INSIGHT ENTERPRISES INC
Form 10-Q
October 30, 2014
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

# FORM 10-Q

**(Mark One)**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended: September 30, 2014**

**OR**

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from __________ to __________**

**Commission File Number: 0-25092**

**INSIGHT ENTERPRISES, INC.**

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **86-0766246** |
| **(State or other jurisdiction of** | **(I.R.S. Employer** |
| **incorporation or organization)** | **Identification Number)** |
| **6820 South Harl Avenue, Tempe, Arizona** | **85283** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(480) 333-3000**

**(Registrant s telephone number, including area code)**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

| | |
|---|---|
| Large accelerated filer x | Accelerated filer ¨ |
| Non-accelerated filer ¨ (Do not check if a smaller reporting company) | Smaller reporting company ¨ |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The number of shares outstanding of the issuer s common stock as of October 24, 2014 was 40,974,771.

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# INSIGHT ENTERPRISES, INC.

## QUARTERLY REPORT ON FORM 10-Q

## Three Months Ended September 30, 2014

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**INSIGHT ENTERPRISES, INC.**

**FORWARD-LOOKING INFORMATION**

Certain statements in this Quarterly Report on Form 10-Q, including statements in Management s Discussion and Analysis of Financial Condition and Results of Operations in Part I, Item 2 of this report, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include: projections of matters that affect net sales, gross profit, operating expenses, earnings from operations, non-operating income and expenses, net earnings or cash flows; our working capital needs; the expected effects of seasonality on our business; our intentions concerning the payment of dividends; projections of capital expenditures in 2014; the sufficiency of our capital resources and the availability of financing and our needs or plans relating thereto; the effect of new accounting principles or changes in accounting policies; our compliance with financial debt covenants; the effect of indemnification obligations; statements related to accounting estimates; our positions and strategies with respect to ongoing and threatened litigation; our intention not to repatriate certain foreign undistributed earnings where management considers those earnings to be reinvested indefinitely and plans for the use of such cash; our plans to use cash flow from operations for working capital, to pay down debt, make capital expenditures, repurchase shares of our common stock, and fund acquisitions; our exposure to off-balance sheet arrangements; statements of belief; and statements of assumptions underlying any of the foregoing. Forward-looking statements are identified by such words as believe, anticipate, expect, estimate, intend, plan, project, will variations of such words and similar expressions and are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. There can be no assurances that results described in forward-looking statements will be achieved, and actual results could differ materially from those suggested by the forward-looking statements. Some of the important factors that could cause our actual results to differ materially from those projected in any forward-looking statements include, but are not limited to, the following:

- our reliance on partners for product availability and competitive products to sell as well as our competition with our partners;
- our reliance on partners for marketing funds and purchasing incentives;
- changes in the IT industry and/or rapid changes in technology;
- disruptions in our IT systems and voice and data networks, including risks and costs associated with the integration and upgrade of our IT systems;
- actions of our competitors, including manufacturers and publishers of products we sell;
- failure to comply with the terms and conditions of our commercial and public sector contracts;

- the security of our electronic and other confidential information;
- general economic conditions;
- our dependence on certain personnel;
- the variability of our net sales and gross profit;
- the integration and operation of acquired businesses, including our ability to achieve expected benefits of the acquisitions;
- the risks associated with our international operations;
- exposure to changes in, interpretations of, or enforcement trends related to tax rules and regulations; and
- intellectual property infringement claims and challenges to our registered trademarks and trade names.

Additionally, there may be other risks that are otherwise described from time to time in the reports that we file with the Securities and Exchange Commission. Any forward-looking statements in this report should be considered in light of various important factors, including the risks and uncertainties listed above, as well as others. We assume no obligation to update, and, except as may be required by law, do not intend to update, any forward-looking statements. We do not endorse any projections regarding future performance that may be made by third parties.

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**INSIGHT ENTERPRISES, INC.**

**CONSOLIDATED BALANCE SHEETS**

**(in thousands, except per share data)**

**(unaudited)**

| | September 30, 2014 | December 31, 2013 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 127,102 | $ 126,817 |
| Accounts receivable, net of allowance for doubtful accounts of $18,978 and $19,908, respectively | 1,037,173 | 1,257,910 |
| Inventories | 128,983 | 97,268 |
| Inventories not available for sale | 39,046 | 38,705 |
| Deferred income taxes | 16,600 | 16,436 |
| Other current assets | 67,974 | 57,528 |
| Total current assets | 1,416,878 | 1,594,664 |
| Property and equipment, net of accumulated depreciation of $267,211 and $250,412, respectively | 110,965 | 132,820 |
| Goodwill | 26,257 | 26,257 |
| Intangible assets, net of accumulated amortization of $85,045 and $78,430, respectively | 26,700 | 35,765 |
| Deferred income taxes | 58,589 | 58,651 |
| Other assets | 16,219 | 19,561 |
| | $ 1,655,608 | $ 1,867,718 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | $ 673,528 | $ 850,951 |
| Accrued expenses and other current liabilities | 115,286 | 156,491 |
| Current portion of long-term debt | 914 | 217 |
| Deferred revenue | 52,327 | 44,146 |
| Total current liabilities | 842,055 | 1,051,805 |
| Long-term debt | 53,591 | 66,949 |
| Deferred income taxes | 959 | 443 |
| Other liabilities | 22,884 | 31,603 |

| | | |
|---|---|---|
| | 919,489 | 1,150,800 |
| Commitments and contingencies | | |
| Stockholders equity: | | |
| Preferred stock, $0.01 par value, 3,000 shares authorized; no shares issued | | |
| Common stock, $0.01 par value, 100,000 shares authorized; 40,974 shares at September 30, 2014 and 42,023 shares at December 31, 2013 issued and outstanding | 410 | 420 |
| Additional paid-in capital | 342,772 | 348,703 |
| Retained earnings | 390,971 | 353,854 |
| Accumulated other comprehensive income foreign currency translation adjustments | 1,966 | 13,941 |
| Total stockholders equity | 736,119 | 716,918 |
| | $ 1,655,608 | $ 1,867,718 |

See accompanying notes to consolidated financial statements.

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**INSIGHT ENTERPRISES, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**(in thousands, except per share data)**

**(unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Net sales | $ 1,237,668 | $ 1,151,020 | $ 3,870,095 | $ 3,749,189 |
| Costs of goods sold | 1,065,848 | 982,352 | 3,339,931 | 3,231,457 |
| Gross profit | 171,820 | 168,668 | 530,164 | 517,732 |
| Operating expenses: | | | | |
| Selling and administrative expenses | 143,134 | 139,965 | 433,373 | 424,111 |
| Severance and restructuring expenses | 308 | 2,424 | 955 | 8,327 |
| Earnings from operations | 28,378 | 26,279 | 95,836 | 85,294 |
| Non-operating (income) expense: | | | | |
| Interest income | (229) | (322) | (811) | (971) |
| Interest expense | 1,594 | 1,603 | 4,553 | 4,777 |
| Net foreign currency exchange loss (gain) | 238 | 474 | 1,195 | (251) |
| Other expense, net | 369 | 364 | 1,061 | 1,080 |
| Earnings before income taxes | 26,406 | 24,160 | 89,838 | 80,659 |
| Income tax expense | 9,004 | 9,135 | 33,637 | 30,045 |
| Net earnings | $ 17,402 | $ 15,025 | $ 56,201 | $ 50,614 |
| Net earnings per share: | | | | |
| Basic | $ 0.42 | $ 0.35 | $ 1.36 | $ 1.17 |
| Diluted | $ 0.42 | $ 0.35 | $ 1.36 | $ 1.16 |
| Shares used in per share calculations: | | | | |
| Basic | 40,972 | 42,334 | 41,185 | 43,289 |
| Diluted | 41,270 | 42,577 | 41,472 | 43,555 |

See accompanying notes to consolidated financial statements.

**INSIGHT ENTERPRISES, INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(in thousands)**

**(unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2014** | **2013** | **2014** | **2013** |
| Net earnings | $ 17,402 | $ 15,025 | $ 56,201 | $ 50,614 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation adjustments | (16,452) | 9,712 | (11,975) | (4,310) |
| Total comprehensive income | $ 950 | $ 24,737 | $ 44,226 | $ 46,304 |

See accompanying notes to consolidated financial statements.

