	1,536,818
Property and equipment	165,883	1,268	167,151	166,864	1,284	168,148
Buildings held for lease						
Goodwill	86,760	(2,487)	84,273	91,640	(2,794)	88,846
Intangible assets	100,123		100,123	104,750		104,750
Deferred income taxes	109,825	2,921	112,746	111,319	3,762	115,081
Other assets	18,346		18,346	19,344		19,344
	$ 1,605,593	$ 20,126	$ 1,625,719	$ 2,012,047	$ 20,940	$ 2,032,987
LIABILITIES AND STOCKHOLDERS EQUITY						
Current Liabilities:						
Accounts payable	$ 517,185	$ 1,400	$ 518,585	$ 873,551	$ 1,177	$ 874,728
Accrued expenses and other current liabilities	113,393	56,283	169,676	114,660	55,832	170,492
Current portion of long-term debt	168,374		168,374			
Deferred revenue	25,652		25,652	54,376		54,376
Line of credit						
Total current liabilities	824,604	57,683	882,287	1,042,587	57,009	1,099,596
Long-term debt	162,653		162,653	339,000		339,000
Deferred income taxes	29,807	187	29,994	28,455	208	28,663
Other liabilities	24,988		24,988	24,259		24,259

	1,042,052	57,870	1,099,922	1,434,301	57,217	1,491,518
Stockholders equity:						
Preferred stock						
Common stock	456		456	456		456
Additional paid in capital	368,394	3,950	372,344	366,663	5,624	372,287
Retained earnings	161,501	(41,789)	119,712	154,788	(41,674)	113,114
Accumulated other comprehensive income- foreign currency translation adjustment	33,190	95	33,285	55,839	(227)	55,612
Total stockholders equity	563,541	(37,744)	525,797	577,746	(36,277)	541,469
	$ 1,605,593	$ 20,126	$ 1,625,719	$ 2,012,047	$ 20,940	$ 2,032,987

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	March 31, 2008 (unaudited)			December 31, 2007 (unaudited)		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
ASSETS						
Current Assets:						
Cash and cash equivalents	$ 105,696	$	$ 105,696	$ 56,718	$	$ 56,718
Accounts receivable, net	812,371	(15,901)	796,470	1,072,612	(11,433)	1,061,179
Inventories	88,869	14,574	103,443	98,863	10,694	109,557
Inventories not available for sale	27,251		27,251	21,450		21,450
Deferred income taxes	21,792	20,279	42,071	22,020	20,232	42,252
Other current assets	36,975		36,975	38,916		38,916
Total current assets	1,092,954	18,952	1,111,906	1,310,579	19,493	1,330,072
Property and equipment	158,541	1,286	159,827	158,467	1,273	159,740
Buildings held for lease						
Goodwill	311,995	(2,806)	309,189	306,742	(2,169)	304,573
Intangible assets	79,329		79,329	80,922		80,922
Deferred income taxes	181	4,001	4,182	392	3,325	3,717
Other assets	13,189		13,189	10,076		10,076
	$ 1,656,189	$ 21,433	$ 1,677,622	$ 1,867,178	$ 21,922	$ 1,889,100
LIABILITIES AND STOCKHOLDERS EQUITY						
Current Liabilities:						
Accounts payable	$ 465,736	$ 489	$ 466,225	$ 685,578	$ 428	$ 686,006
Accrued expenses and other current liabilities	113,057	55,564	168,621	113,891	54,716	168,607
Current portion of long-term debt				15,000		15,000
Deferred revenue	40,004		40,004	42,885		42,885
Line of credit						
Total current liabilities	618,797	56,053	674,850	857,354	55,144	912,498
Long-term debt	203,500		203,500	187,250		187,250
Deferred income taxes	31,272	224	31,496	27,305	234	27,539
Other liabilities	20,339		20,339	20,075		20,075
	873,908	56,277	930,185	1,091,984	55,378	1,147,362

Stockholders equity:

Preferred stock						
Common stock	482		482	485		485
Additional paid in capital	384,386	6,247	390,633	386,139	5,241	391,380
Retained earnings	343,086	(40,876)	302,210	340,641	(38,528)	302,113
Accumulated other comprehensive income-foreign currency translation adjustment	54,327	(215)	54,112	47,929	(169)	47,760
Total stockholders equity	782,281	(34,844)	747,437	775,194	(33,456)	741,738
	$ 1,656,189	$ 21,433	$ 1,677,622	$ 1,867,178	$ 21,922	$ 1,889,100

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	September 30, 2007 (unaudited)			June 30, 2007 (unaudited)		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
ASSETS						
Current Assets:						
Cash and cash equivalents	$ 53,086	$	$ 53,086	$ 46,144	$	$ 46,144
Accounts receivable, net	814,444	(16,818)	797,626	1,029,215	(17,068)	1,012,147
Inventories	102,232	15,162	117,394	98,419	15,544	113,963
Inventories not available for sale	17,414		17,414	20,040		20,040
Deferred income taxes	19,550	19,868	39,418	13,812	18,930	32,742
Other current assets	20,508		20,508	20,923		20,923
Total current assets	1,027,234	18,212	1,045,446	1,228,553	17,406	1,245,959
Property and equipment	156,893	1,231	158,124	137,546	1,177	138,723
Buildings held for lease				16,139		16,139
Goodwill	305,006	(1,658)	303,348	300,133	(1,552)	298,581
Intangible assets	82,276		82,276	82,834		82,834
Deferred income taxes	396	3,061	3,457	2,908	3,354	6,262
Other assets	18,832		18,832	18,618		18,618
	$ 1,590,637	$ 20,846	$ 1,611,483	$ 1,786,731	$ 20,385	$ 1,807,116
LIABILITIES AND STOCKHOLDERS EQUITY						
Current Liabilities:						
Accounts payable	$ 477,322	$ 364	$ 477,686	$ 708,542	$ 375	$ 708,917
Accrued expenses and other current liabilities	93,385	52,961	146,346	116,797	50,638	167,435
Current portion of long-term debt	15,000		15,000	15,000		15,000
Deferred revenue	25,697		25,697	27,618		27,618
Line of credit				42,000		42,000
Total current liabilities	611,404	53,325	664,729	909,957	51,013	960,970
Long-term debt	152,000		152,000	84,500		84,500
Deferred income taxes	26,121	232	26,353	17,787	227	18,014
Other liabilities	28,911		28,911	25,574		25,574
	818,436	53,557	871,993	1,037,818	51,240	1,089,058
Stockholders equity:						

Preferred stock						
Common stock	495		495	491		491
Additional paid in capital	391,571	4,609	396,180	371,424	4,739	376,163
Retained earnings	335,219	(37,147)	298,072	341,741	(35,469)	306,272
Accumulated other comprehensive income-foreign currency translation adjustment	44,916	(173)	44,743	35,257	(125)	35,132
Total stockholders equity	772,201	(32,711)	739,490	748,913	(30,855)	718,058
	$ 1,590,637	$ 20,846	$ 1,611,483	$ 1,786,731	$ 20,385	$ 1,807,116

108

Table of Contents

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	March 31, 2007 (unaudited)		
	As Reported	Adjustments	As Restated
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 32,160	$	$ 32,160
Accounts receivable, net	798,779	(19,615)	779,164
Inventories	96,439	18,579	115,018
Inventories not available for sale	28,132		28,132
Deferred income taxes	15,908	18,039	33,947
Other current assets	30,261		30,261
Total current assets	1,001,679	17,003	1,018,682
Property and equipment	132,830	1,134	133,964
Buildings held for lease	16,326		16,326
Goodwill Intangible assets	297,906	(1,496)	296,410
Intangible assets	84,354		84,354
Deferred income taxes	2,789	3,155	5,944
Other assets	19,079		19,079
	$ 1,554,963	$ 19,796	$ 1,574,759
LIABILITIES AND STOCKHOLDERS EQUITY			
Current Liabilities:			
Accounts payable	$ 456,249	$ 267	$ 456,516
Accrued expenses and other current liabilities	108,503	48,511	157,014
Current Portion of long-term debt	15,000		15,000
Deferred revenue	27,688		27,688
Line of credit	8,000		8,000
Total current liabilities	615,440	48,778	664,218
Long-term debt	178,500		178,500
Deferred income taxes	20,448	225	20,673
Other liabilities	21,913		21,913
	836,301	49,003	885,304
Stockholders equity:			
Preferred stock			
Common stock	491		491
Additional paid in capital	367,914	4,374	372,288

Retained earnings	314,932	(33,486)	281,446
Accumulated other comprehensive income- foreign currency translation adjustment	35,325	(95)	35,230
Total stockholders equity	718,662	(29,207)	689,455
	$ 1,554,963	$ 19,796	$ 1,574,759

109

Table of Contents

INSIGHT ENTERPRISES, INC.

Item 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

(a) Management s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined under Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2008. In making this assessment, our management used the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company s annual or interim financial statements will not be prevented or detected on a timely basis. Management identified a material weakness in our internal control over financial reporting related to the proper disposition, reconciliation, monitoring and consequent accounting of aged trade credits. Inadequate understanding of the Company s unclaimed property obligations and unsupported assumptions regarding trade credits resulted in the following control deficiencies which, when considered in the aggregate, resulted in a material weakness in our internal control over financial reporting:

- Inadequate policies and procedures to timely determine the proper disposition of all overpayments and duplicate payments received from clients;
- Inadequate policies and procedures to timely reconcile and determine the proper disposition of all credit memos issued to clients in exchange for returned products, billing errors and other customer service reasons;
- Inadequate policies and procedures to timely determine the proper disposition of all goods received/accepted by the Company for which no invoice has been received;
- Inadequate policies and procedures to timely reconcile and determine the proper disposition of all open purchase orders; and
- Ineffective monitoring of the effectiveness of our policies and procedures relating to aged trade credits.

The material weakness resulted in errors in the accounting for certain aged trade credits and in the restatement of our historical consolidated financial statements. As a result of the material weakness described above, management has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2008.

The Company acquired Calence, LLC during 2008, and management excluded from its assessment of the effectiveness of the Company s internal control over financial reporting as of December 31, 2008, Calence, LLC s internal control over financial reporting associated with total assets of $120 million and total net sales of $258 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2008.

KPMG LLP, the independent registered public accounting firm that audited the Consolidated Financial Statements in Part II, Item 8 of this report, has issued an attestation report on the Company s internal control over financial reporting as of December 31, 2008.

(b) Changes in Internal Control Over Financial Reporting

There was no change in the Company s internal control over financial reporting (as such term is defined under Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter ended December 31, 2008 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Subsequent to December 31, 2008, we have begun taking steps to remediate the material weakness described in (a) above. We have implemented or are in the process of implementing internal control improvements in several areas. Some of these improvements will require systems enhancements that will take some time to implement. In the interim, the Company intends to use improved manual controls to ensure that the aged trade credits are accounted for appropriately in compliance with all legal and accounting requirements. The improvements are in the following areas:

- Immediately discontinuing the practice of taking certain aged trade credits into the income statement as a reduction to costs of goods sold unless we are legally released from our obligation or it is determined to be

an error such that no credit or other obligation in fact exists;

Table of Contents

INSIGHT ENTERPRISES, INC.

Implementing and documenting policies and procedures to research and properly dispose of customer credits and outstanding purchase orders, including an escalation procedure if a credit remains unresolved for an extended period;

Identifying and implementing system enhancements to strengthen control procedures, reduce the volume of manual processes and increase the automated tools available to accounting personnel including, (i) automating the issuance of credit memos to clients, (ii) automating the matching of credit memos against related/applicable debits, (iii) increasing communication and workflow between the operations group and the collections department related to returned goods and (iv) streamlining and conforming policies and procedures across all business units;

Developing a training program to ensure appropriate personnel understand the systems enhancements and the new policies, procedures and controls related to aged trade credits;

Implementing a robust and comprehensive unclaimed property reporting methodology to timely and accurately comply with all applicable state laws; and

Enhancing our monitoring controls to more promptly identify and adequately respond to changes in the Company s operations and business processes resulting from systems improvements and/or upgrades, acquisitions or business mix.

We believe that the foregoing actions will significantly improve our internal control over financial reporting, as well as our disclosure controls and procedures. However, certain of the actions that we expect to complete will require additional time to be implemented fully or to take full effect. Accordingly, the remediation of the identified material weakness was not complete as of the date of this report. There can be no assurance that the material weakness described above will be remediated by December 31, 2009, the date as of which we will next report on management s evaluation of the effectiveness of our internal control over financial reporting. Prior to the remediation of our material weakness, there is a risk that material misstatements in our interim or annual financial statements may occur. If the remedial measures described above are insufficient to address our material weakness, or any additional deficiency that may arise in the future, material misstatements in our interim or annual financial statements may occur in the future. Further, any system of controls, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the system of controls are or will be met, and no evaluation of controls can provide absolute assurance that all control issues within a company have been detected or will be detected under all potential future conditions.

(c) Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to provide reasonable assurance that information required to be disclosed in our reports to the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial and accounting officer, as appropriate, to allow timely decisions regarding required disclosure.

Our Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act) and determined that, as a result of the material weakness in internal control over financial reporting described above, as of December 31, 2008 our disclosure controls and procedures are not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

(d) Inherent Limitations of Disclosure Controls and Internal Control Over Financial Reporting

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

111

Table of Contents

INSIGHT ENTERPRISES, INC.

Item 9B. ***Other Information***

Item 5.02. ***Departure of Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.***

As previously reported by the Company on Form 8-K, filed on March 3, 2009, our Chief Accounting Officer resigned effective March 31, 2009. Glynis A. Bryan, the Company s current Chief Financial Officer, has assumed the duties of principal accounting officer.

Information about Ms. Bryan s business experience, compensation and employment agreement is set forth elsewhere in this Annual Report on Form 10-K and is incorporated by reference herein.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

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 three Class III directors will expire at the 2009 annual meeting to be held on June 23, 2009. The terms of the Class I and Class II directors will expire at the 2010 and 2011 annual meetings, respectively. The names of our directors and executive officers, and information about them, are set forth below.

