

INSPERITY, INC.  
Form 8-K  
May 17, 2012

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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 15, 2012

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

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

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under The Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under The Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 15, 2012, Insperty, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) at its corporate headquarters in Kingwood, Texas. The results of the matters submitted to a vote of the stockholders at the Annual Meeting were as follows:

(i) To elect the persons named below as Class II directors for a term expiring at the annual meeting of stockholders in 2015 or until their respective successors have been duly elected and qualified:

| Director        | For        | Withheld  | Broker Non-Votes |
|-----------------|------------|-----------|------------------|
| Paul J. Sarvadi | 20,980,410 | 1,232,492 | 1,564,379        |
| Austin P. Young | 20,873,222 | 1,339,680 | 1,564,379        |

(ii) To approve the Insperty, Inc. 2012 Incentive Plan:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 16,873,734 | 5,333,251 | 5,917   | 1,564,379        |

(iii) Advisory vote to approve the Company’s executive compensation:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 18,115,192 | 4,088,032 | 9,678   | 1,564,379        |

(iv) To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2012:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 22,660,788 | 1,109,234 | 7,259   | N/A              |

SIGNATURES

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

INSPERITY, INC.

By:

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

Date: May 17, 2012

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