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**INSIGHT ENTERPRISES, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(in thousands)**

**(unaudited)**

| | Nine Months Ended September 30, 2014 | 2013 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net earnings | $ 56,201 | $ 50,614 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation and amortization | 30,648 | 31,337 |
| Non-cash real estate impairment | 4,558 | |
| Provision for losses on accounts receivable | 3,235 | 4,118 |
| Write-downs of inventories | 2,028 | 3,120 |
| Write-off of property and equipment | 531 | 338 |
| Non-cash stock-based compensation | 5,861 | 4,911 |
| Excess tax benefit from employee gains on stock-based compensation | (438) | (763) |
| Deferred income taxes | 447 | 4,676 |
| Changes in assets and liabilities: | | |
| Decrease in accounts receivable | 201,258 | 367,799 |
| Increase in inventories | (34,628) | (16,270) |
| Increase in other current assets | (9,056) | (20,702) |
| Decrease (increase) in other assets | 3,203 | (2,998) |
| Decrease in accounts payable | (177,627) | (329,428) |
| Increase in deferred revenue | 8,986 | 3,583 |
| Decrease in accrued expenses and other liabilities | (47,411) | (33,759) |
| Net cash provided by operating activities | 47,796 | 66,576 |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (7,983) | (14,145) |
| Net cash used in investing activities | (7,983) | (14,145) |
| Cash flows from financing activities: | | |
| Borrowings on senior revolving credit facility | 399,492 | 778,828 |
| Repayments on senior revolving credit facility | (398,992) | (801,828) |
| Borrowings on accounts receivable securitization financing facility | 708,070 | 637,000 |
| Repayments on accounts receivable securitization financing facility | (723,070) | (606,000) |
| Borrowings under other financing agreements | 2,002 | |
| Payments on capital lease obligation | (163) | (617) |
| Net borrowings (repayments) under inventory financing facility | 10,408 | (19,946) |

| | | | | |
|---|---|---|---|---|
| Payment of deferred financing fees | | (277) | | |
| Excess tax benefit from employee gains on stock-based compensation | | 438 | | 763 |
| Payment of payroll taxes on stock-based compensation through shares withheld | | (1,662) | | (2,756) |
| Repurchases of common stock | | (29,652) | | (50,000) |
| Net cash used in financing activities | | (33,406) | | (64,556) |
| Foreign currency exchange effect on cash balances | | (6,122) | | (4,962) |
| Increase (decrease) in cash and cash equivalents | | 285 | | (17,087) |
| Cash and cash equivalents at beginning of period | | 126,817 | | 152,119 |
| Cash and cash equivalents at end of period | $ | 127,102 | $ | 135,032 |

See accompanying notes to consolidated financial statements.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**1. Basis of Presentation and Recently Issued Accounting Pronouncements**

We are a leading technology provider of hardware, software and service solutions to business and government clients in North America, Europe, the Middle East, Africa and Asia-Pacific. The Company is organized in the following three operating segments, which are primarily defined by their related geographies:

| Operating Segment | Geography |
|---|---|
| North America | United States and Canada |
| EMEA | Europe, Middle East and Africa |
| APAC | Asia-Pacific |

Our offerings in North America and select countries in EMEA include hardware, software and services. Our offerings in the remainder of our EMEA segment and in APAC are almost entirely software and select software-related services.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly our financial position as of September 30, 2014, our results of operations for the three and nine months ended September 30, 2014 and 2013 and our cash flows for the nine months ended September 30, 2014 and 2013. The consolidated balance sheet as of December 31, 2013 was derived from the audited consolidated balance sheet at such date. The accompanying unaudited consolidated financial statements and notes have been prepared in accordance with the rules and regulations promulgated by the Securities and Exchange Commission and consequently do not include all of the disclosures normally required by United States generally accepted accounting principles ( GAAP ).

The results of operations for interim periods are not necessarily indicative of results for the full year, due in part to the seasonal nature of our business. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including the related notes thereto, in our Annual Report on Form 10-K for the year ended December 31, 2013.

The consolidated financial statements include the accounts of Insight Enterprises, Inc. and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. References to the Company, Insight, we, us, our and other similar words refer to Insight Enterprises, Inc. and its consolidate subsidiaries, unless the context suggests otherwise.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Additionally, these estimates and assumptions affect the reported amounts of net sales and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, we evaluate our estimates, including those related to sales recognition, anticipated achievement levels under partner funding programs, assumptions related to stock-based compensation valuation, allowances for doubtful accounts, valuation of inventories, litigation-related contingencies, valuation allowances for deferred tax assets and impairment of long-lived assets, including purchased intangibles and goodwill, if indicators of potential impairment exist.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

*Recently Issued Accounting Pronouncements*

On May 28, 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09, Revenue from Contracts with Customers. ASU 2014-09 was issued as the culmination of the joint project between the FASB and the International Accounting Standards Board ( IASB ) to clarify the principles for recognizing revenue and to develop a common revenue standard for GAAP and International Financial Reporting Standards. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for the fiscal year beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. An entity may choose to adopt the new standard either retrospectively or through a cumulative effect adjustment as of the start of the first period for which it applies the new standard. We are in the process of determining the effect that the adoption of ASU 2014-09 will have on our consolidated financial statements and disclosures and have not yet selected our planned transition approach.

In July 2013, the FASB issued ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. ASU 2013-11 clarifies guidance and eliminates diversity in practice on the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. This new guidance became effective for annual reporting periods beginning after December 15, 2013 and subsequent interim periods. We applied the requirements of ASU 2013-11 prospectively beginning January 1, 2014, which resulted in a decrease to noncurrent deferred tax assets and a decrease to noncurrent reserves for uncertain tax positions of approximately $1,076,000 as of September 30, 2014. Had we applied the requirements of ASU 2013-11 retrospectively to the December 31, 2013 consolidated balance sheet, the effect would have been materially the same.

There have been no other material changes or additions to the recently issued accounting pronouncements as previously reported in Note 1 to our Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 that affect or may affect our financial statements.

**2. Net Earnings Per Share ( EPS )**

Basic EPS is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted EPS is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding restricted stock units. A reconciliation of the denominators of the basic and diluted EPS calculations follows (in thousands, except per share data):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2014** | **2013** | **2014** | **2013** |
| Numerator: | | | | |
| Net earnings | $ 17,402 | $ 15,025 | $ 56,201 | $ 50,614 |
| Denominator: | | | | |
| Weighted average shares used to compute basic EPS | 40,972 | 42,334 | 41,185 | 43,289 |
| Dilutive potential common shares due to dilutive restricted stock units, net of tax effect | 298 | 243 | 287 | 266 |
| Weighted average shares used to compute diluted EPS | 41,270 | 42,577 | 41,472 | 43,555 |
| Net earnings per share: | | | | |
| Basic | $ 0.42 | $ 0.35 | $ 1.36 | $ 1.17 |
| Diluted | $ 0.42 | $ 0.35 | $ 1.36 | $ 1.16 |

For the three months ended September 30, 2014 and 2013, 5,000 and 2,000, respectively, of our restricted stock units were not included in the diluted EPS calculations because their inclusion would have been anti-dilutive. For the nine months ended September 30, 2014 and 2013, the excluded restricted stock units were 23,000 and 235,000, respectively. These share-based awards could be dilutive in the future.

**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 3. Debt, Inventory Financing Facility, Capital Lease and Other Financing Obligations

*Debt*

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

| | September 30, 2014 | December 31, 2013 |
|---|---|---|
| Senior revolving credit facility | $ 17,000 | $ 16,500 |
| Accounts receivable securitization financing facility | 35,000 | 50,000 |
| Capital lease and other financing obligations | 2,505 | 666 |
| Total | 54,505 | 67,166 |
| Less: current portion of capital lease and other financing obligations | (914) | (217) |
| Less: current portion of revolving credit facilities | | |
| Long-term debt | $ 53,591 | $ 66,949 |

Our senior revolving credit facility ( revolving facility ) has an aggregate U.S. dollar equivalent maximum borrowing capacity of $350,000,000. The revolving facility matures April 26, 2017, is guaranteed by the Company s material domestic subsidiaries and is secured by a lien on substantially all of the Company s and each guarantor s assets. The balance of $17,000,000 outstanding at September 30, 2014 was borrowed under the prime rate option at 3.25% per annum. As of September 30, 2014, $333,000,000 was available under the revolving facility. See Debt Covenants below.

On June 25, 2014, we entered into an amendment to our accounts receivable securitization financing facility (the ABS facility ) to extend the maturity date from April 24, 2015 to June 30, 2017, to change the administrative agent and to modify fees for unused capacity under the facility. The maximum borrowing capacity of the ABS facility remained unchanged at $200,000,000. While the ABS facility has a stated maximum amount, the actual availability under the ABS facility is limited by the quantity and quality of the underlying accounts receivable. Under the ABS facility, the floating interest rate applicable at September 30, 2014 was 1.06% per annum. As of September 30, 2014, qualified receivables were sufficient to permit access to the full $200,000,000 facility amount, of which $35,000,000 was outstanding. See Debt Covenants below.

*Debt Covenants*

Our revolving facility and our ABS facility contain various covenants customary for transactions of this type, including limitations on the payment of dividends and the requirement that we comply with maximum leverage, minimum fixed charge and minimum 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. At September 30, 2014, we were in compliance with all such covenants.