Timothy A. Crown (Age 45) Chair of the Board Class III Director Chair of the Executive Committee	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.
Bennett Dorrance (Age 63) Class I Director Member of the Compensation and Nominating and Governance Committees	Mr. Dorrance has been a director since 2004. Mr. Dorrance has been a Managing Director of DMB Associates, 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.
Richard A. Fennessy (Age 44) President and Chief Executive Officer Class II Director Member of the Executive Committee	Mr. Fennessy was elected President and Chief Executive Officer effective November 2004 and was appointed director in September 2005. From 1987 to 2004, Mr. Fennessy worked for International Business Machines Corporation (IBM), where he held numerous domestic and international executive positions. His most recent positions included: General Manager, Worldwide, ibm.com; Vice President, Worldwide Marketing Personal Computer Division; and General Manager, Worldwide PC Direct organization.
Michael M. Fisher (Age 63) Class I Director Chair of the Audit Committee Member of the Executive Committee	Mr. Fisher has been a director since 2001 and is the Audit Committee s designated financial expert. Mr. Fisher served as President of Power Quality Engineering, Inc., a manufacturer of specialty filters, from 1995 to 2007. Since 2007, Mr. Fisher has also served as a Director of Open Tech Alliance, Inc., a private company engaged in the development of kiosks for the self-storage industry.

112

Table of Contents

INSIGHT ENTERPRISES, INC.

Larry A. Gunning (Age 65) Class II Director Member of the Nominating and Governance Committee	Mr. Gunning has been a director since 1995. Mr. Gunning has been Manager and Director of 3D Petroleum LLC, a petroleum company, since 2001. From 1988 to 2001, Mr. Gunning was President and a Director of Pasco Petroleum Corp., a petroleum marketing company that merged with 3D Petroleum LLC in 2001. Mr. Gunning is also a member and Director of Cobblestone AutoSpa, which owns and operates several full-service carwashes.
Anthony A. Ibargüen (Age 50) Class III Director Member of the Audit and Compensation Committees	Mr. Ibargüen was appointed a director in July 2008. He is Chairman of the Board of Alliance Global Services and Alliance Life Sciences Consulting, privately-held IT consulting firms which were previously part of Alliance Consulting Group, where Mr. Ibargüen was President and CEO from 2004 to 2008. From 2000 to 2004, he was a Managing Director at Internet Capital Group and then (from 2002) Safeguard Scientifics, both publicly-held investment holding companies. 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.
Robertson C. Jones (Age 64) Class II Director Chair of the Nominating and Governance Committee Member of the Audit Committee	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 developer of master-planned residential communities.
Kathleen S. Pushor (Age 51) Class III Director Member of the Audit and Compensation Committees	Ms. Pushor has been a director since September 2005. Since January 2006, Ms. Pushor has served as President and Chief Executive Officer of the Greater Phoenix Chamber of Commerce. She has resigned that position effective June 2009. 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, and from 1998 to 2005 Ms. Pushor was a member of the Board of Directors of Zones, Inc., a direct marketer of IT products.
David J. Robino (Age 49) Class I Director Chair of the Compensation Committee Member of the Nominating and Governance Committee	Mr. Robino has been a director since May 2007. Mr. Robino served as a Non-Executive Director of Memec Group Holdings Limited, a global distributor of specialty semiconductors, from 2001 until the sale of that business to Avnet, Inc. in 2005. Mr. Robino served Gateway, Inc. first as Executive Vice President and Chief Administrative Officer and later as Vice Chairman from 1998 to 2001.

Steven R. Andrews (Age 56) General Counsel, Chief Administrative Officer and Secretary	Mr. Andrews joined Insight in September 2007 as our General Counsel and was appointed Secretary in November 2007. In February 2009, in conjunction with a corporate reorganization, Mr. Andrews was also appointed 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. Prior to joining ShopKo, Mr. Andrews served as Senior Vice President, General Counsel and Secretary of PepsiAmericas, Inc. from 1999 through 2001.

113

INSIGHT ENTERPRISES, INC.

Glynis A. Bryan (Age 50) Chief Financial Officer	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, Calif. 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 and the Governance and Compensation Committees of Pentair, Inc., a diversified industrial manufacturing company.
Stuart A. Fenton (Age 40) President EMEA/APAC	Mr. Fenton joined Insight in October of 2002 as Managing Director of Insight Direct UK Ltd. and was promoted to President of our EMEA operating segment in November 2006. In February 2009, in conjunction with a corporate reorganization, Mr. Fenton also assumed oversight responsibility for our Asia-Pacific operating segment. From 1995 to 2002, Mr. Fenton held various positions at Micro Warehouse Inc., serving most recently as the General Manager of Micro Warehouse Canada.
Helen K. Johnson (Age 40) Senior Vice President Treasurer and Investor Relations	Ms. Johnson joined Insight in October 2007 as Senior Vice President, Treasurer and Investor Relations. 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.
Stephen A. Speidel (Age 44) Chief Operating Officer and Chief Information Officer	Mr. Speidel has served as Chief Information Officer since November 2007. In February 2009, in conjunction with a corporate reorganization, Mr. Speidel was also appointed our Chief Operating Officer. From June 2004 to November 2007, Mr. Speidel served as Senior Vice President, Operations of our North America segment. Mr. Speidel has been employed in management positions with Insight or one of its acquired entities since November 1996. Prior to joining Insight, Mr. Speidel spent 12 years at IBM working in IBM s Services business.

Section 16(a) Beneficial Ownership Reporting Compliance

Under the securities laws of the United States, our directors, executive officers, and any persons holding more than 10% of our common stock are required to report their initial ownership of our common stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established, and we are required to disclose any known failure to file by these dates. A total of twenty-three of seventy-four filings made during 2008 were considered late, primarily as a result of turnover in Company personnel responsible for assisting our officers and directors with their filings during the first half of 2008, as follows: (i) six late filings were made on February 19, 2008 (Ms. Eckstein, Mr. Fennessy, Mr. Fenton, Mr. Glandon, Karen McGinnis and Mr. McGrath) with respect to withholding of shares to satisfy tax obligations; (ii) four late filings were made on February 22, 2008 (Dave Rice) with respect to sales of shares; (iii) ten late filings were made on February 25, 2008 (Mr. Andrews, Ms. Bryan, Ms. Eckstein, Mr. Fennessy, Mr. Fenton, Mr. Glandon, Helen Johnson, Ms. McGinnis, Mr. McGrath and Steve Speidel) with respect to RSU grants on February 20, 2008; (iv) two late filings were made on February 4, 2008 and February 20, 2008 (both, Mr. Speidel) with respect to an initial report on Form 3 and to withholding of shares to satisfy tax obligations; and (v) one late filing was made on May 6, 2008 (Mr. Fennessy) with respect to withholding of shares to satisfy tax obligations in January 2008.

INSIGHT ENTERPRISES, INC.

Code of Ethics

We have adopted a Code of Ethics that applies to directors and all employees, including our Chief Executive Officer and our senior financial executives. The Code of Ethics may be viewed online on our website at www.insight.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any amendments to, or waivers from, a provision of our Code of Ethics by posting such information on our website at the location specified above, unless otherwise required by Nasdaq Rules to disclose any such waiver on Form 8-K.

Policy on Stockholder Recommendations of Director Nominees

The Nominating and Governance Committee will consider and evaluate nominees recommended by stockholders. 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 See further information on this process in our Proxy Statement for our annual meeting to be held on June 23, 2009.

Audit Committee

The Audit Committee consists of Mr. Fisher, Chair, Mr. Ibargüen, Mr. Jones and Ms. Pushor. The Audit Committee met 13 times in 2008. Mr. Ibargüen joined the Audit Committee upon his appointment to the Board on July 1, 2008. The Audit Committee assists the Board in fulfilling its responsibilities for generally overseeing our financial reporting processes and the audit of Insight s consolidated financial statements, including the integrity of the consolidated financial statements and the 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 Vice President of Internal Audit 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 appropriate funding from us 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, reviewed annually, adopted by the Audit Committee and approved by the Board. The charter may be viewed online on our website at www.insight.com.

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 Marketplace Rule(s) for audit committees. Further, the composition and attributes of its members meets the requirements of NASDAQ Marketplace Rule(s), including, without limitation, the independence requirements of NASDAQ Marketplace Rule 5605(c)(2)(A). All Audit Committee members possess the required level of financial literacy, at least one member of the Audit Committee meets the current standard of requisite financial management expertise and our Board has determined that Mr. Fisher, the Chair of the Audit Committee, is an audit committee financial expert as defined in Regulation S-K. Our policy is to discourage related party transactions, and prior approval of the Audit Committee is necessary for an officer or director to enter into a related party transaction.

Item 11. *Executive Compensation*

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis (CD&A) is to provide information about each material element of compensation that we pay or award to, or that is earned by, our named executive officers. For 2008, our named executive officers were:

Richard A. Fennessy, President and Chief Executive Officer;

Glynis A. Bryan, Chief Financial Officer;

Stuart A. Fenton, President, EMEA/APAC;

Mark T. McGrath, President, North America/APAC (resigned effective March 1, 2009);

Gary M. Glandon, Chief People Officer (resigned effective April 2, 2009); and
Catherine W. Eckstein, former Chief Marketing Officer (resigned effective July 18, 2008).

INSIGHT ENTERPRISES, INC.

This CD&A addresses and explains the numerical and related information contained in the summary compensation tables and includes a discussion of actions regarding executive compensation that occurred after the end of 2008, including the award of bonuses related to 2008 performance, and the adoption of our 2009 compensation programs.

Executive Compensation Philosophy and Objectives

Our long-term success depends on our ability to attract and retain individuals who are committed to the Company s strategy and core values of client service, respect and integrity. Our general philosophy of executive compensation is to offer competitive base salaries and emphasize cash and equity-based incentive compensation which:

- is competitive in the marketplace;
- permits us to attract and retain highly qualified executives;
- encourages extraordinary effort on behalf of the Company;
- rewards the achievement of specific financial, strategic and tactical goals by the Company and the individual executive that aligns the interests of management with the interests of our stockholders; and
- is financially sound.

While the foregoing philosophy still guides the Committee s actions, during 2008 the Company s stockholders experienced a significant decline in the price for the Company s common stock. Consistent with our results and the above philosophy, the Company s named executive officers, on average, earned less than 40% of their total potential compensation for 2008. Moreover, the Company s named executive officers, on average, earned less than 20% of their potential incentive compensation for 2008, which consists of the cash incentive plans and the equity incentive plans. These percentages (40% and 20%) were computed assuming 100% of target Restricted Stock Units (RSUs) were awarded as a component of the potential incentive compensation for 2008 and valuing those shares at the stock price of the Company s common stock on the grant date ($18.87).

Against the backdrop of the global recession that began in 2008, the Compensation Committee went to great lengths to develop an executive compensation program for 2009 that is fair and motivating to our executives, while at the same time being mindful of stockholder interests and expectations. Given the unpredictable economic environment and the difficulty of defining appropriate performance standards at both the Company and the individual executive level in 2009, the 2009 compensation program described in this CD&A is based in large part on (1) expectations for the Company s performance in 2009 under challenging conditions, (2) an effort to continue to align management s interests with those of our stockholders, and (3) the need to attract and retain qualified individuals. For 2009, substantially less reliance was placed on historical Insight and peer group results and metrics. Instead, the Compensation Committee approved a compensation program that places more emphasis on individual actions and performance that guide or benefit the Company s performance.

Compensation Consultants and Benchmarking

The Compensation Committee utilizes internal resources, including our People and Development Group, to help it carry out its responsibilities, consults with other members of the Board in connection with its decision making, as appropriate, and has consistently over time engaged independent consultants to assist it in fulfilling its responsibilities. The Compensation Committee has the authority to obtain advice and assistance from, and receives appropriate funding from the Company for, outside advisors as the Compensation Committee deems necessary to carry out its duties. As was done in 2006 and 2007, in 2008 the Compensation Committee retained Towers Perrin, a global human resources consulting firm, as its independent compensation consultant to advise the Compensation Committee on all matters related to executive compensation. In contrast to prior years, however, in 2008 Towers Perrin did not provide an updated competitive analysis of the compensation for the Company s most senior executives, including its named executive officers. Looking forward, the Compensation Committee plans to obtain competitive analyses at least every other year.

INSIGHT ENTERPRISES, INC.

The Compensation Committee began its process of setting executive compensation for 2009 in August of 2008. While Towers Perrin advised the Compensation Committee on various issues, the Compensation Committee s conclusions and actions were not made in response to or in reference to specific competitive market data because the Company s past performance and the performance of its peers was deemed by the Compensation Committee to not be as relevant as in past years. This determination was based in part on the significant economic events of 2008, which the Compensation Committee believes makes the historical results and metrics less relevant benchmarks.

Towers Perrin s 2007 study, which was used to set 2008 executive compensation levels, measured the competitiveness of the Company s compensation relative to two groups of companies (the comparison groups). The comparison groups were chosen by Towers Perrin and approved by the Compensation Committee based upon primary characteristics such as similar business focus, labor market and size. Comparison Group One, which was considered to be the primary peer group, included 19 publicly-traded product and service competitors and suppliers and other enterprises which may compete with the Company for executive talent. Comparison Group Two included 14 publicly-traded technology companies, many of which are significantly larger than Insight. Because of the large variance in size among the companies in Comparison Group Two, Towers Perrin adjusted the compensation data for Comparison Group Two to reflect the revenue size of the Company. This size-adjusted data was used as a basis of comparison of compensation between Insight and the companies in Comparison Group Two. As neither group was limited to companies that are merely competitors or to those that are close comparisons in terms of sales and market capitalization, the Company does not consider these groups to be peer groups for other purposes. In 2007, the specific companies included in Comparison Group One, which represented the same peers used in the 2006 comparison, were as follows:

Comparison Group One (the primary peer group)

Affiliated Computer Services, Inc.	CGI Group, Inc.	PetSmart, Inc.
Amazon.com, Inc.	IKON Office Solutions, Inc.	SYNNEX Corp.
Avnet Inc.	Ingram Micro, Inc.	Tech Data Corp.
BearingPoint, Inc.	Lexmark International, Inc.	Tellabs, Inc.
Bell Microproducts, Inc.	Office Depot, Inc.	Unisys Corp.
CACI International, Inc.	PC Connection, Inc.	
CDW Corp.	Perot Systems Corp.	

In 2007, the specific companies included in Comparison Group Two, which represented the same peers used in the 2006 comparison (except for the exclusion of Dendrite International, Inc., Electronic Data Systems Corp., HLTH Corp., Microsoft Corp., The Reynolds and Reynolds Co. and Sabre Holdings Corp. in the 2007 comparison because these six companies did not participate in Towers Perrin s annual survey) were as follows:

Comparison Group Two

Apple, Inc.	International Business Machines Corp.	Seagate Technology
Ceridian Corp.	IKON Office Solutions, Inc.	Sun Microsystems, Inc.
Dell Inc.	Intel Corp.	Unisys Corp.
EMC Corp. (Mass)	Lexmark International, Inc.	Xerox Corp.
Hewlett-Packard Co.	National Semiconductor Corp.	

The 2007 Towers Perrin study provided the Compensation Committee with compensation data for base salary, annual cash incentives and long-term equity-based incentive compensation for each comparison group. The study generally concluded that, with respect to total compensation, the Company was positioned below the median of each of the comparison groups. With respect to total cash compensation, which includes base salaries and incentive compensation, the Towers Perrin study generally concluded that the Company was competitive based on comparison group analyses. However, this conclusion was driven primarily by the Company s above target performance in 2007 and resulting above target incentive compensation, while base salaries were noted to be below market. With respect to long-term equity-based incentive compensation, Towers Perrin generally concluded that the Company s equity-based

incentive compensation plan, including the use of performance-based RSUs and the target level of grants to each executive, was competitive with market practices.

Table of Contents

INSIGHT ENTERPRISES, INC.

The Compensation Committee used these past studies in addition to other relevant sources of information, such as existing pay levels and other publicly available information about trends in executive compensation, in setting compensation for executives for 2009. Additionally, Towers Perrin advised the Compensation Committee and the Company regarding executive compensation programs generally and provided advice on trends in compensation. The Committee anticipates that it will undertake similar competitive reviews in the future and that it will use the services of outside consultants for similar services in the future.

Compensation Programs Design

The principal components of compensation for the Company s named executive officers are:

- base salary and benefits;
- short-term cash incentive compensation; and
- long-term equity-based incentive compensation.

As a result of our executive compensation philosophy, a significant percentage of total compensation is allocated to incentive compensation. There is no pre-established policy or target for the allocation between either cash or equity or short-term or long-term incentive compensation. Rather, the different elements of compensation are designed to support and encourage varying behaviors that the Compensation Committee believes will contribute favorably to Company performance.

As discussed in more detail below, the performance measures for the quarterly earnings from operations (EFO) component of the 2008 cash incentive plan in the Company and in North America were not met, although they were met to varying degrees in the first three quarters of 2008 in EMEA. Similarly, the performance measures for the 2008 equity-based incentive plan were not met, and, therefore, no performance-based RSUs were earned under the plan in 2008. In light of the low actual performance levels compared to the performance targets set for the 2008 plan, and in light of the decrease in the Company s stock price and the ongoing general economic decline, the Compensation Committee determined that comparisons to other companies in its peer groups were of less value with respect to establishing the 2009 compensation program than might normally be the case. The Compensation Committee considered prior year results of the Company and worked with management and with its consultant to develop a compensation program suitable for the unpredictable environment facing the Company in 2009. As a result, base salaries remained the same for senior executives in 2009, the value of equity awards was reduced, and the target cash incentive compensation for the Company s Section 16 officers was reduced by 25%.

Base Salary and Benefits

Base salary and benefits are designed to attract and retain executives by providing a fixed compensation based on competitive market practices. This component of compensation is designed to reward an executive s core competency in his or her position relative to skills, experience and expected contributions to the Company and to provide the executive with a predictable and reliable component of compensation for his or her services.

The Compensation Committee reviews base salaries annually and in 2008 and prior years generally targeted base pay for executive officers at or nearly at the median of the comparison groups, with adjustments, as appropriate, for tenure, performance and variations in actual position responsibilities from position descriptions in the comparison groups. The 2007 Towers Perrin study concluded that 2007 base salary levels for the Company s executive officers were generally below the median levels of both comparison groups, and, based on this finding, the Compensation Committee approved certain increases in executive base salaries for 2008. Because of the difficult and continuing global economic conditions facing the Company, management recommended, and the Compensation Committee agreed, that there would be no increases in base salary for 2009 above 2008 levels. Those levels are as follows:

- Richard A. Fennessy, President and Chief Executive Officer $750,000 (2009 and 2008);
- Glynis A. Bryan, Chief Financial Officer $400,000 (2009 and 2008);
- Stuart A. Fenton, President, EMEA/APAC $405,000(2008 $450,000);
- Mark T. McGrath, President, North America/APAC $425,000 (2009 and 2008; Resigned effective March 1, 2009);
- Gary M. Glandon, Chief People Officer $275,000 (2009 and 2008; Resigned effective April 2, 2009); and

Catherine Eckstein, former Chief Marketing Officer $295,000 (2008; Resigned effective July 18, 2008).

1 Mr. Fenton s 2009 salary was translated into U.S. dollars using the British Pound Sterling average exchange rate for the year ended December 31, 2008 of $1.80.

2 Mr. Fenton s 2008 salary was translated into U.S. dollars using the British Pound Sterling exchange rate in effect on December 18, 2007 of $2.02.

118

INSIGHT ENTERPRISES, INC.

Our named executive officers participate in benefit plans generally available to all of our teammates, including medical, health, life insurance and disability plans. Our named executive officers are also eligible to participate in the Company s 401(k) plan, and receive Company matching contributions, to the extent made by the Company, which are generally available to our teammates. Beginning January 1, 2008, our named executive officers are also eligible to participate in the Company s Nonqualified Deferred Compensation Plan, which is available to a select group of management or highly compensated employees as defined by the Employee Retirement Income Security Act of 1974, as amended. Currently, the Company does not make any contributions to the Nonqualified Deferred Compensation Plan. Mr. Fenton also receives an automobile allowance, which is a benefit generally available to executives in the United Kingdom, where Mr. Fenton resides. These benefits are part of our broad-based total compensation programs offered in the geography in which each of the executives resides.

Short-Term Cash Incentive Compensation

The Compensation Committee views cash incentive compensation as a means of closely tying a significant portion of the total potential annual cash compensation for executives to the financial and operational performance of the Company or the portion of the Company for which the executive has management responsibility. Our cash incentive compensation plans are designed to reward individuals for the achievement of certain defined financial objectives of the Company, as well as annual individual or Company financial, strategic and tactical objectives. All officers subject to Section 16(a) of the Exchange Act, including our named executive officers, have an annual cash incentive plan. The financial objectives and performance goals are approved by the Compensation Committee and are set at the beginning of the year. These objectives and goals are integrated into the management cash incentive plans throughout the organization to foster a team environment where the entire Company is focused on the same set of objectives and goals.

The Compensation Committee annually reviews financial objectives, performance goals and target cash incentive compensation. In 2008 and prior years, the Compensation Committee generally targeted cash incentive compensation for executive officers at or near the median of the comparison groups and adjusted, as appropriate, for tenure, performance and variations in actual position responsibilities from position descriptions in the comparison groups. The 2007 Towers Perrin study utilized to set 2008 cash incentive targets generally concluded that the Company s cash incentive compensation was competitive based on its comparison group analysis. For 2009, however, as described more fully below, the Compensation Committee developed a program that focuses on Company performance and individual executive performance in what the Compensation Committee believes will be an unusually unpredictable year.

2008 Cash Incentive Plan

Under the 2008 cash incentive plan, the named executive officers earned cash incentive compensation based on achievement of financial objectives against targeted amounts for the Company or their respective business units, with payouts varying with financial performance levels below and above target levels (awards were discretionary and outside of the plan over or below specified levels). Annual and quarterly financial performance targets were set in conjunction with the 2008 annual budget process at the beginning of 2008 and were considered to be challenging but achievable given the tactical and strategic plans that were in place at the time. The total target cash incentive compensation for 2008 was based 60% on non-GAAP EFO (defined under the plan as the actual 2008 EFO excluding charges for goodwill impairment and costs associated with the stock option review, if any) of the Company, or the executives respective business units. For this 60% component, performance was measured and paid quarterly on a sliding scale, with a minimum payout of zero and a maximum payout of 175% of the EFO cash incentive target. The quarterly EFO cash incentive was designed to pay out at 100% upon the achievement of consolidated EFO for 2008 of $167.7 million. The remaining 40% of the target cash incentive compensation was based on achievement of annual individual performance goals, with the Compensation Committee determining the actual amounts to be paid to the Chief Executive Officer and the other executive officers of the Company.

Table of Contents

INSIGHT ENTERPRISES, INC.

As previously noted, none of the EFO targets were met by the Company or its North America operations in 2008. The EFO targets for EMEA were met to varying degrees and, accordingly, Mr. Fenton was paid quarterly bonuses in each of the first three quarters of 2008. Cash incentive awards were made by the Compensation Committee under the annual individual performance component of the plan on February 17, 2009. The actual 2008 cash incentive compensation, as compared to 2008 targets, for the named executive officers was awarded as follows:

	Based on EFO Goals		Based on Individual Performance Goals		Total	
Name	**Target**	**Actual**	**Target**	**Actual**	**Target**	**Actual**
Richard A. Fennessy	$ 900,000	$	$ 600,000	$ 450,000	$ 1,500,000	$ 450,000
Glynis A. Bryan	255,000		170,000	170,000	425,000	170,000
Stuart A. Fenton[1]	174,600	154,787	116,400	99,524	291,000	254,311
Mark T. McGrath[2]	300,000		200,000	100,000	500,000	100,000
Gary M. Glandon[2]	93,000		62,000	58,900	155,000	58,900
Catherine W. Eckstein[2]	123,000		82,000		205,000	

1 Mr. Fenton s 2008 target incentive compensation was translated into U.S. dollars using the British Pound Sterling exchange rate in effect on December 18, 2007 of $2.02, and actual incentive compensation was translated into U.S. dollars using the British Pound Sterling average exchange rate for the year ended December 31, 2008 of $1.80.

2

Mr. McGrath, Mr. Glandon and Ms. Eckstein resigned from the Company effective March 1, 2009, April 2, 2009 and July 18, 2008, respectively.

The Compensation Committee also had the authority to approve discretionary awards outside of the plan; however, no discretionary cash bonuses were approved by the Compensation Committee for the named executive officers during 2008.

2009 Cash Incentive Plan

For 2009, the Compensation Committee continued its emphasis on cash incentive compensation by setting cash incentive plans for executive officers so that a significant portion of total compensation will be awarded through cash incentives if performance measures are met, although, as previously noted, the target cash incentive levels for executive officers have been reduced by 25% for 2009.

The 2009 cash incentive plan (the 2009 Plan) provides incentive award opportunities for select employees, including executive officers. The 2009 Plan was adopted pursuant to the Company s 2007 Omnibus Plan, which was approved by the Company s stockholders at the Company s 2007 annual meeting of stockholders, and is intended to permit the Company to deduct annual incentive payments under Section 162(m) of the Code (Section 162(m)). Under the 2009 Plan, the Company established for each executive officer a performance goal (the 162(m) performance goal) for the 2009 Plan. The 162(m) performance goal is based on actual diluted earnings per share (EPS) for 2009, on a consolidated non-GAAP basis, with non-GAAP EPS being defined as the actual 2009 EPS from continuing operations excluding certain items, specified in advance and approved in advance by the Compensation Committee, that are not considered to be part of ongoing business, such as goodwill impairment charges. The 162(m) performance goal for 2009 requires that the Company achieve a certain percentage of its budgeted 2009 EPS. The budgeted 2009 EPS was set in conjunction with the Company s overall annual budget process and is considered to be challenging, but achievable, given the uncertain economic environment and the tactical and strategic plans that have been developed for 2009. In order for the 2009 Plan to be funded so that an executive can receive up to the maximum payment of his or her cash incentive award (200% of his or her annual cash incentive target), the Company must achieve at least 80% of its budgeted EPS for 2009. If the Company achieves less than 80% but at least 50% of its budgeted 2009 EPS, the 2009 Plan will be funded so that an executive can receive up to a maximum of 100% of his or her annual cash incentive target. If the Company does not achieve at least 50% of its budgeted 2009 EPS, the 2009 Plan will not be funded and executive officers will not be eligible for any cash incentive payments.

INSIGHT ENTERPRISES, INC.

The Compensation Committee will determine the actual bonus award paid to each executive officer by reducing or eliminating (but not increasing) the maximum cash incentive award based on the Compensation Committee s evaluation of the executive s performance against individual performance goals. The individual performance goals, which were established by the Compensation Committee in early 2009, are based 50% on EFO performance for the Company or the executive officer s operating segment(s) and 50% on a variety of qualitative/subjective performance goals and quantitative/objective performance goals. The Compensation Committee reserves the right to establish the actual cash incentive award for each executive officer at the level it deems appropriate based on the performance of the Company, the performance of the executive officer s operating segment(s), and the performance of the individual executive officer (but not greater than the maximum). Although the performance goals are tailored for each executive officer, the goals are generally designed to reward individuals for the achievement of defined financial, strategic and tactical objectives, including: operational metrics, such as profitability, stockholder value, liquidity and return on invested capital; building stronger client relationships and differentiation within the Company s value proposition to clients; establishing and maintaining effective internal controls, risk management and corporate governance; developing and retaining key employees and executives; and building and maintaining strong stockholder relationships.

Given the overall economic environment in 2009, management recommended, and the Compensation Committee approved, a 25% reduction in the target and maximum cash incentive payments for the Company s executive officers. The approved 2009 target and maximum cash incentive compensation for each of our current named executive officers[1] are as follows:

Richard A. Fennessy, President and Chief Executive Officer Target $1,125,000; Maximum $2,250,000;
Glynis A. Bryan, Chief Financial Officer Target $318,750; Maximum $637,500; and
Stuart A. Fenton, President, EMEA/APAC Target $196,429[2]; Maximum $392,858[2].