Our consolidated debt balance that can be outstanding at the end of any fiscal quarter under our revolving facility and our 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 sum of our trailing twelve month net earnings (loss) plus (i) interest expense, excluding non-cash imputed interest on our inventory financing facility, (ii) income tax expense (benefit), (iii) depreciation and amortization and (iv) non-cash stock-based compensation ( adjusted earnings ). The maximum leverage ratio permitted under the agreements is 2.75 times trailing twelve-month adjusted earnings. A significant drop in our adjusted earnings would limit the amount of indebtedness that could be outstanding at the end of any fiscal quarter to a level that would be below our combined facility maximum amount. Based on our maximum leverage ratio as of September 30, 2014, our consolidated debt balance that could have been outstanding under our revolving facility and our ABS facility was reduced from the maximum borrowing capacity of $550,000,000 to $495,528,000, of which $52,000,000 was outstanding at September 30, 2014.

**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

*Inventory Financing Facility*

Our inventory financing facility has a maximum borrowing capacity of $200,000,000 and matures on April 26, 2017. As of September 30, 2014 and December 31, 2013, $125,660,000 and $115,252,000, respectively, was included in accounts payable within our consolidated balance sheets related to our inventory financing facility.

*Capital Lease and Other Financing Obligations*

The present value of minimum lease payments under our capital lease, which expires on December 31, 2016, is included in our current and long-term debt balances as summarized in the table above.

From time to time, we also enter into other financing agreements with financial intermediaries to facilitate the purchase of products from certain vendors. At September 30, 2014, amounts owed under other financing agreements of $2,002,000, which are payable in installments through August 2016, are included in our current and long-term debt balances as summarized in the table above.

**4. Severance and Restructuring Activities**

*Severance Costs Expensed for 2014 Resource Actions*

During the three months ended September 30, 2014, North America and EMEA recorded severance expense totaling $177,000 and $288,000, respectively, and APAC recorded a reduction to severance and restructuring expenses of $3,000 due to a change in estimate as cash payments were made. During the nine months ended September 30, 2014, North America, EMEA and APAC recorded severance expense totaling $701,000, $1,157,000 and $106,000, respectively, related to 2014 resource actions. These charges were associated with severance for the elimination of certain positions based on a re-alignment of roles and responsibilities.

The following table details the 2014 activity and the outstanding obligations related to the 2014 resource actions as of September 30, 2014 (in thousands):

| | North America | EMEA | APAC | Consolidated |
|---|---|---|---|---|
| Severance costs | $ 701 | $ 1,157 | $ 106 | $ 1,964 |
| Foreign currency translation adjustments | (13) | (40) | | (53) |
| Cash payments | (520) | (776) | (106) | (1,402) |
| Balance at September 30, 2014 | $ 168 | $ 341 | $ | $ 509 |

The remaining outstanding obligations are expected to be paid during the next 12 months and are therefore included in accrued expenses and other current liabilities.

*Severance Costs Expensed for 2013 Resource Actions*

During the year ended December 31, 2013, North America and EMEA recorded severance expense totaling $3,429,000 and $9,603,000, respectively, relating to 2013 resource actions. The charges related to a continued review of resource needs in North America and significant restructuring activities in EMEA, primarily in the United Kingdom and Germany, as we worked to rationalize our selling and administrative expenses in EMEA.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

The following table details the 2014 activity and the outstanding obligations related to the 2013 resource actions as of September 30, 2014 (in thousands):

| | North America | EMEA | Consolidated |
|---|---|---|---|
| Balance at December 31, 2013 | $ 1,223 | $ 2,910 | $ 4,133 |
| Foreign currency translation adjustments | (11) | (33) | (44) |
| Adjustments | (235) | (377) | (612) |
| Cash payments | (685) | (2,087) | (2,772) |
| Balance at September 30, 2014 | $ 292 | $ 413 | $ 705 |

In North America and EMEA, adjustments were recorded to decrease severance and restructuring expense and the related severance accrual during the nine months ended September 30, 2014 due to changes in estimates as cash payments were made. The remaining outstanding obligations are expected to be paid during the next 12 months and are therefore included in accrued expenses and other current liabilities.

*Severance Costs Expensed for 2012 Resource Actions*

During the year ended December 31, 2012, North America and EMEA recorded severance expense totaling $3,022,000 and $3,973,000, respectively, associated with severance for the elimination of certain positions based on a re-alignment of roles and responsibilities. As of December 31, 2013, the total remaining obligations recorded in our North America and EMEA segments related to these resource actions were approximately $487,000 and $337,000, respectively. During the nine months ended September 30, 2014, adjustments totaling $301,000 and $96,000 were recorded in North America and EMEA, respectively, to decrease severance and restructuring expense and the related severance accrual due to changes in estimates of the remaining payouts. The outstanding obligations as of September 30, 2014 of $186,000 and $44,000 in North America and EMEA, respectively, are expected to be paid during the next 12 months and are therefore included in accrued expenses and other current liabilities.

**5. Stock-Based Compensation**

By operating segment, we recorded the following pre-tax amounts for stock-based compensation, net of estimated forfeitures, related to restricted stock units ( RSUs ) in selling and administrative expenses in our consolidated financial statements (in thousands):

| | Three Months Ended September 30, | Nine Months Ended September 30, |
|---|---|---|

| | 2014 | 2013 | 2014 | 2013 |
|---|---|---|---|---|
| North America | $ 1,671 | $ 1,287 | $ 4,510 | $ 3,862 |
| EMEA | 433 | (34) | 1,151 | 864 |
| APAC | 73 | 63 | 200 | 185 |
| Total Consolidated | $ 2,177 | $ 1,316 | $ 5,861 | $ 4,911 |

As of September 30, 2014, total compensation cost not yet recognized related to nonvested RSUs is $14,760,000, which is expected to be recognized over the next 1.37 years on a weighted-average basis. Stock-based compensation expense in EMEA for the three months ended September 30, 2013 was negative due to the reversal of previously recognized compensation cost on RSUs forfeited by the former president of EMEA upon his separation from the Company, effective September 1, 2013, prior to the completion of the requisite service period.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

The following table summarizes our RSU activity during the nine months ended September 30, 2014:

| | Number | Weighted Average Grant Date Fair Value | Fair Value |
|---|---|---|---|
| Nonvested at January 1, 2014 | 811,565 | $ 19.91 | |
| Granted[a] | 473,279 | 23.48 | |
| Vested, including shares withheld to cover taxes | (294,390) | 19.55 | $ 7,033,330[b] |
| Forfeited | (46,961) | 20.52 | |
| Nonvested at September 30, 2014[a] | 943,493 | 21.70 | $ 21,351,247[c] |
| Expected to vest | 846,035 | | $ 19,145,772[c] |

(a) Includes 144,521 RSUs subject to remaining performance conditions. The number of RSUs ultimately awarded under the performance-based RSUs varies based on whether we achieve certain financial results for 2014.

(b) The fair value of vested 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 RSUs had all such holders sold their underlying shares on that date.

(c) The aggregate fair value represents the total pre-tax fair value, based on our closing stock price of $22.63 as of September 30, 2014, which would have been received by holders of RSUs had all such holders sold their underlying shares on that date.

During the nine months ended September 30, 2014 and 2013, the 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 obligations for the applicable income and other employment taxes and remitted the corresponding cash amount to the appropriate taxing authorities. The total shares withheld during the nine months ended September 30, 2014 and 2013 of 71,223 and 136,709, respectively, were based on the value of the RSUs on their vesting date as determined by our closing stock price on such vesting date. For the nine months ended September 30, 2014 and 2013, total payments for the employees tax obligations to the taxing authorities were $1,662,000 and $2,756,000, respectively, and are reflected as a financing activity within the consolidated statements of cash flows. These net-share settlements had the economic effect of repurchases of common stock as they reduced the number of shares that would have otherwise been issued as a result of the vesting and did not represent a repurchase of shares or an expense to us.

**6. Impairment Loss on Assets Held for Sale**

In May 2014, we signed a lease that will result in the relocation of our sales and administrative operations that are currently housed in the property that we own in Bloomingdale, Illinois. We began marketing the property for sale in April 2014, and we expect to vacate the property in early November 2014. The property is classified as a held for sale asset, which is included in other current assets in our accompanying consolidated balance sheet as of September 30, 2014. During the nine months ended September 30, 2014, our North America operating segment recorded non-cash charges of $5,178,000, consisting of an impairment loss of $4,558,000 and accelerated depreciation of $620,000, to reduce the carrying amount of the related assets to their estimated fair value less costs to sell. The estimated fair market value was derived from Level 2 fair value inputs (see Note 9 for a description of the categories of fair value inputs), which included a current market analysis indicating the price per square foot of previous sale transactions involving comparable property in the Bloomingdale area. The charges are included in selling and administrative expenses in our accompanying consolidated statements of operations.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 7. Income Taxes

Our effective tax rate for the three and nine months ended September 30, 2014 was 34.1% and 37.4%, respectively. For the three months ended September 30, 2014, our effective tax rate was lower than the United States federal statutory rate of 35.0% due primarily to the recognition of certain tax benefits related to the release of reserves for specific uncertain tax positions during the quarter and to lower taxes on earnings in foreign jurisdictions. For the nine months ended September 30, 2014, our effective tax rate was higher than the United States federal statutory rate of 35.0% due primarily to state income taxes net of federal benefit and other nondeductible expenses, partially offset by lower taxes on earnings in foreign jurisdictions and the recognition of tax benefits related to the release of reserves for uncertain tax positions during the third quarter of 2014.