[1] As discussed elsewhere, Messrs. McGrath and Glandon resigned effective March 1, 2009 and April 2, 2009, respectively.

[2] Mr. Fenton s 2009 target and maximum cash incentive compensation were translated into U.S. dollars at the British Pound Sterling average exchange rate for the year ended December 31, 2008 of $1.80.

Long-Term Equity-Based Incentive Compensation

The Compensation Committee views long-term equity-based compensation as a critical component of the overall executive compensation program. The principal objectives for long-term equity-based compensation are to:

- enhance the link among Company performance, the creation of stockholder value and long-term incentive compensation;
- facilitate increased equity ownership by executives;
- encourage executive retention through use of multiple-year vesting periods; and
- provide competitive levels of total compensation to executive officers if expected levels of performance are achieved.

Long-term equity-based incentives are currently issued in the form of service and performance-based RSUs. Performance-based RSUs are issued only if predetermined annual financial performance goals (diluted EPS for 2008 and 2009) are achieved and are subject to a three-year vesting period. To encourage overachievement of targets, significant upside potential exists related to the number of RSUs ultimately issued. The three-year vesting period is designed to encourage continued employment with the Company and enhancement of stockholder investments in the Company. The number of performance-based RSUs ultimately issued varies based on the achievement of threshold levels of financial performance, with greater numbers of shares awarded for higher levels of financial performance. If the Company s financial performance does not meet or exceed a set performance threshold, no performance-based RSUs are issued. All grants of equity-based compensation are currently made under the Company s 2007 Omnibus Plan, as amended.

INSIGHT ENTERPRISES, INC.

For 2008 and prior years, the Compensation Committee reviewed target equity-based incentive compensation annually and targeted equity-based incentive compensation for executive officers at or near the median of the comparison groups. In 2008, with respect to long-term incentive compensation, Towers Perrin generally concluded that our equity-based incentive compensation plan, including the use of performance-based RSUs and the target level of grants to each executive, was competitive with market practices. As explained above, none of the performance measures under the 2008 equity-based incentive compensation plan were met due to the Company s decline in EPS in the difficult market we encountered in 2008. For 2009, the Compensation Committee did not believe the performance of the Company s peer groups was as important of a factor to consider for 2009.

In order to link equity-based incentive compensation more closely to annual performance and to continue to align the interests of management and stockholders and, in part, in light of changing stockholder expectations, in December 2005 the Compensation Committee adopted a practice of initiating annual grants of equity-based incentive compensation awards to executives early in the year (as opposed to later in the year or periodically throughout the year) in connection with the annual budgeting process. Also, early in the year, the Compensation Committee will approve the annual RSU program grants as well as a pool of shares from which the Chief Executive Officer may make discretionary or new hire RSU grants throughout the year, or both, to individuals other than individuals who are subject to the reporting requirements of Section 16(a) of the Exchange Act. The pool of RSUs is based on the recommendation of management and review of the overall equity compensation expense expected to be recorded in current and future years in the consolidated financial statements.

2008 Equity-Based Incentive Plan

For 2008, RSUs granted to executive officers were 100% performance-based. The number of RSUs to be issued under these performance-based grants was designed to increase or decrease depending on whether actual EPS for the fiscal year ended December 31, 2008, on a consolidated non-GAAP diluted basis, with non-GAAP EPS being defined under the plan as the actual 2008 EPS from continuing operations excluding charges for goodwill impairment and costs associated with the stock option review (if any), was greater or less than target EPS. The minimum number of RSUs that could be issued was zero, and the maximum number was 130% of the target award. The annual financial performance targets were set in conjunction with the annual budget process and were considered to be challenging, but achievable, given the tactical and strategic plans that were in place at the time. The target EPS range approved by the Compensation Committee for equity-based incentive compensation for 2008 was $1.70 to $2.26 with 100% of target RSUs awarded for actual 2008 EPS of $2.00 $2.12.

As previously noted, the minimum EPS goals for 2008 were not met, and none of the 2008 performance-based RSUs were earned by the named executive officers or by any plan participants.

The Compensation Committee also has the ability to make discretionary awards outside of the plan; however, no discretionary awards were made to the named executive officers during 2008.

2009 Equity-Based Incentive Plan

The 2009 pool of RSUs, which are 40% service-based and 60% performance-based, was established for executive officers on February 20, 2009 and will vest in three equal installments beginning on February 20, 2010. The number of RSUs to be issued under the performance-based grants will increase or decrease depending on the Company s actual diluted EPS for the fiscal year ending December 31, 2009, on a consolidated non-GAAP diluted basis, with non-GAAP EPS being defined as actual 2009 EPS from continuing operations, excluding certain items not considered to be part of the ongoing business, such as goodwill impairment charges, as approved in advance by the Compensation Committee. For the performance-based RSUs: if the Company achieves less than 50% of its budgeted 2009 EPS, no RSUs will be issued; if the Company achieves at least 50% of its 2009 budgeted EPS, 25% of the target number of RSUs will be issued; if the Company achieves 68% of its 2009 budgeted EPS, 50% of the target number of RSUs will be issued; if the Company achieves 100% of its 2009 budgeted EPS, 100% of the target number of RSUs will be issued; and if the Company achieves 138% or greater of its 2009 budgeted EPS goal, 200% of the target number of RSUs will be issued (without duplication). The budgeted EPS target was set in conjunction with the Company s overall annual budget process and is considered to be challenging, but achievable, given the tactical and strategic plans that have been developed for 2009.

INSIGHT ENTERPRISES, INC.

In determining the amount of equity-based incentive compensation for 2009, the Compensation Committee considered the fact that no awards were ultimately made under the 2008 equity-based incentive plan because the performance measures were not met. Moreover, the Compensation Committee considered that even though the number of RSUs granted to senior executives under the 2009 plan was greater than the target number granted under the 2008 plan, the value of the award, at date of grant, was substantially lower (roughly 30% of the value of the 2008 target awards) because of the significant decrease in the Company s stock price. One of the Compensation Committee s goals in setting higher target awards for senior executives under the 2009 plan is to provide retention value for senior executives through stock price improvement, which the Compensation Committee believes aligns the interests of management and the stockholders. The 2009 total service-based and performance-based RSUs, granted on February 20, 2009, included the following target awards for our current named executive officers:

Richard A. Fennessy, President and Chief Executive Officer 131,004;
Glynis A. Bryan, Chief Financial Officer 89,766; and
Stuart A. Fenton, President, EMEA/APAC 74,151.

2008 Performance-Awarded RSU Retention Plan

In 2008, in order to provide a long-term incentive and retention mechanism for our Chief Executive Officer and the Presidents of our operating segments, and to provide an incentive tied to stockholder value, the Chair of the Board of Directors and the Chair of the Compensation Committee worked with Towers Perrin to develop an additional long-term incentive plan based upon specific levels of stock price improvement.

The plan provided for the award of RSUs based upon achievement of specific stock price hurdles within specific timeframes over a three-year period from 2009 2011. If all or some hurdles were not achieved, 33% of the remaining award (i.e., any shares not issued for achievement of the specific stock price hurdles in the specific timeframes) would have been made on February 15, 2013, assuming continued employment. However, due to the current economic climate and the decrease in Insight s stock price, on February 19, 2009, Messrs. Fennessy, Fenton and McGrath agreed to forfeit the awards, resulting in the termination of the plan. Accordingly, no shares were, or will be, issued under these awards.

Nonqualified Deferred Compensation Plan

Named executive officers (as well as other eligible employees) may participate in the Insight Nonqualified Deferred Compensation Plan (Deferred Compensation Plan), a nonqualified deferred compensation plan adopted and approved by the Compensation Committee and ratified by the Board of Directors. The Deferred Compensation Plan permits participants to voluntarily defer receipt of compensation, and participants earn a rate of return on their deferred amounts based on their selection from a variety of independently managed funds. The Company does not provide a guaranteed rate of return on these deferred amounts, and the rate of return realized depends on the participant s fund selections and market performance of these funds. The Company does not currently make any contributions to the Deferred Compensation Plan.

Severance and Change in Control Plans

Severance and change in control plans are designed to facilitate the Company s ability to attract and retain executives as the Company competes for talented employees in a marketplace where such protections are commonly offered. Severance benefits are designed to provide benefits to ease an executive s transition due to an unexpected employment termination by the Company due to changes in the Company s employment needs. Change in control benefits are intended to encourage executives to remain focused on the Company s business in the event of rumored or actual fundamental corporate changes. See further detail under the section entitled Employment Agreements, Severance and Change in Control Plans.

Perquisites

We provide our executive officers with relatively limited perquisites that we believe are reasonable and in the best interests of the Company. In 2008, Mr. Fenton was provided with an automobile allowance, which is a benefit generally available to management in the United Kingdom, where Mr. Fenton resides. These benefits are part of our broad-based total compensation programs offered in the geography in which each of the executives resides. The value of aggregate perquisites to named executive officers did not exceed $10,000 for any individual named officer, except

Mr. Fenton.

Table of Contents

INSIGHT ENTERPRISES, INC.

Stock Ownership Guidelines

On February 15, 2007, the Board, upon the recommendation of the Compensation Committee, adopted stock ownership guidelines that:

- are designed to align the interests of key executives, Board members and stockholders;
- provide a five-year transition period for each new executive and each new Board member to reach ownership guidelines; and
- define which ownership interests will count towards the guidelines.

The guidelines specify that, subsequent to the five-year transition period, as of each January 1, each executive and each Board member is expected to hold Insight shares at least equal to a specified multiple of his or her annual base salary or retainer. For the President and Chief Executive Officer, two times annual base salary is required, for all other Executives, one times annual base salary is required, and for Board members, two times the annual base retainer is required. Failure to meet or to show sustained progress toward meeting the Stock Ownership Guidelines may result in a reduction in future long-term incentive grants and also may result in a requirement to retain some or all stock attained through Company grants of equity until the Stock Ownership Guidelines are attained.

Role of Executives in the Compensation Setting Process

The Compensation Committee has the overall responsibility for approving the cash-based incentive compensation for the officers that are subject to the reporting requirements of Section 16(a) of the Exchange Act. To facilitate this process, the Chief Executive Officer and People and Development Group prepare and present information and recommendations to the Compensation Committee for review, consideration and approval, but they do not recommend their own cash-based incentive compensation.

With respect to compensation of all other teammates, the Compensation Committee functions in an oversight role as these decisions are considered the responsibility of management. With respect to equity-based compensation, the Compensation Committee approves the annual RSU program grants as well as the pool of available shares from which the Chief Executive Officer may make discretionary or new hire RSU grants throughout the year, or both, to individuals other than individuals who are subject to the reporting requirements of Section 16(a) of the Exchange Act. Similar to cash-based incentive compensation, for all officers subject to the reporting requirements of Section 16(a) of the Exchange Act, the Chief Executive Officer and People and Development Group prepare and present information and recommendations to the Compensation Committee for review, consideration and approval of the equity-based awards by the Compensation Committee. For all other teammates, management is responsible for recommending to the Compensation Committee the teammates to receive grants and the nature and size of the proposed equity-based awards.

The Chief Executive Officer does not have the ability to call Compensation Committee meetings and does not attend those portions of the Compensation Committee meetings when his compensation is discussed. During 2008, the Chief Executive Officer did not meet with Towers Perrin outside of Compensation Committee meetings or retain any other compensation consultant.

Chief Executive Officer Compensation

The Compensation Committee determines compensation for the Chief Executive Officer using the same criteria it uses for other executives, placing relatively less emphasis on base salary and, instead, creating greater performance-based opportunities for short-term and long-term incentive compensation (cash and equity, respectively). The Compensation Committee met in executive session to evaluate the performance of the Chief Executive Officer in 2008, and the Compensation Committee set the compensation of the Chief Executive Officer in conjunction with the performance review process.

Executive Compensation Recovery

We have an incentive compensation recovery policy that applies to our executive officers. Under this policy, in the event of a material restatement of our financial results, we may recover from an executive officer any incentive compensation that was based on having met or exceeded performance targets if an executive officer engaged in fraud or intentional misconduct that resulted in an increase in his or her incentive compensation.

124

INSIGHT ENTERPRISES, INC.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Code Section 162(m) generally prohibits a public company from taking an income tax deduction for compensation over $1 million paid to the Chief Executive Officer and its four other highest paid executive officers unless certain conditions are met. While the anticipated tax treatment of compensation is given some weight in making compensation decisions, the Compensation Committee has not adopted a policy of limiting awards of compensation to amounts that would be deductible under Section 162(m) because the Compensation Committee believes that awards of compensation which would not comply with the Section 162(m) requirements may at times further the long-term interests of the Company and its stockholders. The Compensation Committee believes that it is important to maximize the corporate tax deductibility of executive compensation. Therefore, to help maximize the deductibility of payments made beginning in 2008, the Company sought and received stockholder approval of its 2007 Omnibus Plan.

Accounting for Stock-Based Compensation

Effective January 1, 2006, we adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* (SFAS No. 123R). Under the fair value recognition provisions of SFAS No. 123R, we recognize stock-based compensation based on the fair value at the grant date net of an estimated forfeiture rate and only recognize compensation expense for those shares expected to vest over the requisite service period of the award.

Compensation Committee Report

Based on the Compensation Committee s review of the above Compensation Discussion and Analysis and discussions with management, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this annual report.

COMPENSATION COMMITTEE:

David J. Robino, Chair	Bennett Dorrance Kathleen S. Pushor	Anthony A. Ibargüen

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act, as amended, that incorporate future filings, including this annual report, in whole or in part, the foregoing Compensation Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any such filings.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee was at any time during 2008 or at any other time an officer or employee of Insight, and no member had any relationship with Insight requiring disclosure under Item 404 of Regulation S-K. No executive officer of Insight has served on the Board or Compensation Committee of any other entity that has or has had one or more executive officers who served as a member of the Board or the Compensation Committee of Insight during 2008.

Table of Contents

INSIGHT ENTERPRISES, INC.