Our effective tax rate for the three and nine months ended September 30, 2013 was 37.8% and 37.2%, respectively. For the three and nine months ended September 30, 2013, our effective tax rate was higher than the United States federal statutory rate of 35.0% due primarily to an increase in the valuation allowance for deferred tax assets related to certain foreign operating losses and foreign tax credits and to state income taxes, net of federal benefit. These increases in the effective rate were partially offset by the effect of lower taxes on earnings in foreign jurisdictions. The nine month rate was slightly lower than the rate for the third quarter due to the recognition of certain tax benefits related to the re-measurement or settlement of specific uncertain tax positions during the first quarter of 2013.

As of September 30, 2014 and December 31, 2013, we had approximately $4,151,000 and $4,546,000, respectively, of unrecognized tax benefits. Of these amounts, approximately $288,000 and $364,000, respectively, related to accrued interest.

Several of our subsidiaries are currently under audit for tax years 2006 through 2013. It is reasonably possible that the examination phase of these audits may conclude in the next 12 months and that the related unrecognized tax benefits for uncertain tax positions may change, potentially having a material effect on our effective tax rate. However, based on the status of the various examinations in multiple jurisdictions, an estimate of the range of reasonably possible outcomes cannot be made at this time.

## 8. Derivative Financial Instruments

We use derivatives to partially offset our exposure to fluctuations in certain foreign currencies. We do not enter into derivatives for speculative or trading purposes. Derivatives are recorded at fair value on the balance sheet, and gains or losses resulting from changes in fair value of the derivative are recorded currently in income. We do not designate our hedges for hedge accounting, and our foreign currency derivative instruments are not subject to any master netting arrangements with our counterparties.

The following table summarizes our derivative financial instruments as of September 30, 2014 and December 31, 2013 (in thousands):

| Derivatives Not Designated as Hedging Instruments | Balance Sheet Location | September 30, 2014 Asset Derivatives Fair Value | September 30, 2014 Liability Derivatives Fair Value | December 31, 2013 Asset Derivatives Fair Value | December 31, 2013 Liability Derivatives Fair Value |
|---|---|---|---|---|---|
| Foreign exchange forward contracts | Other current assets | $ 47 | $ | $ 91 | $ |
| Total | | $ 47 | $ | $ 91 | $ |

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

The following table summarizes the effect of our derivative financial instruments on our results of operations during the three and nine months ended September 30, 2014 and 2013 (in thousands):

| Derivatives Not Designated as Hedging Instruments | Location of (Gain) Loss Recognized in Earnings on Derivatives | Amount of (Gain) Loss Recognized in Earnings on Derivatives | | | |
|---|---|---|---|---|---|
| | | Three Months Ended September 30, | | Nine Months Ended September 30, | |
| | | 2014 | 2013 | 2014 | 2013 |
| Foreign exchange forward contracts | Net foreign currency exchange (gain) loss | $ (879) | $ 30 | $ (771) | $ (230) |
| Total | | $ (879) | $ 30 | $ (771) | $ (230) |

**9. Fair Value Measurements**

The following table summarizes the valuation of our foreign exchange derivative financial instruments by the following three categories as of September 30, 2014 and December 31, 2013 (in thousands):

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.

| Balance Sheet Classification | | September 30, 2014 | December 31, 2013 |
|---|---|---|---|
| | Level 1 | $ | $ |
| Other current assets | Level 2 | 47 | 91 |
| | Level 3 | | |
| | | $ 47 | $ 91 |

**10. Share Repurchase Programs**

On October 30, 2013, we announced that our Board of Directors had authorized a repurchase of up to $50,000,000 of our common stock. Any share repurchases may be made on the open market, through block trades, through 10b5-1 plans or otherwise. The amount of shares purchased and the timing of the purchases will be based on working capital requirements, general business conditions and other factors. We intend to retire the repurchased shares. Under this repurchase authorization, we did not repurchase any shares of our common stock during the three months ended September 30, 2014. We purchased 1,272,299 shares of our common stock on the open market at a total cost of approximately $29,652,000 (an average price of $23.31 per share) during the nine months ended September 30, 2014, and all shares repurchased through September 30, 2014 have been retired. As of September 30, 2014, approximately $12,574,000 remains available for repurchases of our common stock under this repurchase program.

During the comparative nine months ended September 30, 2013, we purchased 2,646,722 shares of our common stock on the open market at a total cost of approximately $50,000,000 (an average price of $18.89 per share) under a previous repurchase program that was authorized in February 2013 and completed in May 2013. All shares repurchased were retired.

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INSIGHT ENTERPRISES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

(unaudited)

## 11. Commitments and Contingencies

*Contractual*

In the ordinary course of business, we issue performance bonds to secure our performance under certain contracts or state tax requirements. As of September 30, 2014, we had approximately $637,000 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 them.

*Employment Contracts and Severance Plans*

We have employment contracts with, and plans covering, certain officers and management teammates under which severance payments would become payable in the event of specified terminations without cause or terminations under certain circumstances after a change in control. In addition, vesting of stock-based compensation would accelerate following a change in control. If severance payments under the current employment agreements or plan payments were to become payable, the severance payments would generally range from three to twenty-four months of salary.

*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 clients for certain claims arising out of our performance under our sales contracts, 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.

Management believes that payments, if any, related to these indemnifications are not probable at September 30, 2014. Accordingly, we have not accrued any liabilities related to such indemnifications in our consolidated financial statements.

We have entered into separate indemnification agreements with certain of our executive officers and with each of our directors. These agreements require us, among other requirements, to indemnify such officers and directors against expenses (including attorneys fees), judgments and settlements incurred by such individual in connection with any action arising out of such individual s status or service as our executive officer or director (subject to exceptions such as where the individual failed to act in good faith or in a manner the individual reasonably believed to be in, or not opposed to, the best interests of the Company) and to advance expenses incurred by such individual with respect to which such individual may be entitled to indemnification by us. There are no pending legal proceedings that involve the indemnification of any of the Company s directors or officers.

*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. 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.

*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, indemnification claims, 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. Many of these proceeding are at preliminary stages, and many of these proceedings seek an indeterminate amount of damages. We regularly evaluate the status of the legal proceedings in which we are involved to assess whether a loss is probable or there is a reasonable possibility that a loss, or an additional loss, may have been incurred and determine if accruals are appropriate. If accruals are not appropriate, we further evaluate each legal proceeding to assess whether an estimate of possible loss or range of possible loss can be made for disclosure. Although litigation is inherently unpredictable, we believe that we have adequate provisions for any probable and estimable losses. It is possible, nevertheless, that our consolidated financial position, results of operations or liquidity 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.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

In August 2010, in connection with an investigation being conducted by the United States Department of Justice, our subsidiary, Calence, LLC ( Calence ), received a subpoena from the Office of the Inspector General of the Federal Communications Commission requesting documents and information related to the expenditure of funds under the E-Rate program, which provides schools and libraries with discounts to obtain affordable telecommunications and internet access and related hardware and software. The basis of the investigation was a qui tam lawsuit filed in the United States District Court for the Southern District of Texas by a contractor who provided services to the former owners of Calence. The lawsuit, designated United States ex rel. Shupe v. Cisco Systems, Inc., Avnet, Inc. and Calence, LLC, alleged violations of the False Claims Act and sought various remedies including treble damages and civil penalties. An appeal from a District Court order denying motions to dismiss was filed with the Fifth Circuit, and in July 2014 the Fifth Circuit reversed the District Court s decision and remanded the case to the District Court for further proceedings consistent with its decision regarding E-Rate claims under the False Claims Act. In August 2014, the District Court dismissed the case in its entirety.

The Company is not involved in any pending or threatened legal proceedings that it believes could reasonably be expected to have a material adverse effect on its financial condition, results of operations or liquidity.