Summary Compensation Table

The table below sets forth the total compensation for services rendered to us by our principal executive officer, our principal financial officer and our four other most highly compensated executive officers. We refer to these persons as named executive officers. The amounts shown include both amounts paid and amounts deferred.

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	All Other Compensation ($)(4)	Total ($)
Richard A. Fennessy	2008	750,000		1,073,931	40,378	450,000	5,639	2,319,948
President and	2007	700,000		1,404,708	988,560	1,209,180	4,586	4,307,034
Chief Executive Officer	2006	695,000	150,000	962,790	2,313,872	1,397,553	4,812	5,524,027
Glynis A. Bryan **(5)**	2008	400,000		78,151	369,607	170,000	3,593	1,021,351
Chief Financial Officer	2007	16,667			14,138	4,815		35,620
Stuart A. Fenton **(6)**	2008	417,318		475,582	22,717	254,311	41,072	1,211,000
President EMEA/APAC	2007	423,809		492,501	173,031	353,720	64,743	1,507,804
	2006	370,430	78,341	248,024	360,340	179,880	55,361	1,292,376
Mark T. McGrath **(5)**	2008	425,000		710,154	91,373	100,000	2,189	1,328,716
President North	2007	375,000	26,250	770,287	349,783	390,195	1,482	1,912,997
America/APAC	2006	325,000	50,000	438,852	723,222	528,418	1,512	2,067,004
Gary M. Glandon **(5)**	2008	275,000		204,624	30,579	58,900	5,837	574,940
Chief People Officer	2007	255,000		335,889	160,058	136,974	3,720	891,641
	2006	235,000	15,000	170,171	340,953	163,546	3,476	928,146
Catherine W. Eckstein **(5)**	2008	163,006		217,809			526,543	907,358
Chief Marketing Officer	2007	285,000		368,625	66,496	177,059	30,139	927,319
	2006	275,000	20,000	202,908	134,135	214,805	2,620	849,468

(1) On February 13, 2008 and February 15, 2007, the Compensation Committee approved discretionary cash bonuses for 2007 and 2006,

respectively, for the named executive officers.

(2) These amounts reflect the dollar amount of compensation expense recognized in accordance with SFAS No. 123R for financial statement purposes for the years ended December 31, 2008, 2007 and 2006, respectively. These amounts include awards pursuant to the 2007 Plan and the 1998 LTIP and thus may include amounts from awards granted in and prior to the respective years presented. Assumptions used in the calculations of these amounts are included in the footnotes to the our audited consolidated financial statements for the fiscal years ended December 31, 2008, 2007 and 2006, which are included in Item 8 of this report. No estimate of forfeitures is included in these amounts, nor were any actual forfeitures included in these amounts. The amounts for

the years ended December 31, 2007 and 2006 have been adjusted as a result of the restatement of our consolidated financial statements included in this report. The restatements reflect adjustments to recognize stock based compensation expense related to performance-based RSUs on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards (i.e., a graded vesting basis) instead of on a straight-line basis over the requisite service period for the entire award.

(3) Non-Equity Incentive Plan Compensation represents bonuses earned by executives under the 2008 and 2007 cash incentive plans, respectively, as described in the Compensation Discussion and Analysis section of Part III, Item 11 of this report. The incentive plan compensation for 2008 was paid to

the named
executive officers
prior to March 15,
2009.

126

Table of Contents

INSIGHT ENTERPRISES, INC.

(4) All Other Compensation represents payments to:

Mr. Fennessy for matching contributions to his 401(k) and value received related to an annual sales incentive trip of $3,450 and $2,189, respectively in 2008.

Ms. Bryan for matching contributions to her 401(k) and value received related to an annual sales incentive trip of $3,450 and $143, respectively in 2008.

Mr. Fenton for auto allowances and retirement plan contribution of $34,279 and $6,793, respectively, in 2008. We consider the cost of the auto allowance for Mr. Fenton a perquisite.

Mr. McGrath for value received related to an annual sales incentive trip of $2,189 in 2008.

Mr. Glandon for matching contributions to his 401(k), value received related to an annual sales incentive trip and health club dues of $3,450, $2,189 and $198, respectively in 2008.

Ms. Eckstein for severance, payout of accrued vacation, matching contributions to her 401(k) and value received related to an annual sales incentive trip of $500,000, $21,558, $2,796 and $2,189, respectively in 2008. Ms. Eckstein s employment with the Company ended on July 18, 2008, with Ms. Eckstein receiving severance equal to one year of base salary ($295,000) and one times her annual target incentive compensation ($205,000).

(5) Mr. McGrath, Mr. Glandon and Ms. Eckstein resigned from the Company effective March 1, 2009, April 2, 2009 and July 18, 2008, respectively. Ms. Bryan was appointed Chief Financial Officer effective December 16, 2007.

(6) Mr. Fenton is a resident of the United Kingdom. He is paid in British Pounds Sterling. The 2008 amounts above were determined

by multiplying the average quarterly exchange rates applicable at March 31, June 30, September 30, and December 31, of 2008 by the compensation earned during the quarter. The 2007 amounts above were determined by multiplying the average annual exchange rate by the compensation earned during the year.

Except for the car allowance provided to Mr. Fenton, the cost of certain perquisites and other personal benefits are not included because in the aggregate they did not exceed, in the case of any named executive officer, $10,000.

Table of Contents

INSIGHT ENTERPRISES, INC.

Grants of Plan-Based Awards

The following table sets forth information regarding grants of plan-based awards made during the year ended December 31, 2008 to the named executive officers.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			Grant Date Fair Value of Stock and Option Awards
Name	**Grant Date**	**Approval Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**($)(3)**
Richard A. Fennessy	2/20/2008	2/13/2008		1,500,000	2,175,000		65,502	85,153	1,236,024
	1/23/2008	1/23/2008					300,000	300,000	3,512,064
Glynis A. Bryan	2/20/2008	2/13/2008		425,000	616,250		44,883	58,348	846,942
	1/10/2008	11/12/2007					15,000	15,000	240,600
Stuart A. Fenton **(4)**	2/20/2008	2/13/2008		291,000	421,950		32,956	42,843	621,880
	1/23/2008	1/23/2008					100,000	100,000	1,170,688
Mark T. McGrath **(5)**	2/20/2008	2/13/2008		500,000	725,000		44,883	58,348	846,942
	1/23/2008	1/23/2008					150,000	150,000	1,756,032
Gary M. Glandon **(5)**	2/20/2008	2/13/2008		155,000	224,750		22,284	28,969	420,499
Catherine W. Eckstein **(5)**	2/20/2008	2/13/2008		205,000	297,250		22,284	28,969	420,499

(1) Represents awards under the 2008 cash incentive plan discussed under the heading 2008 Cash Incentive Plan of the Compensation Discussion and Analysis section of Part III, Item 11 of this report. The maximum

estimated future payouts under non-equity incentive plan awards was computed as 175% of the target cash incentive compensation component that was based on non-GAAP earnings from operations goals (60%) and 100% of the target cash incentive compensation component that was based on individual performance goals (40%), although the Compensation Committee could award greater than 100% of target for individual performance goals under the plan, with no defined maximum. Actual amounts are reflected in the Summary Compensation Table, and there are no future payouts related to these awards.

(2) Pursuant to the 2008 performance-based equity-based incentive compensation program, grants of performance-based RSUs to our named executive officers were made on February 20, 2008. The number of actual RSUs ultimately awarded was zero, determined by non-achievement of minimum targeted consolidated non-GAAP diluted

EPS of the Company for the fiscal year ending December 31, 2008. Pursuant to the 2008 Performance-Awarded RSU Retention Plan, Messrs. Fennessy, Fenton and McGrath received an award of 300,000, 100,000 and 150,000 RSUs, respectively, to be issued based upon achievement of specific stock price hurdles within specific timeframes. No shares were issued under this plan in 2008 and on February 19, 2009, Messrs Fennessy, McGrath and Fenton forfeited these awards. Pursuant to her employment agreement effective December 16, 2007, Ms Bryan received an award of 15,000 serviced-based RSUs on January 10, 2008.

(3) The grant date fair value of the stock awards granted to our named executive officers was calculated based on the closing price of the Company s stock on February 20, 2008 of $18.87 multiplied by the target number of equity awards. The grant date fair value of the stock award that Ms. Bryan received in connection with the commencement of her employment was

calculated based on the closing price of the Company s stock on January 10, 2008 of $16.04. Because the performance-awarded RSUs to Messrs. Fennessy, Fenton and McGrath have a market condition, a custom Monte Carlo simulation model was used to estimate the award s fair value at the grant date.

(4) Mr. Fenton s cash incentive threshold, target and maximum amounts for the 2008 cash incentive plan were translated into U.S. dollars using the average British Pound Sterling exchange rate in effect on December 18, 2007 ($2.02).

(5) Mr. McGrath, Mr. Glandon and Ms. Eckstein resigned from the Company effective March 1, 2009, April 2, 2009 and July 18, 2008, respectively.

128

Table of Contents

INSIGHT ENTERPRISES, INC.

Employment Agreements, Severance and Change in Control Plans

Our employment agreements with executives and our incentive compensation plans reflect our compensation philosophy. The employment agreements for Mr. Fennessy, Ms. Bryan, and Mr. Fenton provide for continually renewing terms (two years for Mr. Fennessy and Ms. Bryan and until terminated for Mr. Fenton). Under our 1998 LTIP, all outstanding options and other awards become fully exercisable and all restrictions on outstanding awards shall lapse upon a change in control. Under the 2007 Plan, upon a change in control:

- any options and SARs become fully exercisable and vested to the full extent of the original grant;
- all performance shares, performance units and deferred amounts will be earned and payable in full at target levels and any restrictions shall lapse; and
- other conditions applicable to any other awards lapse, and such other awards become free of all restrictions, limitations or conditions and become fully vested and transferable to the full extent of the original grant.

All other change in control benefits are double trigger (which means that they are triggered by two events: a change in control; plus a triggering termination under the change of control agreement), rather than single trigger (triggered only by a change in control).

In 2008, the Company and its executives (other than Mr. Fenton, who resides in the United Kingdom) entered into Amended and Restated Employment Agreements to comply with the final regulations issued under Section 409A of the Code. Certain other changes were made to provide more consistency in language in the Company s employment agreements, but the economic terms of the agreements remain consistent with the previous agreements, such that there are not any new or materially amended arrangements for the payment of tax gross-ups. The material terms of the employment agreements with our current named executive officers are as follows:

Richard A. Fennessy

(i) effective as of January 1, 2009;

(ii) a severance payment upon termination without cause or termination by Mr. Fennessy for good reason, as those terms are defined in the agreement, payable upon termination, equal to two times Mr. Fennessy s annual base salary, plus two times the annual bonus during the one of the two immediately preceding fiscal years that would produce the higher award, plus a prorated portion of any current quarterly or annual bonus, plus benefits (life, disability, accident, group health and dental) continuation for 24 months;

(iii) a severance payment following a change in control of the Company if Mr. Fennessy terminates his employment for good reason or the Company terminates his employment without cause, as those terms are defined in the agreement, prior to the expiration of 24 months after the change in control occurs, equal to two times his highest annual base salary in effect during the term of the agreement and two times the higher annual bonus during the one of the two immediately preceding fiscal years which would produce the higher award, plus a prorated portion of any current quarterly or annual bonus, plus benefits continuation through the earlier of 42 months following termination or eligibility for new benefits. As was provided in Mr. Fennessy s previous Employment Agreement, all payments made following a change in control are to be grossed-up for Mr. Fennessy s excise taxes if the payment exceeds prescribed limits;

(iv) in the event of Mr. Fennessy s death, his estate will be entitled to his annual base salary due through the date of his death and a prorated portion of any incentive compensation to which he would have been entitled for the year had he not died. Mr. Fennessy s agreement also provides for a life insurance policy in an amount equal to two times his annual base salary;

(v) Mr. Fennessy s agreement also provides a disability insurance benefit; and

(vi)

the agreement also provides for non-disclosure by Mr. Fennessy of our confidential information and includes covenants by Mr. Fennessy not to compete with the Company for a period of two years following termination of employment and not to solicit the employees, suppliers and customers for two years following termination of employment.

Table of Contents

INSIGHT ENTERPRISES, INC.

The table below outlines the potential payments to Mr. Fennessy upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2008:

Triggering Event	Severance	Stock Based Compensation Awards[(1)]	Benefits	Total
Termination Without Cause or for Good Reason as defined in the employment agreement	$ 5,045,106	$	$ 32,059	$ 5,077,165
Involuntary Termination Change in Control	5,045,106	177,846	56,104	5,279,056
Disability				
Death	450,000	177,846		627,846

(1) Represents the unamortized expense related to outstanding RSUs at December 31, 2008. Assuming a hypothetical date of termination of December 31, 2008, the intrinsic value of the stock awards available to Mr. Fennessy is $360,636, which represents the value based on the closing price of the Company s common stock on December 31, 2008 of $6.90 per share.

Glynis A. Bryan

(i) effective as of January 1, 2009;

(ii) a severance payment upon termination without cause or termination by Ms. Bryan for good reason, as those terms are defined in the agreement, payable upon termination, equal to two times Ms. Bryan s annual base salary, plus one times the annual bonus during the one of the two immediately preceding fiscal years that

would produce the higher award, plus a prorated portion of any current quarterly or annual bonus, plus benefits continuation for 24 months;

(iii) a severance payment following a change in control of the Company if Ms. Bryan terminates her employment for good reason, or the Company terminates her employment without cause, as those terms are defined in the agreement, prior to the expiration of 24 months after the change in control occurs, equal to two times her highest annual base salary in effect during the term of the agreement and two times the higher annual bonus during the one of the two immediately preceding fiscal years which would produce the higher award, plus a prorated portion of any current quarterly or annual bonus, plus benefits continuation through the earlier of 42 months following termination or eligibility for new benefits. As with her previous agreement, all payments made following a change in control are to be grossed-up for Ms. Bryan s excise taxes if the payment exceeds prescribed limits;

(iv) in the event of Ms. Bryan s death, her estate will be entitled to her base salary for a period of ninety days following the date of her death and a prorated portion of any incentive compensation earned for the quarter in which her death occurred, plus a prorated bonus for the year in which her death occurs for any incentive compensation plan with annual objectives;

(v) in the event of Ms. Bryan s Disability as such term is defined in the Agreement, Ms. Bryan shall receive base salary for a period of ninety days following the date the agreement is terminated due to Disability and a prorated portion of any incentive compensation earned for the quarter in which the agreement is terminated due to Disability, plus a prorated bonus for the year in which the termination takes place for any incentive compensation plan with annual objectives; and

(vi) the agreement also provides for non-disclosure by Ms. Bryan of our confidential information and includes covenants by Ms. Bryan not to compete with Insight or solicit its employees, suppliers or customers for a period of two years following termination of employment.

Table of Contents

INSIGHT ENTERPRISES, INC.

The table below outlines the potential payments to Ms. Bryan upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2008:

Triggering Event	Severance	Stock Based Compensation Awards[1]	Benefits[2]	Total
Termination Without Cause or for Good Reason as defined in the employment agreement	$ 1,201,120	$	$ 10,178	$ 1,211,298
Involuntary Termination Change in Control	1,201,120	885,504	52,636	2,139,260
Disability	270,000			270,000
Death	270,000			270,000

[1] Represents the unamortized expense related to outstanding options and the unamortized expense related to RSUs at December 31, 2008. Assuming a hypothetical date of termination of December 31, 2008, the intrinsic value of the option awards and stock awards available to Ms. Bryan is $0 and $103,500, respectively, which represents the value based the closing price of the Company s common stock on December 31, 2008 of $6.90 per share.

(2) Includes $34,825 related to a Section 280 tax gross-up in the event of an Involuntary Termination following a Change in Control.

Stuart A. Fenton

(i) effective date as of September 12, 2002, amended effective as of July 1, 2004;

(ii) upon termination of employment for reasons other than those specifically defined in the agreement, a lump-sum payment in an amount equal to 165,000 British Pounds Sterling, less the amount paid in salary during the required statutory notice period; and

(iii) the agreement also provides for non-disclosure by Mr. Fenton of our confidential information and includes covenants by Mr. Fenton not to compete with the Company for a period of twelve months following termination of employment and not to solicit the employees, suppliers and customers for a period of eighteen months following termination of employment.

The table below outlines the potential payments to Mr. Fenton upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2008:

Triggering Event	Severance[1]	Stock Based Compensation Awards[2]	Total
Termination	$ 239,250	$	$ 239,250
Termination Following a Change in Control	239,250	97,887	337,137
Death		97,887	97,887

(1) Severance payment translated into U.S. dollars using the British Pound Sterling exchange rate in effect on December 31, 2008 of $1.45.

(2) Represents the unamortized expense related to outstanding options and the

unamortized expense related to RSUs at December 31, 2008. Assuming a hypothetical date of termination of December 31, 2008, the intrinsic value of the option awards and stock awards available to Mr. Fenton is $0 and $198,258, respectively, which represents the value based upon the closing price of the Company s common stock on December 31, 2008 of $6.90 per share.

Table of Contents

INSIGHT ENTERPRISES, INC.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding outstanding equity awards at December 31, 2008 for the named executive officers.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
Richard A. Fennessy	500,000		19.90	11/15/2009				
	250,000		20.36	1/3/2010				
	100,000		18.53	5/6/2010				
					5,333	36,798		
					9,600	66,240		
					37,333	257,598		
							300,000	2,070,000
Glynis A. Bryan	66,667	133,333	17.77	12/17/2012				
					15,000	103,500		
Stuart A. Fenton	20,000		18.53	5/6/2010				
	46,500		21.25	2/4/2009				
					3,000	20,700		
					5,200	35,880		

				20,533	141,678		
						100,000	690,000
Mark T. McGrath(**5**)	200,000	19.72	5/23/2010				
				4,000	27,600		
				7,200	49,680		
				28,000	193,200		
						150,000	1,035,000
Gary M. Glandon(**5**)	50,000	18.35	2/21/2010				
	60,000	18.53	5/6/2010				
				2,000	13,800		
				3,600	24,840		
				14,000	96,600		
Catherine W. Eckstein(**5**)							

Table of Contents

INSIGHT ENTERPRISES, INC.

(1) Unvested options vest ratably over three years.

(2) Under various service-based equity incentive compensation programs, our named executive officers have received varying levels of grants of service-based RSUs and restricted stock awards that vest ratably over three years. The awards to Ms. Bryan were made under the 2007 Plan.

In addition, pursuant to the 2007 and 2006 performance-based equity incentive compensation programs, grants of RSUs to our named executive officers were made in February 2007 and January 2006, respectively, and the number of actual RSUs ultimately awarded was determined by actual achievement of consolidated non-GAAP diluted EPS of the Company for the fiscal years ending December 31, 2007 and 2006 against target consolidated non-GAAP diluted EPS. On the vest date, the RSUs converted to service-based RSUs and one-third of the

RSUs vested, with the remainder vesting ratably over the following two years. All of these grants of RSUs were made under the 1998 Plan.

Pursuant to the 2008 performance-based equity-based incentive compensation program, grants of performance-based RSUs to our named executive officers were made in February 2008. The number of actual RSUs ultimately awarded was zero, determined by non-achievement of minimum targeted consolidated non-GAAP diluted EPS of the Company for the fiscal year ending December 31, 2008.

(3) Represents the value based upon the number of shares awarded multiplied by the closing price on December 31, 2008 ($6.90).

(4) Pursuant to the 2008 Performance-Awarded RSU Retention Plan, Messrs. Fennessy, Fenton and McGrath received an award of 300,000, 100,000 and 150,000 RSUs, respectively, to be issued based upon achievement of specific stock price hurdles within specific

timeframes. No shares were issued under this plan in 2008, and no shares will be issued under this plan or in the future.

(5) Mr. McGrath, Mr. Glandon and Ms. Eckstein resigned from the Company effective March 1, 2009, April 2, 2009 and July 18, 2008, respectively.

Option Exercises and Stock Vested Table

The following table sets forth information with respect to shares of Insight Enterprises, Inc. common stock acquired through exercises of stock options and vesting of restricted shares and units and the number of shares acquired and value realized on exercise or vesting by the named executive officers during 2008.

	Option Awards		**Stock Awards**	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)(1)**	**Value Realized on Vesting ($)(1)**
Richard A. Fennessy			58,600	1,046,873
Glynis A. Bryan				
Stuart A. Fenton	25,000	220,128	18,467	334,240
Mark T. McGrath			30,200	517,492
Gary M. Glandon			12,600	228,046
Catherine W. Eckstein			14,266	248,504

(1) During 2008, the stock awards that vested for the named executive officers in the United States were net-share settled such that

the Company withheld shares with value equivalent to the named executive officer s minimum statutory United States tax obligation for the applicable income and other employment taxes and remitted the cash to the appropriate taxing authorities. The amounts in the table represent the gross number of shares and value realized on vesting for each of the named executive officers. The net number of shares acquired by Mr. Fennessy, Mr. McGrath, Mr. Glandon and Ms. Eckstein on vesting were 38,565, 20,197, 8,262 and 9,397, respectively.

Table of Contents

INSIGHT ENTERPRISES, INC.

Nonqualified Deferred Compensation Table

Effective January 1, 2008, the Company established the Insight Nonqualified Deferred Compensation Plan (Deferred Compensation Plan) with an effective date of January 1, 2008. The Deferred Compensation Plan is a nonqualified deferred compensation plan maintained primarily to provide deferred compensation benefits for a select group of management or highly compensated employees as defined by the Employee Retirement Income Security Act of 1974, as amended, and was designed to comply with Section 409A of the Code. The Deferred Compensation Plan permits participants to voluntarily defer receipt of compensation including salary, bonuses and any other cash compensation, up to 90% of base salary and up to 100% for other cash compensation. Participants earn a rate of return on their deferred amounts based on their selection from a variety of independently managed funds. Employees are fully vested in their deferrals, but withdrawals at times other than deferral dates selected by participants are not permitted until retirement, termination of employment, disability or death, except in case of unforeseen emergencies. The Company does not provide a guaranteed rate of return on these deferred amounts, and the rate of return realized depends on the participant s fund selections and market performance of these funds.

Name	Executive Contributions in Last FY ($) (1)	Company Contributions in Last FY ($)(2)	Aggregate Earnings in Last FY ($)(3)	Aggregate Withdrawals/ Distributions ($)(4)	Aggregate Balance at Last FYE ($)(5)
Richard A. Fennessy	87,708		(19,204)		68,504
Gary M. Glandon	12,987		(2,332)		10,655

(1) The amounts reported in this column reflect, on a cash basis, named executive officer contributions during 2008 to our Deferred Compensation Plan, a non-qualified deferred compensation plan. All of the salary and non-equity compensation amounts voluntarily deferred by the named executive officers are

included in the salary and non-equity incentive compensation amounts reported for the named executive officers in the Summary Compensation Table.

(2) The Company does not currently make any contributions to the Deferred Compensation Plan.

(3) The amounts are deemed investment returns in 2008 on employee contributions.

(4) No withdrawals or distributions were made to any named executive officers under the Deferred Compensation Plan in 2008.

(5) The balances are the balances of the named executive officers accounts as of the end of 2008. All of the salary and non-equity compensation amounts

voluntarily deferred by the named executive officers are included in the salary and non-equity incentive compensation amounts reported for the named executive officers in the Summary Compensation Table.

Table of Contents

INSIGHT ENTERPRISES, INC.

Director Compensation

Mr. Fennessy does not receive any separate compensation for his Board service or activities. In 2008, each non-employee director received $20,000 per quarter for serving on the Board. An additional $1,250 per quarter was paid to the director serving as Chair of a committee. For 2009, each non-employee director will again receive $20,000 per quarter for serving on the Board and $2,500 per quarter for serving as Chair of a committee. For 2008, Mr. Crown, Chair of the Board, was paid a retainer of $110,000 in lieu of standard compensation for directors because of his time commitments to the Company as Chair of the Board. For 2009, the Compensation Committee has recommended to the Board for approval and the Board has approved a $110,000 retainer for Mr. Crown for service as Chair of the Board. We reimburse non-employee directors for their reasonable expenses incurred in connection with service as directors, and non-employee directors may elect to participate in the medical and dental benefit programs offered to all teammates at the rates paid by teammates of the Company.

In 2008, non-employee directors received 2,000 RSUs upon joining the Board and all directors received a grant of RSUs equal in value to $70,000 on the date of the approval of the award, which amounted to 3,500 shares that will vest ratably over three years, subject to continued Board service. For 2009, existing non-employee directors will continue to receive a grant of RSUs equal to $70,000, but the valuation will be calculated at the closing price of the Company s shares on the date of its annual meeting, in accordance with the Company s past practices. Upon joining the Board, new non-employee directors will receive a pro-rata share of the last annual grant of RSUs to the other non-employee directors, based on the number of whole months the new non-employee director will serve before the next regularly scheduled annual meeting date. These awards will also vest ratably over three years, subject to continued Board service.

The table below sets forth information concerning compensation of the Company s directors in 2008.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)(3)	Option Awards ($)(2)(3)	Total ($)
Timothy A. Crown	110,000	31,183		141,183
Bennett Dorrance	80,000	31,183	868	112,051
Michael M. Fisher	85,000	31,183	868	117,051
Larry A. Gunning	80,000	31,183	868	112,051
Anthony A. Ibargüen	40,000	4,024		44,024
Robertson C. Jones	85,000	31,183	868	117,051
Kathleen S. Pushor	80,000	31,183	3,329	114,512
David J. Robino	85,000	44,032		129,032

(1) These amounts reflect the dollar amount

recognized in accordance with SFAS No. 123R for financial statement purposes for the year ended December 31, 2008. These amounts include awards pursuant to the 2007 Plan and the 1998 Plan and thus may include amounts from awards granted in and prior to 2008. Assumptions used in the calculations of these amounts are included in the footnotes to the Company s audited consolidated financial statements for the fiscal year ended December 31, 2008, which are included in Item 8 of this report. An estimate of forfeitures is not included in these amounts nor were any actual forfeitures included in these amounts. On July 1, 2008, Mr. Ibargüen was granted 2,000 restricted stock units

related to the commencement of his Board service. The grant date fair value of these awards was $24,080 (calculated by multiplying the number of shares by $12.04 per share, the closing price reported by The Nasdaq Global Select Market). On May 6, 2008, each continuing non-employee director was granted 3,500 restricted stock units in connection with their annual award. The grant date fair value of each of these awards was $42,525 (calculated by multiplying the number of shares by $12.15 per share, the closing price reported by The Nasdaq Global Select Market).

(2) These amounts reflect the dollar amount recognized in accordance with SFAS No. 123R for financial

statement purposes for the year ended December 31, 2008. These amounts include awards pursuant to the 1998 Plan and the 1999 Broad Based Plan and thus include amounts from awards granted prior to 2008. Assumptions used in the calculations of these amounts are included in footnotes to the Company s audited consolidated financial statements for the fiscal year ended December 31, 2008, which are included in Item 8 of this report. An estimate of forfeitures is not included in these amounts nor were any actual forfeitures included in these amounts. There were no option awards made to non-employee directors during 2008.

Table of Contents

INSIGHT ENTERPRISES, INC.

(3) As of December 31, 2008, the aggregate number of stock awards and option awards outstanding for each director was as follows:

Name	Stock Awards	Option Awards
Timothy A. Crown	7,000	186,000
Bennett Dorrance	7,000	10,000
Michael M. Fisher	7,000	12,593
Larry A. Gunning	7,000	12,593
Anthony A. Ibargüen	2,000	
Robertson C. Jones	7,000	12,593
Kathleen S. Pushor	7,000	5,000
David J. Robino	8,000	

The cost of certain perquisites and other personal benefits are not included because in the aggregate they did not exceed, in the case of any director, $10,000..