**12. Segment Information**

We operate in three reportable geographic operating segments: North America; EMEA; and APAC. Currently, our offerings in North America and select countries in EMEA include hardware, software and services. Our offerings in the remainder of our EMEA segment and in APAC are almost entirely software and select software-related services. Net sales by product or service type for North America, EMEA and APAC were as follows for the three and nine months ended September 30, 2014 and 2013 (in thousands):

| | North America Three Months Ended September 30, | | EMEA Three Months Ended September 30, | | APAC Three Months Ended September 30, | |
|---|---|---|---|---|---|---|
| **Sales Mix** | **2014** | **2013** | **2014** | **2013** | **2014** | **2013** |
| Hardware | $ 563,483 | $ 546,192 | $ 141,149 | $ 120,404 | $ 3,150 | $ 1,304 |
| Software | 272,789 | 259,862 | 163,748 | 135,651 | 28,079 | 26,881 |
| Services | 55,073 | 51,881 | 8,747 | 7,496 | 1,450 | 1,349 |
| | $ 891,345 | $ 857,935 | $ 313,644 | $ 263,551 | $ 32,679 | $ 29,534 |

| | North America Nine Months Ended September 30, | | EMEA Nine Months Ended September 30, | | APAC Nine Months Ended September 30, | |
|---|---|---|---|---|---|---|

| **Sales Mix** | **2014** | **2013** | **2014** | **2013** | **2014** | **2013** |
|---|---|---|---|---|---|---|
| Hardware | $ 1,579,080 | $ 1,548,326 | $ 432,426 | $ 370,906 | $ 8,784 | $ 4,133 |
| Software | 829,798 | 819,266 | 689,177 | 674,513 | 145,813 | 140,553 |
| Services | 152,401 | 160,410 | 26,841 | 26,159 | 5,775 | 4,923 |
| | $ 2,561,279 | $ 2,528,002 | $ 1,148,444 | $ 1,071,578 | $ 160,372 | $ 149,609 |

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

All significant 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 three or nine months ended September 30, 2014 or 2013.

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.

The tables below present information about our reportable operating segments as of and for the three months ended September 30, 2014 and 2013 (in thousands):

| | Three Months Ended September 30, 2014 | | | |
|---|---|---|---|---|
| | North America | EMEA | APAC | Consolidated |
| Net sales | $ 891,345 | $ 313,644 | $ 32,679 | $ 1,237,668 |
| Costs of goods sold | 771,131 | 268,749 | 25,968 | 1,065,848 |
| Gross profit | 120,214 | 44,895 | 6,711 | 171,820 |
| Operating expenses: | | | | |
| Selling and administrative expenses | 94,382 | 42,684 | 6,068 | 143,134 |
| Severance and restructuring expenses | 102 | 209 | (3) | 308 |
| Earnings from operations | $ 25,730 | $ 2,002 | $ 646 | $ 28,378 |
| Total assets at period end | $ 1,669,020 | $ 427,663 | $ 86,995 | $ 2,183,678* |

* Consolidated total assets do not reflect the net effect of corporate assets and intercompany eliminations of $528,070,000.

| | Three Months Ended September 30, 2013 | | | |
|---|---|---|---|---|
| | North America | EMEA | APAC | Consolidated |
| Net sales | $ 857,935 | $ 263,551 | $ 29,534 | $ 1,151,020 |

| | | | | |
|---|---|---|---|---|
| Costs of goods sold | 734,991 | 224,208 | 23,153 | 982,352 |
| Gross profit | 122,944 | 39,343 | 6,381 | 168,668 |
| Operating expenses: | | | | |
| Selling and administrative expenses | 93,082 | 41,232 | 5,651 | 139,965 |
| Severance and restructuring expenses | 530 | 1,894 | | 2,424 |
| Earnings (loss) from operations | $ 29,332 | $ (3,783) | $ 730 | $ 26,279 |
| Total assets at period end | $ 1,640,205 | $ 391,531 | $ 72,384 | $ 2,104,120** |

** Consolidated total assets do not reflect the net effect of corporate assets and intercompany eliminations of $484,424,000.

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**INSIGHT ENTERPRISES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

The tables below present information about our reportable operating segments as of and for the nine months ended September 30, 2014 and 2013 (in thousands):

| | Nine Months Ended September 30, 2014 | | | |
|---|---|---|---|---|
| | North America | EMEA | APAC | Consolidated |
| Net sales | $ 2,561,279 | $ 1,148,444 | $ 160,372 | $ 3,870,095 |
| Costs of goods sold | 2,208,614 | 998,142 | 133,175 | 3,339,931 |
| Gross profit | 352,665 | 150,302 | 27,197 | 530,164 |
| Operating expenses: | | | | |
| Selling and administrative expenses | 278,121 | 135,819 | 19,433 | 433,373 |
| Severance and restructuring expenses | 165 | 684 | 106 | 955 |
| Earnings from operations | $ 74,379 | $ 13,799 | $ 7,658 | $ 95,836 |
| Total assets at period end | $ 1,669,020 | $ 427,663 | $ 86,995 | $ 2,183,678* |

* Consolidated total assets do not reflect the net effect of corporate assets and intercompany eliminations of $528,070,000.

| | Nine Months Ended September 30, 2013 | | | |
|---|---|---|---|---|
| | North America | EMEA | APAC | Consolidated |
| Net sales | $ 2,528,002 | $ 1,071,578 | $ 149,609 | $ 3,749,189 |
| Costs of goods sold | 2,177,867 | 929,387 | 124,203 | 3,231,457 |
| Gross profit | 350,135 | 142,191 | 25,406 | 517,732 |
| Operating expenses: | | | | |
| Selling and administrative expenses | 272,573 | 133,297 | 18,241 | 424,111 |
| Severance and restructuring expenses | 2,554 | 5,773 | | 8,327 |
| Earnings from operations | $ 75,008 | $ 3,121 | $ 7,165 | $ 85,294 |
| Total assets at period end | $ 1,640,205 | $ 391,531 | $ 72,384 | $ 2,104,120** |

** Consolidated total assets do not reflect the net effect of corporate assets and intercompany eliminations of $484,424,000.

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

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2014** | **2013** | **2014** | **2013** |
| North America | $ 7,561 | $ 8,037 | $ 23,605 | $ 24,344 |
| EMEA | 2,063 | 2,213 | 6,393 | 6,334 |
| APAC | 243 | 217 | 650 | 659 |
| Total | $ 9,867 | $ 10,467 | $ 30,648 | $ 31,337 |

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**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS**

**Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.**

*The following discussion should be read in conjunction with the consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q.*

**Quarterly Overview**

We are a technology provider of hardware, software and service solutions to business and government clients in North America, Europe, the Middle East, Africa ( EMEA ) and Asia-Pacific ( APAC ). Our offerings in North America and select countries in EMEA include hardware, software and services. Our offerings in the remainder of our EMEA segment and in APAC are almost entirely software and select software-related services.

Consolidated net sales increased 8% to $1.24 billion in the three months ended September 30, 2014, an increase of $86.6 million compared to the three months ended September 30, 2013. Third quarter results included increases in net sales year over year in all three of our operating segments, most notably in our EMEA segment, where we continued to see improved operating trends and financial results, including double digit growth in all three product categories: hardware, software and services. Our APAC segment also reported double digit sales growth. Our North America segment reported top line growth of 4% and grew in all three product categories. Consolidated gross profit increased 2% year over year to $171.8 million, with gross margin decreasing approximately 80 basis points year to year to 13.9%, driven by decreases in vendor funding in the hardware category and the negative effect of program changes from our largest software partner. Our consolidated results of operations for the third quarter of 2014 also include severance expense, net of adjustments, totaling $308,000, $195,000 net of tax, compared to $2.4 million, $1.7 million net of tax, recorded during the third quarter of 2013. All of this resulted in an 8% year over year increase in earnings from operations. On a consolidated basis, we reported earnings from operations of $28.4 million, net earnings of $17.4 million and diluted earnings per share of $0.42 for the third quarter of 2014. This compares to earnings from operations of $26.3 million, net earnings of $15.0 million and diluted earnings per share of $0.35 for the third quarter of 2013.

Net of tax amounts referenced above were computed using the statutory tax rate for the taxing jurisdictions in the operating segment in which the related expenses were recorded, adjusted for the effects of valuation allowances on net operating losses in certain jurisdictions.

Details about segment results of operations can be found in Note 12 to the Consolidated Financial Statements in Part I, Item 1 of this report.

As previously disclosed, our largest software partner made changes to its channel incentive program beginning in October 2013. The changes vary in substance and timing across this partner s offerings. Some of the changes became effective in the fourth quarter of 2013, and some become effective as client contracts renew under their stated terms over the next few years. We are executing well globally against our plans to mitigate the adverse effect of these partner program changes in the software category. Results of operations to date in 2014 are consistent with our expectations relative to the anticipated decrease in incentives from this partner in the full year 2014 compared to 2013.

Our discussion and analysis of financial condition and results of operations is intended to assist in the understanding of our consolidated financial statements, the changes in certain key items in those consolidated financial statements from period to period and the primary factors that contributed to those changes, as well as how certain critical accounting estimates affect our consolidated financial statements.