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Securities Authorized for Issuance Under Equity Compensation Plans

The following table gives information with respect to our existing equity compensation plans as of December 31, 2008:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)

Equity compensation plans approved by security holders	2,444,379(1)	$	19.36	3,026,135(2)
Equity compensation plans not approved by security holders	92,294(3)	$	22.47	
Total	2,536,673	$	19.47	3,026,135

(1) Consists of options that are outstanding under our 1998 Long Term Incentive Plan, our 1994 Stock Option Plan and our 2007 Omnibus Plan (the 2007 Plan).

(2) Consists of shares of common stock remaining available for issuance under the 2007 Plan.

(3) Consists of options that are outstanding under our 1999 Broad Based Plan.

INSIGHT ENTERPRISES, INC.

On October 1, 2007, Insight s Board of Directors approved the 2007 Plan, and it became effective when it was approved by Insight s stockholders at the annual meeting on November 12, 2007. The 2007 Plan is administered by the Compensation Committee of Insight s Board of Directors. Except as provided below, the Compensation Committee has the exclusive authority to administer the 2007 Plan, including the power to determine eligibility, the types of awards to be granted, the price and the timing of awards. Under the 2007 Plan, the Compensation Committee may delegate some of its authority to our Chief Executive Officer to grant awards to individuals other than individuals who are subject to the reporting requirements of Section 16(a) of the Exchange Act. Teammates, officers and members of the Board of Directors are eligible for awards under the 2007 Plan, and consultants and independent contractors are also eligible if they provide bona fide services to Insight that are not related to capital raising or promoting or maintaining a market for Insight s stock. The 2007 Plan allows for awards of options, stock appreciation rights (SARs), restricted stock, restricted stock units (RSUs), performance awards as well as grants of cash awards. A total of 4,250,000 shares of stock are reserved for awards issued under the 2007 Plan. As of December 31, 2008, 3,026,135 shares of stock were available for grant under the 2007 Plan.

In October 1997, the Company s stockholders approved the 1998 Long-Term Incentive Plan (the 1998 LTIP) for our officers, teammates, directors, consultants and independent contractors. The 1998 LTIP authorized grants of incentive stock options, non-qualified stock options, stock appreciation rights, performance shares, restricted common stock and performance-based awards. In 2000, the Company s stockholders approved an amendment to the 1998 LTIP increasing the number of shares eligible for awards to 6,000,000 and allowing our Board of Directors to reserve (which it did) additional shares such that the number of shares of common stock available for grant under the 1998 LTIP and any other option plans, plus the number of options to acquire shares of common stock granted but not yet exercised, or in the case of restricted stock, granted but not yet vested, under the 1998 LTIP and any other option plans, shall not exceed 20% of the outstanding shares of our common stock at the time of calculation of the additional shares. With stockholder approval of the 2007 Plan in November 2007, as discussed above, no more grants will be made under the 1998 LTIP.

In September 1999, we established the 1999 Broad Based Employee Stock Option Plan (the 1999 Broad Based Plan) for our teammates. The total number of stock options initially available for grant under the 1999 Broad Based Plan was 1,500,000; provided, however, that no more than 20% of the shares of stock available under the 1999 Broad Based Plan may be awarded to the officers of the Company. With stockholder approval of the 2007 Plan in November 2007, as discussed above, no more grants will be made under the 1999 Broad Based Plan.

Table of Contents

INSIGHT ENTERPRISES, INC.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of our common stock as of April 30, 2009 (except as otherwise indicated) by (i) each person or entity known to us own beneficially more than 5% of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of the named executive officers and (iv) all directors and executive officers as a group.

	Shares of Common Stock Beneficially Owned [1]	
Name	**Number of Shares**	**Percent**
FMR LLC	5,109,196(2)	11.21%
AXA Financial, Inc. and affiliated entities	4,927,778(3)	10.80%
Dimensional Fund Advisors LP	3,649,089(4)	8.01%
Barclays Global Investors, N.A. and affiliated entities	3,410,493(5)	7.48%
Jennison Associates LLC	2,764,263(6)	6.06%
Richard A. Fennessy	1,033,370(7)	2.21%
Timothy A. Crown	352,667(8)	*
Mark T. McGrath	296,773(9)	*
Glynis A. Bryan	77,320(10)	*
Gary M. Glandon	77,118(11)	*
Stuart A. Fenton	53,467(12)	*
Robertson C. Jones	35,094(13)	*
Catherine W. Eckstein	18,331	*
Michael M. Fisher	15,594(14)	*
Larry A. Gunning	13,094(15)	*
Kathleen S. Pushor	12,701(16)	*
Bennett Dorrance	10,001(17)	*
Anthony A. Ibargüen	4,000	*
David J. Robino	3,335(18)	*

All directors and executive officers as a group (17 persons)	2,082,878(19)	4.41%

* Less than 1%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to securities. In accordance with SEC rules, a person is deemed to own beneficially any shares that such person has the right to acquire within 60 days of the date of determination of beneficial ownership. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge the persons or entities named in the table above have sole voting and

investment power with respect to all shares of common stock shown as beneficially owned by them.

(2) Share data based on information in a Schedule 13G filed on March 10, 2009 with the SEC by FMR LLC. As of February 28, 2009, the Schedule 13G indicates that FMR LLC had sole voting power with respect to 2,600 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 5,109,196 shares and shared dispositive power with respect to 0 shares. The address of FMR LLC is 82 Devonshire Street, Boston, MA 02109.

Table of Contents

INSIGHT ENTERPRISES, INC.

(3) Share data based on information in an amendment to a Schedule 13G filed on February 13, 2009 with the SEC by AXA Financial, Inc., AXA, The Mutuelles AXA and certain of their affiliated entities. As of December 31, 2008, the Schedule 13G indicates that AXA Rosenberg Investment Management LLC, AllianceBernstein and AXA Equitable Life Insurance had sole voting power as to 1,136,652 shares, 2,492,338 shares and 2,900 shares, respectively, and sole dispositive power as to 2,122,195 shares, 2,802,683 shares and 2,900 shares, respectively. The address for AXA Financial, Inc. is 1290 Avenue of the Americas, New York, New York 10104, the address for AXA is 25, avenue Matignon, 75008 Paris, France and the address for

The Mutuelles AXA is 26, rue Drouot, 75009 Paris, France.

(4) Share data based on information in an amendment to a Schedule 13G filed on February 9, 2009 with the SEC by Dimensional Fund Advisors LP. As of December 31, 2008, the Schedule 13G indicates that Dimensional Fund Advisors LP had sole voting power with respect to 3,536,434 shares and sole dispositive power with respect to 3,649,089 shares. The address of Dimensional Fund Advisors LP is Palisades West, Building One. 6300 Bee Cave Road, Austin, TX 78746.

(5) Share data based on information in a Schedule 13G filed on February 5, 2009 with the SEC by Barclays Global Investors, NA (Barclays Investors), Barclays Global Fund Advisors (Barclays Fund Advisors), Barclays Global

Investors, LTD (Barclays Investors Ltd.), Barclays Global Investors Japan Limited (Barclays Japan Limited), Barclays Global Investors Canada Limited (Barclays Canada Limited), Barclays Global Investors Australia Limited (Barclays Australia Limited) and Barclays Global Investors (Deutschland) AG (Barclays Global Investors AG). As of December 31, 2008, the Schedule 13G indicates that Barclays Investors has sole voting power as to 1,130,409 shares and sole dispositive power as to 1,322,211 shares, Barclays Fund Advisors has sole voting power as to 1,538,275 shares and sole dispositive power as to 2,057,203 shares, Barclays Investors Ltd. has sole dispositive power as to 1,670 shares and sole dispositive power as to 31,079 shares. The address for Barclays Investors and Barclays Fund Advisors is 400

Howard Street, San Francisco, CA 94105, the address for Barclays Investors Ltd. is Murray House, 1 Royal Mint Court, London, United Kingdom EC3N 4HH, the address for Barclays Japan Limited is Ebisu Prime Square Tower 8th Floor, 1-1-39 Hiroo Shibuya-Ku, Tokyo 150-8402 Japan. The address for Barclays Canada Limited is Brookfield Place 161 Bay Street, Suite 2500, PO Box 614, Toronto, Canada, Ontario M5J 2S1. The address for Barclays Australia Limited is Level 43, Grosvenor Place, 225 George Street, PO Box N43, Sydney, Australia, NSW 1220. The address for Barclays Global Investors AG is Apianstrasse 6, D-85774, Unterfohring, Germany.

(6) Share data based on information in a Schedule 13G filed on February 17, 2009 with the SEC by Jennison

Associates LLC. As of December 31, 2008, the Schedule 13G indicates that Jennison Associates LLC had sole voting power with respect to 2,713,363 shares and shared dispositive power with respect to 2,764,263 shares. The address of Jennison Associates LLC is 466 Lexington Avenue, New York, NY 10017.

(7) Includes 850,000 shares subject to options exercisable within 60 days of April 30, 2009.

(8) Includes 1,500 shares subject to restricted stock that will vest within 60 days of April 30, 2009.

(9) Includes 200,000 shares subject to options exercisable within 60 days of April 30, 2009.

(10) Includes 66,667 shares subject to options exercisable within 60 days of April 30, 2009.

(11) Includes 60,000 shares subject to options exercisable within 60 days of April 30, 2009.

(12) Includes 20,000 shares subject to options exercisable within 60 days of April 30, 2009.

(13) Includes 11,593 shares subject to options exercisable or restricted stock that will vest within 60 days of April 30, 2009.

(14) Includes 11,593 shares subject to options exercisable or restricted stock that will vest within 60 days of April 30, 2009.

(15) Includes 11,593 shares subject to options exercisable or restricted stock that will vest within 60 days of April 30, 2009.

(16) Includes 6,500 shares subject to options exercisable or restricted stock that will vest within 60 days of April 30, 2009.

(17)

Includes 4,000 shares subject to options exercisable or restricted stock that will vest within 60 days of April 30, 2009.

(18) Includes 1,834 shares subject to restricted stock that will vest within 60 days of April 30, 2009.

(19) Includes 1,294,030 shares subject to options exercisable or restricted stock that will vest within 60 days of April 30, 2009.

INSIGHT ENTERPRISES, INC.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

Transactions with Related Persons, Promoters and Certain Control Persons

Our written policy provides that any transaction with respect to a director or executive officer who is subject to the reporting requirements of Section 16(a) of the Exchange Act must be reviewed and approved, in advance, by the Audit Committee. Any such related party transactions will only be approved if the Audit Committee determines that such transaction will not impair the involved person s service to, and exercise of judgment on behalf of, the Company, or otherwise create a conflict of interest that would be detrimental to the Company.

Director Independence

The Board has determined that all of our directors, except for Mr. Fennessy, our President and Chief Executive Officer, meet the independence requirements of the Marketplace 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.

Item 14. ***Principal Accountant Fees and Services***

Our independent registered public accounting firm during the year ended December 31, 2008 was KPMG. KPMG has audited our consolidated financial statements since 1988.

Fees and Independence

Audit Fees. KPMG billed us an aggregate of $4,109,000 and $4,372,000 for professional services rendered for the audit of our consolidated financial statements, reviews of our consolidated financial statements included in our quarterly reports on Form 10-Q and statutory audits for foreign subsidiaries for the years ended December 31, 2008 and 2007, respectively.

Audit-Related Fees. Audit-related fees billed by KPMG for the year ended December 31, 2008 were $104,000 and included an audit in accordance with Statement on Auditing Standards No. 70 and a compliance audit of a United Kingdom contract. No audit related fees were paid to KPMG for the year ended December 31, 2007.

Tax Fees. Tax fees billed by KPMG for the years ended December 31, 2008 and 2007 of $104,000 and $84,000, respectively, include fees for services relating to tax compliance, expatriates and tax planning and advice, including assistance with tax audits.

All Other Fees. There were no other fees paid to KPMG for the years ended December 31, 2008 and 2007.

The Audit Committee has determined that the provision of services by KPMG described in the preceding paragraphs is compatible with maintaining KPMG s independence. All permissible non-audit services provided by KPMG in 2008 were pre-approved by the Audit Committee. In addition, no audit engagement hours were spent by people other than KPMG s full-time, permanent employees.

Pursuant to Section 202 of the Sarbanes-Oxley Act of 2002, our Audit Committee has approved all auditing and non-audit services performed to date and currently planned to be provided related to the fiscal year 2008 by our independent registered public accounting firm, KPMG. The services include the annual audit, quarterly reviews, statutory audits for foreign subsidiaries, issuances of consents related to SEC filings and certain tax compliance services.

The Audit Committee has adopted procedures for pre-approving all audit and permissible non-audit services provided by KPMG. For each non-audit service, as defined in the policy, performed by KPMG, an engagement letter confirming the scope and terms of the work to be performed is submitted to the Audit Committee for pre-approval. Any modification to an executed engagement letter must also be pre-approved by the Audit Committee. As permitted by Section 10A(i)(3) of the Exchange Act, the Audit Committee has delegated pre-approval authority to the Chair of the Audit Committee for all engagements under $100,000. The Chair of the Audit Committee must report any pre-approval decisions to the Audit Committee at its next regular quarterly meeting. All non-audit services provided by KPMG were pre-approved by the Audit Committee during 2008.

INSIGHT ENTERPRISES, INC.
PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a) Financial Statements and Schedules

The Consolidated Financial Statements of Insight Enterprises, Inc. and subsidiaries and the related Reports of Independent Registered Public Accounting Firm are filed herein as set forth under Part II, Item 8 of this report. Financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included in the Consolidated Financial Statements or notes thereto.

(b) Exhibits

The exhibits list in the Index to Exhibits immediately following the signature page is incorporated herein by reference as the list of exhibits required as part of this report.

Table of Contents

INSIGHT ENTERPRISES, INC.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INSIGHT ENTERPRISES, INC.