**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS (continued)**

### Critical Accounting Estimates

Our consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ( GAAP ). For a summary of significant accounting policies, see Note 1 to the Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results, however, may differ from estimates we have made. Members of our senior management have discussed the critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

There have been no changes to the items disclosed as critical accounting estimates in Management s Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013.

### Results of Operations

The following table sets forth for the periods presented certain financial data as a percentage of net sales for the three and nine months ended September 30, 2014 and 2013:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Net sales | 100.0% | 100.0% | 100.0% | 100.0% |
| Costs of goods sold | 86.1 | 85.3 | 86.3 | 86.2 |
| Gross profit | 13.9 | 14.7 | 13.7 | 13.8 |
| Selling and administrative expenses | 11.6 | 12.2 | 11.2 | 11.3 |
| Severance and restructuring expenses | 0.0 | 0.2 | 0.0 | 0.2 |
| Earnings from operations | 2.3 | 2.3 | 2.5 | 2.3 |
| Non-operating expense, net | 0.2 | 0.2 | 0.2 | 0.2 |
| Earnings before income taxes | 2.1 | 2.1 | 2.3 | 2.1 |
| Income tax expense | 0.7 | 0.8 | 0.8 | 0.8 |

| | | | | |
|---|---|---|---|---|
| Net earnings | 1.4% | 1.3% | 1.5% | 1.3% |

We experience certain seasonal trends in our sales of information technology hardware, software and services. Software sales are typically higher in our second and fourth quarters, particularly the second quarter; business clients, particularly larger enterprise businesses in the U.S., tend to spend more in our fourth quarter, as they utilize their remaining capital budget authorizations, and less in the first quarter; sales to the federal government in the U.S. are often stronger in our third quarter, while sales in the state and local government and education markets are stronger in our second quarter; and sales to public sector clients in the United Kingdom are often stronger in our first quarter. These trends create overall seasonality in our consolidated results such that sales and profitability are expected to be higher in the second and fourth quarters of the year.

Throughout this Results of Operations section of Management s Discussion and Analysis of Financial Condition and Results of Operations, we refer to changes in net sales, gross profit and selling and administrative expenses in EMEA and APAC excluding the effects of foreign currency movements. In computing these change amounts and percentages, we compare the current period amount as translated into U.S. dollars under the applicable accounting standards to the prior period amount in local currency translated into U.S. dollars utilizing the weighted average translation rate for the current period.

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**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS (continued)**

***Net Sales*.** Net sales for the three months ended September 30, 2014 increased 8% compared to the three months ended September 30, 2013 to $1.24 billion. Net sales for the nine months ended September 30, 2014 increased 3% compared to the nine months ended September 30, 2013. Our net sales by operating segment were as follows (dollars in thousands):

| | Three Months Ended September 30, 2014 | Three Months Ended September 30, 2013 | % Change | Nine Months Ended September 30, 2014 | Nine Months Ended September 30, 2013 | % Change |
|---|---|---|---|---|---|---|
| North America | $ 891,345 | $ 857,935 | 4% | $ 2,561,279 | $ 2,528,002 | 1% |
| EMEA | 313,644 | 263,551 | 19% | 1,148,444 | 1,071,578 | 7% |
| APAC | 32,679 | 29,534 | 11% | 160,372 | 149,609 | 7% |
| Consolidated | $ 1,237,668 | $ 1,151,020 | 8% | $ 3,870,095 | $ 3,749,189 | 3% |

Net sales in North America increased 4%, or $33.4 million, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. Net sales of hardware, software and services increased 3%, 5% and 6%, respectively, year over year. Net sales in the hardware category were up due to higher sales of notebooks, desktops and accessories in the third quarter of 2014. Net software sales comparisons reflect higher sales to federal government clients year over year. The increase in services sales was driven by more consulting services engagements, multisite deployments and new projects in our integration labs in the third quarter of 2014.

Net sales in North America increased 1%, or $33.3 million, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. On a year to date basis, net sales of hardware and software increased 2% and 1%, respectively, year over year, while net sales of services declined 5% year to year.

Net sales in EMEA increased 19%, or $50.1 million, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. Excluding the effects of foreign currency movements, net sales increased 15% compared to the third quarter of last year. Net sales of hardware, software and services increased 17%, 21% and 17%, respectively, compared to the third quarter of 2013, all in U.S. dollars. Excluding the effects of foreign currency movements, hardware, software and services net sales increased 10%, 19% and 14%, respectively, year over year. The increase in hardware net sales was due primarily to higher volume across all client groups, with year over year growth most notably in the United Kingdom. The increase in software net sales was due primarily to strong growth across all client groups: large enterprise, public sector and mid-market clients across the region.

Net sales in EMEA increased 7%, or $76.9 million, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. Excluding the effects of foreign currency movements, net sales increased 2% compared to the nine months ended September 30, 2013. On a year to date basis, net sales of hardware, software and services increased 17%, 2% and 3%, respectively, year over year, all in U.S. dollars. Excluding the effects of foreign currency movements, hardware net sales increased 9%, while net sales of software and services declined 2% and 3%, respectively.

Net sales in APAC increased 11%, or $3.1 million, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. Excluding the effects of foreign currency movements, net sales increased 10% compared to the third quarter of last year. The increase primarily resulted from increased sales to public sector and mid-market clients across the region during the three months ended September 30, 2014 compared to the three months ended September 30, 2013.

Our APAC segment recognized net sales of $160.4 million for the nine months ended September 30, 2014, an increase of 7% compared to the nine months ended September 30, 2013 in U.S. dollars, 12% excluding the effects of foreign currency movements. The increase primarily resulted from lower software maintenance sales, which are recorded net of related costs within the net sales line item of our financial statements, during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 as well as higher volume with mid-market clients.

**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS (continued)**

The percentage of net sales by category for North America, EMEA and APAC were as follows for the three months ended September 30, 2014 and 2013:

| | North America Three Months Ended September 30, | | EMEA Three Months Ended September 30, | | APAC Three Months Ended September 30, | |
|---|---|---|---|---|---|---|
| **Sales Mix** | **2014** | **2013** | **2014** | **2013** | **2014** | **2013** |
| Hardware | 63% | 64% | 45% | 46% | 10% | 4% |
| Software | 31% | 30% | 52% | 51% | 86% | 91% |
| Services | 6% | 6% | 3% | 3% | 4% | 5% |
| | 100% | 100% | 100% | 100% | 100% | 100% |

The percentage of net sales by category for North America, EMEA and APAC were as follows for the nine months ended September 30, 2014 and 2013:

| | North America Nine Months Ended September 30, | | EMEA Nine Months Ended September 30, | | APAC Nine Months Ended September 30, | |
|---|---|---|---|---|---|---|
| **Sales Mix** | **2014** | **2013** | **2014** | **2013** | **2014** | **2013** |
| Hardware | 62% | 61% | 38% | 35% | 5% | 3% |
| Software | 32% | 32% | 60% | 63% | 91% | 94% |
| Services | 6% | 7% | 2% | 2% | 4% | 3% |
| | 100% | 100% | 100% | 100% | 100% | 100% |

***Gross Profit.*** Gross profit for the three months ended September 30, 2014 increased 2% compared to the three months ended September 30, 2013, with gross margin decreasing approximately 80 basis points to 13.9% for the three months ended September 30, 2014 compared to 14.7% for the three months ended September 30, 2013. For the nine months ended September 30, 2014, gross profit increased 2% compared to the nine months ended September 30, 2013, with gross margin decreasing approximately 10 basis points to 13.7% for the nine months ended September 30, 2014 compared to 13.8% for the nine months ended September 30, 2013. Our gross profit and gross profit as a percentage of net sales by operating segment were as follows (dollars in thousands):

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2014 | % of Net Sales | 2013 | % of Net Sales | 2014 | % of Net Sales | 2013 | % of Net Sales |
| North America | $ 120,214 | 13.5% | $ 122,944 | 14.3% | $ 352,665 | 13.8% | $ 350,135 | 13.9% |
| EMEA | 44,895 | 14.3% | 39,343 | 14.9% | 150,302 | 13.1% | 142,191 | 13.3% |
| APAC | 6,711 | 20.5% | 6,381 | 21.6% | 27,197 | 17.0% | 25,406 | 17.0% |
| Consolidated | $ 171,820 | 13.9% | $ 168,668 | 14.7% | $ 530,164 | 13.7% | $ 517,732 | 13.8% |

North America s gross profit for the three months ended September 30, 2014 decreased 2% compared to the three months ended September 30, 2013. As a percentage of net sales, gross margin decreased approximately 80 basis points to 13.5% for the third quarter of 2014 from 14.3% in the third quarter of 2013. The decrease was primarily attributable to the combination of a decrease in margin of 68 basis points related to agency fees for enterprise software agreements, due to lower volume with new and existing clients, and a 22 basis point decrease in product margin, which includes vendor funding and freight, partially offset by an improvement in margin generated by services of 14 basis points year over year. The decrease in product margin resulted from a decline in vendor funding due to lower volume of data center product sales in the three months ended September 30, 2014 and the effect of partner program changes year over year. This decrease in vendor funding was partially offset by increases in software product margins year over year and the derecognition of certain previously reserved sales tax amounts upon the legal release of the related liability during the three months ended September 30, 2014.

INSIGHT ENTERPRISES, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS (continued)

North America s gross profit for the nine months ended September 30, 2014 increased 1% compared to the nine months ended September 30, 2013. As a percentage of net sales, gross margin decreased approximately 10 basis points to 13.8% from 13.9%, year to year, reflecting a decrease in margin of 39 basis points related to agency fees for enterprise software agreements, partially offset by a 24 basis point improvement in year to date product margin, which includes vendor funding and freight.

EMEA s gross profit increased 14% in U.S. dollars for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. Excluding the effects of foreign currency movements, gross profit increased 11% compared to the third quarter of last year. Gross margin declined approximately 60 basis points to 14.3% for the third quarter of 2014 from 14.9% in the third quarter of 2013. The decrease in gross margin was primarily due to a net decrease in product margin, which includes vendor funding and freight, of 80 basis points and a decrease in margin of 18 basis points related to agency fees for enterprise software agreements, partially offset by a 37 basis point increase in margin generated by services, which are typically transacted at higher margins. The decrease in product margin was driven by a decrease in vendor funding resulting from software partner program changes year to year and a decrease in software product margin due to the relative mix of software deals transacted during the three months ended September 30, 2014 compared to the three months ended September 30, 2013. These decreases in product margin were partially offset by an improvement in hardware product margin as hardware sales are transacted at higher margins than software sales in our EMEA business.

EMEA s gross profit increased 6% in U.S. dollars for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. Excluding the effects of foreign currency movements, gross profit remained flat compared to the first nine months of last year. As a percentage of net sales, gross margin for the nine month periods declined approximately 20 basis points to 13.1% from 13.3% year to year, reflecting a 15 basis point decrease in year to date product margin, which includes vendor funding and freight, and a decrease in margin of 8 basis points related to agency fees for enterprise software agreements. Year over year increases in hardware product margin during the nine months ended September 30, 2014 compared to the first nine months of 2013 were more than offset by decreases in vendor funding resulting from software partner program changes year to year.

APAC s gross profit increased 5% for the three months ended September 30, 2014 compared to the three months ended September 30, 2013, with gross margin decreasing to 20.5% for the three months ended September 30, 2014, compared to 21.6% for the three months ended September 30, 2013. Excluding the effects of foreign currency movements, gross profit increased 4% compared to the third quarter of last year. The decline in gross margin in the third quarter of 2014 compared to the third quarter of 2013 was due primarily to an increase in sales to public sector and mid-market clients year to year, which are typically transacted at lower margins, partially offset by increases in vendor funding and higher margin services net sales year over year.

APAC s gross profit increased 7% for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. Excluding the effects of foreign currency movements, gross profit increased 11% compared to the first nine months of last year. As a percentage of net sales, gross margin remained flat at 17.0%, as increases in product and services margin were offset by lower fees from enterprise software agreements in the nine months ended

September 30, 2014 compared to the first nine months of 2013.

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INSIGHT ENTERPRISES, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS (continued)

***Operating Expenses.***

***Selling and Administrative Expenses.*** Selling and administrative expenses increased $3.2 million, or 2%, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013. For the nine months ended September 30, 2014, selling and administrative expenses increased $9.3 million, or 2%, compared to the nine months ended September 30, 2013. Our selling and administrative expenses as a percent of net sales by operating segment were as follows (dollars in thousands):

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2014 | % of Net Sales | 2013 | % of Net Sales | 2014 | % of Net Sales | 2013 | % of Net Sales |
| North America | $ 94,382 | 10.6% | $ 93,082 | 10.8% | $ 278,121 | 10.9% | $ 272,573 | 10.8% |
| EMEA | 42,684 | 13.6% | 41,232 | 15.6% | 135,819 | 11.8% | 133,297 | 12.4% |
| APAC | 6,068 | 18.6% | 5,651 | 19.1% | 19,433 | 12.1% | 18,241 | 12.2% |
| Consolidated | $ 143,134 | 11.6% | $ 139,965 | 12.2% | $ 433,373 | 11.2% | $ 424,111 | 11.3% |

North America s selling and administrative expenses increased 1%, or $1.3 million, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 but decreased approximately 20 basis points year to year as a percentage of net sales to 10.6%. Salaries and wages and contract labor increased $1.9 million year over year due to investments in sales and services personnel, and teammate-related expenses increased $1.5 million year over year due primarily to higher healthcare costs. These increases were offset partially by reduced spending in other expense categories, such as professional services, which declined $1.7 million during the three months ended September 30, 2014 compared to the three months ended September 30, 2013.

North America s selling and administrative expenses increased 2%, or $5.5 million, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. As discussed in Note 6 to the Consolidated Financial Statements in Part I, Item 1 of this report, our results for the nine months ended September 30, 2014 include non-cash charges of $5.2 million, including an impairment loss of $4.6 million and accelerated depreciation of $620,000, to reduce the carrying amount of our owned real estate in Bloomingdale, Illinois that is currently held for sale to its estimated fair value less costs to sell. Additionally, teammate benefit expenses increased approximately $3.3 million year over year due to higher healthcare costs in the nine months ended September 30, 2014. These increases in selling and administrative expenses were partially offset by reduced spending in other expense categories, such as professional services, which declined $3.0 million during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.

EMEA s selling and administrative expenses increased 4%, or $1.5 million, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 and decreased approximately 200 basis points year to year as a percentage of net sales to 13.6%. Excluding the effects of foreign currency movements, selling and administrative expenses were flat compared to the third quarter of last year. Higher variable compensation expense on increased gross profit was offset by a decrease in support salaries and wages due to restructuring actions in prior periods.

EMEA s selling and administrative expenses increased 2%, or $2.5 million, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. Excluding the effects of foreign currency movements, selling and administrative expenses declined 3% compared to the first nine months of last year. Higher variable compensation expense on increased gross profit was more than offset by a decrease in support salaries and wages due to restructuring actions in prior periods.

APAC s selling and administrative expenses increased 7%, or $417,000, for the three months ended September 30, 2014 compared to the three months ended September 30, 2013, but decreased as a percentage of net sales by approximately 50 basis points year to year to 18.6%. Excluding the effects of foreign currency movements, selling and administrative expenses also increased 7% compared to the third quarter of last year. The increase was primarily driven by higher salaries and wages from investments in headcount and expenses resulting from our investments in the new IT system in the region.

INSIGHT ENTERPRISES, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS (continued)

APAC s selling and administrative expenses increased 7%, or $1.2 million, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. Excluding the effects of foreign currency movements, selling and administrative expenses increased 12% compared to the first nine months of last year due to increases in variable compensation and expenses resulting from our investments in the new IT system in the region.

***Severance and Restructuring Expenses.*** During the three months ended September 30, 2014, North America and EMEA recorded severance expense, net of adjustments, of approximately $102,000 and $209,000, respectively. APAC recorded a minor reduction of severance expense of $3,000 for a change in estimate of the previous accrual as cash payment were made during the quarter ended September 30, 2014. During the nine months ended September 30, 2014, North America, EMEA and APAC recorded severance expense, net of adjustments, totaling $165,000, $684,000 and $106,000, respectively. The charges were related to the elimination of certain positions as part of a re-alignment of roles and responsibilities. Comparatively, during the three months ended September 30, 2013, North America and EMEA recorded severance expense of approximately $530,000 and $1.9 million, respectively, and during the nine months ended September 30, 2013, North America and EMEA recorded severance expense, net of adjustments, totaling $2.6 million and $5.8 million, respectively.

***Non-Operating (Income) Expense.***

***Interest Income.*** Interest income for the three and nine months ended September 30, 2014 and 2013 was generated from interest earned on cash and cash equivalent bank balances. The decrease in interest income year to year was primarily due to lower average interest-bearing cash and cash equivalent balances and lower interest rates earned on such balances during the three and nine months ended September 30, 2014.

***Interest Expense.*** Interest expense for the three and nine months ended September 30, 2014 and 2013 primarily relates to borrowings under our financing facilities and imputed interest under our inventory financing facility. Interest expense for the three and nine months ended September 30, 2014 decreased 1%, or $9,000, and 5%, or $224,000, respectively, compared to the three and nine months ended September 30, 2013. These decreases were due primarily to lower average daily balances on our debt facilities in the 2014 periods. Imputed interest under our inventory financing facility was $654,000 and $1.8 million for the three and nine months ended September 30, 2014, respectively, compared to $591,000 and $1.8 million for the three and nine months ended September 30, 2013, respectively. For a description of our various financing facilities, see Note 3 to our Consolidated Financial Statements in Part I, Item 1 of this report.