By: /s/ Richard A. Fennessy
Richard A. Fennessy
Chief Executive Officer

Dated: May 11, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Richard A. Fennessy Richard A. Fennessy	President, Chief Executive Officer and Director	May 11, 2009
/s/ Glynis A. Bryan Glynis A. Bryan	Chief Financial Officer (principal financial officer and principal accounting officer)	May 11, 2009
/s/ Timothy A. Crown* Timothy A. Crown	Chairman of the Board	May 11, 2009
/s/ Bennett Dorrance* Bennett Dorrance	Director	May 11, 2009
/s/ Michael M. Fisher* Michael M. Fisher	Director	May 11, 2009
/s/ Larry A. Gunning* Larry A. Gunning	Director	May 11, 2009
/s/ Robertson C. Jones* Robertson C. Jones	Director	May 11, 2009
/s/ Kathleen S. Pushor* Kathleen S. Pushor	Director	May 11, 2009
/s/ David J. Robino*	Director	May 11, 2009

David J. Robino

/s/ Anthony A. Ibargüen*	Director	May 11, 2009

Anthony Ibargüen

*** By: /s/ Steven R. Andrews**

Steven R. Andrews, Attorney in Fact

Table of Contents

INSIGHT ENTERPRISES, INC.
EXHIBITS TO FORM 10-K
YEAR ENDED DECEMBER 31, 2008
Commission File No. 0-25092
(Unless otherwise noted, exhibits are filed herewith.)

Exhibit No.	Description
3.1	Composite Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 of our annual report on Form 10-K for the year ended December 31, 2005).
3.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 of our current report on Form 8-K filed on January 14, 2008).
3.3	Form of Certificate of Designation of Series A Preferred Stock (incorporated by reference to Exhibit 5 of our Registration Statement on Form 8-A (no. 00-25092) filed on March 17, 1999).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of our Registration Statement on Form S-1 (No. 33-86142) declared effective January 24, 1995).
10.1(1)	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 of our annual report on Form 10-K for the year ended December 31, 2006).
10.2(2)	1998 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 of our Registration Statement on Form S-8 (No. 333-110915) declared effective December 4, 2004).
10.3(2)	1998 Employee Restricted Stock Plan (incorporated by reference to Exhibit 99.3 of our Form S-8 (No. 333-69113) filed on December 17, 1998).
10.4(2)	1998 Officer Restricted Stock Plan (incorporated by reference to Exhibit 99.2 of our Form S-8 (No. 333-69113) filed on December 17, 1998).
10.5(2)	1999 Broad Based Employee Stock Option Plan (incorporated by reference to Exhibit 10.14 of our annual report on Form 10-K for the year ended December 31, 1999).
10.6(2)	Executive Service Agreement between Insight Direct UK Limited and Stuart Fenton dated September 12, 2002 (incorporated by reference to Exhibit 10.31 of our annual report on Form 10-K for the year ended December 31, 2002).
10.7	Receivables Purchase Agreement dated as of December 31, 2002 among Insight Receivables, LLC, Insight Enterprises, Inc., Jupiter Securitization Corporation, Bank One NA (main office Chicago), and the entities party thereto from time to time as financial institutions (incorporated by reference to Exhibit 10.38 of our annual report on Form 10-K for the year ended December 31, 2002).
10.8	

	Amended and Restated Receivables Sale Agreement dated as of September 3, 2003 by and among Insight Direct USA, Inc. and Insight Public Sector, Inc. as originators, and Insight Receivables, LLC, as buyer (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended September 30, 2003).
10.9	Amendment No. 1 to Receivables Purchase Agreement dated as of September 3, 2003 among Insight Receivables, LLC, Insight Enterprises, Inc. and Jupiter Securitization Corporation, Bank One NA (incorporated by reference to Exhibit 10.2 of our quarterly report on Form 10-Q for the quarter ended September 30, 2003).
10.10	Amendment No. 2 to Receivables Purchase Agreement dated as of December 23, 2003 among Insight Receivables, LLC, Insight Enterprises, Inc. and Jupiter Securitization Corporation, Bank One NA (incorporated by reference to Exhibit 10.42 of our annual report on Form 10-K for the year ended December 31, 2003).
10.11(2)	Employment Agreement between Insight Enterprises, Inc. and Karen K. McGinnis dated as of and effective October 15, 2004 (incorporated by reference to Exhibit 10.2 of our quarterly report on Form 10-Q for the quarter ended September 30, 2004).
10.12(2)	Employment Agreement between Insight Enterprises, Inc. and Richard A. Fennessy dated as of October 24, 2004, effective November 15, 2004 (incorporated by reference to Exhibit 99.1 of our current report on Form 8-K filed on October 28, 2004).
10.13(2)	First Amendment to Employment Agreement between Insight Enterprises, Inc. and Timothy A. Crown dated as of March 4, 2005 and effective March 1, 2005 (incorporated by reference to Items 1.01 and 1.02 of our current report on Form 8-K filed on March 10, 2005).

Table of Contents

INSIGHT ENTERPRISES, INC.
EXHIBITS TO FORM 10-K (continued)
YEAR ENDED DECEMBER 31, 2008
Commission File No. 0-25092

Exhibit No.	Description
10.14(2)	Amendment to Executive Service Agreement between Insight Direct (UK) and Stuart Fenton dated as of March 1, 2005 and effective July 1, 2004 (incorporated by reference to Exhibit 10.25 of our annual report on Form 10-K for the year ended December 31, 2004).
10.15(2)	First Amendment to Employment Agreement between Insight Enterprises, Inc. and Karen K. McGinnis dated as of April 26, 2005 and effective January 1, 2005 (incorporated by reference to Exhibit 10.3 of our quarterly report on Form 10-Q for the quarter ended March 31, 2005).
10.16	Amendment No. 5 to Receivables Purchase Agreement dated as of March 25, 2005 among Insight Receivables, LLC (the Seller), Insight Enterprises, Inc. (the Servicer), JP Morgan Chase Bank N.A. (successor by merger to Bank One, NA (Main Office Chicago)), as a Financial Institution and as Agent (in its capacity as Agent, the Agent), and Jupiter Securitization Corporation (Jupiter) (incorporated by reference to Exhibit 10.4 of our quarterly report on Form 10-Q for the quarter ended March 31, 2005).
10.17(2)	Employment Agreement between Insight Direct USA, Inc. and Mark McGrath dated as of May 15, 2005 to be effective May 23, 2005 (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on May 19, 2005).
10.18	Amendment No. 6 to Receivables Purchase Agreement dated as of December 19, 2005 among Insight Receivables, LLC (the Seller), Insight Enterprises, Inc. (the Servicer), JP Morgan Chase Bank N.A. (successor by merger to Bank One, NA (Main Office Chicago)), as a Financial Institution and as Agent (in its capacity as Agent, the Agent), and Jupiter Securitization Corporation (Jupiter) (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on December 22, 2005).
10.19	Stock Purchase Agreement, dated as of June 14, 2006, by and among Teletech Holdings, Inc., Insight Enterprises, Inc. and Direct Alliance Corporation (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on June 15, 2006).
10.20	Stock Purchase Agreement, dated as of July 20, 2006, by and among Insight Enterprises, Inc., Level 3 Communications, Inc. and Technology Spectrum Inc. (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on July 21, 2006).
10.21	Amendment No. 7 to Receivables Purchase Agreement, dated as of September 7, 2006, among Insight Receivables, LLC, Insight Enterprises, Inc., JPMorgan Chase Bank, N.A. (successor by merger to Bank One, NA (Main Office Chicago)), as a Financial Institution and as Agent, and Jupiter Securitization Company LLC (formerly Jupiter Securitization Corporation) (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on September 8, 2006).

144

INSIGHT ENTERPRISES, INC.
EXHIBITS TO FORM 10-K (continued)
YEAR ENDED DECEMBER 31, 2008
Commission File No. 0-25092

Exhibit No.	Description
10.22(2)	Stanley Laybourne Retirement/Termination Program Summary of Key Terms. (incorporated by reference to Exhibit 10.30 of our annual report on Form 10-K for the year ended December 31, 2006).
10.23(2)	Employment Agreement between Insight Enterprises, Inc. and Steven R. Andrews dated September 12, 2007 (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended September 30, 2007).
10.24(2)	Employment Agreement between Insight Enterprises, Inc. and Glynis A. Bryan dated December 16, 2007 (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on November 21, 2007).
10.24.1(2)	Offer letter between Insight Enterprises, Inc. and Glynis A. Bryan dated November 16, 2007 (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on November 21, 2007).
10.25(2)	2007 Omnibus Plan (incorporated by reference to Annex A of our Proxy Statement filed on October 9, 2007).
10.26	Agreement and Plan of Merger, dated as of January 24, 2008, by and among Insight Enterprises, Inc., Insight Networking Services, LLC, and Calence, LLC (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on January 28, 2008).
10.27	Support Agreement, dated January 24, 2008 among Insight Enterprises, Inc., Avnet, Inc., Calence Holdings, Inc., Michael F. Fong, Timothy J. Porthouse, Richard J. Lesniak, Jr., Mary Donna Rives Lesniak, The Richard J. Lesniak Revocable Trust and the Mary Donna Lesniak Irrevocable Trust (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on January 28, 2008).
10.28	Second Amended and Restated Credit Agreement, dated as of April 1, 2008, among Insight Enterprises, Inc., the European Borrowers from time to time party thereto, the Lenders party thereto, J.P. Morgan Europe Limited, as European Agent, Wells Fargo Bank, National Association and U.S. Bank, National Association, as Co-Syndication Agents, and JPMorgan Chase Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on April 4, 2008).
10.29	Amendment No. 1 to Second Amended and Restated Credit Agreement dated as of September 17, 2008 (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on September 23, 2008).
10.30	Separation and General Release Agreement by and between Insight Enterprises, Inc. and Stanley Laybourne dated as of May 1, 2007 (incorporated by reference to Exhibit 10.1 of

our quarterly report on Form 10-Q for the quarter ended June 30, 2008).

10.31	Employment Agreement between Insight Enterprises, Inc. and Catherine Eckstein, effective as of January 12, 2007 (incorporated by reference to Exhibit 10.2 of our quarterly report on Form 10-Q for the quarter ended June 30, 2008).
10.32	Release and Severance Agreement between Insight Enterprises, Inc. and Catherine Eckstein (incorporated by reference to Exhibit 10.3 of our quarterly report on Form 10-Q for the quarter ended June 30, 2008).
10.33	Employment Agreement between Insight Enterprises, Inc. and Gary Glandon, effective as of January 12, 2007 (incorporated by reference to Exhibit 10.4 of our quarterly report on Form 10-Q for the quarter ended June 30, 2008).
10.34	Credit Agreement among Castle Pines Capital LLC, as an Administrative Agent, Wells Fargo Foothill, LLC as an Administrative Agent, as Syndication Agent and as Collateral Agent and Castle Pines Capital LLC and the other lenders party thereto and Calence, LLC, Insight Direct USA, Inc. as Resellers (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on September 23, 2008).
10.35	Amendment No. 9 to Receivables Purchase Agreement dated as of September 17, 2008 among Insight Receivables, LLC, Insight Enterprises, Inc., JPMorgan Chase Bank, N.A. as Agent and JS Siloed Trust as assignee of Jupiter Securitization Company LLC (incorporated by reference to Exhibit 10.3 of our current report on Form 8-K filed on September 23, 2008).

Table of Contents

INSIGHT ENTERPRISES, INC.
EXHIBITS TO FORM 10-K (continued)
YEAR ENDED DECEMBER 31, 2008
Commission File No. 0-25092

Exhibit No.	Description
10.36	First Amendment to 2007 Omnibus Plan (incorporated by reference to Exhibit 10.4 of our quarterly report on Form 10-Q for the quarter ended September 30, 2008).
10.37	Executive Management Separation Plan effective as of January 1, 2008 (incorporated by reference to Exhibit 10.5 for our current report on Form 10-Q for the quarter ended September 30, 2008).
10.38	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Richard A. Fennessy dated as of January 1, 2009 (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed on January 7, 2009).
10.39	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Mark T. McGrath dated as of January 1, 2009 (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed on January 7, 2009).
10.40	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Glynis A. Bryan dated as of January 1, 2009 (incorporated by reference to Exhibit 10.3 of our current report on Form 8-K filed January 7, 2009).
10.41	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Steven R. Andrews dated as of January 1, 2009 (incorporated by reference to Exhibit 10.4 of our current report on Form 8-K filed on January 7, 2009).
10.42	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Gary M. Glandon dated as of January 1, 2009 (incorporated by reference to Exhibit 10.5 of our current report on Form 8-K filed on January 7, 2009).
10.43	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Karen K. McGinnis dated as of January 1, 2009 (incorporated by reference to Exhibit 10.6 of our current report on Form 8-K filed on January 7, 2009).
10.44	Amended and Restated Employment Agreement between Insight Enterprises, Inc. and Stephen A. Speidel dated as of January 1, 2009 (incorporated by reference to Exhibit 10.7 of our current report on Form 8-K filed on January 7, 2009).
21	Subsidiaries of the Registrant.
23.1	Consent of KPMG LLP.
24.1	Power of Attorney for Timothy A. Crown dated May 4, 2009.
24.2	Power of Attorney for Bennett Dorrance dated May 4, 2009.

24.3	Power of Attorney for Michael M. Fisher dated May 4, 2009.
24.4	Power of Attorney for Larry A. Gunning dated May 4, 2009.
24.5	Power of Attorney for Anthony A. Ibargüen dated May 4, 2009.
24.6	Power of Attorney for Robertson C. Jones dated May 4, 2009.
24.7	Power of Attorney for Kathleen S. Pushor dated May 4, 2009.
24.8	Power of Attorney for David J. Robino dated May 4, 2009.
31.1	Certification of Chief Executive Officer Pursuant to Securities and Exchange Act Rule 13a-14, as Adopted Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Securities and Exchange Act Rule 13a-14, as Adopted Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002.

(1) We have entered into a separate indemnification agreement with each of the following directors and executive officers that differ only in names and dates: Steven R. Andrews, Glynis A. Bryan, Timothy A. Crown, Bennett Dorrance, Richard A. Fennessy, Michael M. Fisher, Larry A. Gunning, Anthony A. Ibargüen, Helen K. Johnson, Robertson C. Jones, Kathleen S. Pushor, David J. Robino and

Stephen A. Speidel. Pursuant to the instructions accompanying Item 601 of Regulation S-K, the Registrant is filing the form of such indemnification agreement.

(2) Management contract or compensatory plan or arrangement.

146