***Net Foreign Currency Exchange Gains/Losses.*** These gains/losses result from foreign currency transactions, including gains/losses on foreign currency derivative contracts and intercompany balances that are not considered long-term in nature. The change in net foreign currency exchange gains/losses is due primarily to the underlying changes in the applicable exchange rates, mitigated by our use of foreign exchange forward contracts to hedge certain non-functional currency assets and liabilities against changes in exchange rate movements.

***Other Expense, Net*.** Other expense, net, consists primarily of bank fees associated with our cash management activities.

***Income Tax Expense.*** Our effective tax rate for the three months ended September 30, 2014 was 34.1% compared to 37.8% for the three months ended September 30, 2013. Our effective tax rate for the nine months ended September 30, 2014 was 37.4% compared to 37.2% for the nine months ended September 30, 2013. The decrease in our effective tax rate for the three months ended September 30, 2014 compared to the three months ended September 30, 2013 was due primarily to the recognition of certain tax benefits related to the release of reserves for specific uncertain tax positions during the quarter. The increase in our effective tax rate for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 was due primarily to the relative effect of the benefits recognized from the release of specific uncertain tax positions in each period.

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**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS (continued)**

## Liquidity and Capital Resources

The following table sets forth certain consolidated cash flow information for the nine months ended September 30, 2014 and 2013 (in thousands):

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2014 | 2013 |
| Net cash provided by operating activities | $ 47,796 | $ 66,576 |
| Net cash used in investing activities | (7,983) | (14,145) |
| Net cash used in financing activities | (33,406) | (64,556) |
| Foreign currency exchange effect on cash balances | (6,122) | (4,962) |
| Increase (decrease) in cash and cash equivalents | 285 | (17,087) |
| Cash and cash equivalents at beginning of period | 126,817 | 152,119 |
| Cash and cash equivalents at end of period | $ 127,102 | $ 135,032 |

### Cash and Cash Flow

Our primary uses of cash during the nine months ended September 30, 2014 were to fund working capital requirements, to repurchase shares of our common stock, to pay down our debt balances, and for capital expenditures. Operating activities provided $47.8 million in cash for the nine months ended September 30, 2014, a 28% decrease from the nine months ended September 30, 2013. We repurchased $29.7 million of our common stock in open market transactions. We had combined net repayments on our long-term debt facilities of $14.5 million during the nine months ended September 30, 2014. Capital expenditures were $8.0 million in the nine months ended September 30, 2014, a 44% decrease from the prior year period, reflecting lower IT investments year over year. Cash balances in the nine months ended September 30, 2014 were negatively affected by $6.1 million as a result of foreign currency exchange rates, compared to a negative effect of $5.0 million in the prior year period.

***Net cash provided by operating activities.*** Cash flows from operations for the nine months ended September 30, 2014 and 2013 reflect our net earnings, adjusted for non-cash items such as depreciation, amortization, stock-based compensation expense and write-offs and write-downs of assets, as well as changes in asset and liability balances. For both periods, we anticipated decreases in accounts receivable and accounts payable due to the seasonal decrease in net sales from the fourth quarter to the third quarter, which result in lower accounts receivable and accounts payable balances as of September 30, compared to December 31. The decrease in both balances was greater in the nine months ended September 30, 2013 because the accounts receivable and accounts payable balances at December 31, 2012 reflected a single significant sale transacted with a public sector client in North America late in December 2012, which increased the December 31, 2012 accounts receivable and accounts payable balances. For both periods, the increase in inventories is primarily attributable to an increase in inventory levels at September 30, to support specific client engagements and to hardware sale transactions in transit to clients as of September 30, such that delivery was not deemed to have occurred until the product was received by the client in early October. The increase in the 2014 period is higher due to multisite deployments in process as of September 30, 2014. The decrease in accrued expenses and other liabilities is primarily attributable to decreases in accrued VAT and sales taxes as of September 30, compared to December 31, due to the relative timing of related payments and to the reclassification of certain long-term liabilities to accounts payable as of September 30, 2014, as amounts became payable to partners under their contractual terms.

**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS (continued)**

Our consolidated cash flow operating metrics for the quarters ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|---|---|---|
| Days sales outstanding in ending accounts receivable ( DSOs[a]) | 77 | 79 |
| Days inventory outstanding ( DIOs[b]) | 11 | 11 |
| Days purchases outstanding in ending accounts payable ( DPOs[c]) | (58) | (59) |
| Cash conversion cycle (days) [d] | 30 | 31 |

(a) Calculated as the balance of accounts receivable, net at the end of the period divided by daily net sales. Daily net sales is calculated as net sales for the quarter divided by 92 days.
(b) Calculated as average inventories divided by daily costs of goods sold. Average inventories is calculated as the sum of the balances of inventories at the beginning of the quarter plus inventories at the end of the quarter divided by two. Daily costs of goods sold is calculated as costs of goods sold for the quarter divided by 92 days.
(c) Calculated as the balances of accounts payable, which includes the inventory financing facility, at the end of the period divided by daily costs of goods sold. Daily costs of goods sold is calculated as costs of goods sold for the quarter divided by 92 days.
(d) Calculated as DSOs plus DIOs, less DPOs.

Our cash conversion cycle was 30 days in the quarter ended September 30, 2014 compared to 31 days in the quarter ended September 30, 2013. The year over year decrease in our cash conversion cycle was driven by a two day decrease in DSOs period to period due to improved collection results, offset by a one day decrease in DPOs period to period due to the timing of supplier payments during the respective quarters.

We expect that cash flow from operations will be used, at least partially, to fund working capital as we typically pay our partners on average terms that are shorter than the average terms we grant to our clients in order to take advantage of supplier discounts. We intend to use cash generated in the remainder of 2014 in excess of working capital needs to pay down our outstanding debt balances and support our capital expenditures for the year. We also may use cash to fund potential small acquisitions to add select capabilities and to repurchase shares of our common stock.

***Net cash used in investing activities***. Capital expenditures of $8.0 million and $14.1 million for the nine months ended September 30, 2014 and 2013, respectively, were primarily related to investments in our IT systems. We expect capital expenditures for the full year 2014 to be between $10.0 million and $15.0 million, primarily for our IT systems upgrade projects and other facility and technology related upgrade projects.

***Net cash used in financing activities***. During the nine months ended September 30, 2014 and 2013, we repurchased $29.7 million and $50.0 million, respectively, of our common stock in open market transactions. These repurchases were part of programs approved by our Board of Directors in October 2013 and February 2013, respectively. All shares repurchased were immediately retired. During the nine months ended September 30, 2014, we had net combined repayments on our long-term debt under our revolving facility and our ABS facility that decreased our outstanding debt balance by $14.5 million, and we had net borrowings of $10.4 million under our inventory financing facility during the period. During the nine months ended September 30, 2013, we had net combined borrowings on our long-term debt under our revolving facility and our ABS facility that increased our outstanding debt balance by $8.0 million, and we had net repayments of $19.9 million under our inventory financing facility during the period.

Our consolidated debt balance that can be outstanding at the end of any fiscal quarter under our revolving facility and our 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 sum of the Company s trailing twelve month net earnings (loss) plus (i) interest expense, excluding non-cash imputed interest on our inventory financing facility, (ii) income tax expense (benefit), (iii) depreciation and amortization and (iv) non-cash stock-based compensation ( adjusted earnings ). The maximum leverage ratio permitted under the agreements is 2.75 times trailing twelve-month adjusted earnings. We anticipate that we will be in compliance with our maximum leverage ratio requirements over the next four quarters. However, a significant drop in the Company s adjusted earnings would limit the amount of indebtedness that could be outstanding at the end of any fiscal quarter to a level that would be below the Company s combined facility maximum amount. Based on the maximum leverage ratio as of September 30, 2014, the Company s combined debt balance that could have been outstanding under our revolving facility and our ABS facility was reduced from the maximum borrowing capacity of $550.0 million to $495.5 million, of which $52.0 million was outstanding at September 30, 2014. Our debt balance as of September 30, 2014 was $54.5 million, including our capital lease obligation for certain IT equipment and other financing agreements with financial intermediaries to facilitate the purchase of products from certain vendors. As of September 30, 2014, the current portion of our long-term debt relates solely to our capital lease and other financing obligations.

**INSIGHT ENTERPRISES, INC.**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS (continued)**

Cash and cash equivalents held by foreign subsidiaries are generally subject to U.S. income taxation upon repatriation to the U.S. We do not provide for U.S. income taxes on the undistributed earnings of those of our foreign subsidiaries where earnings are reinvested and, in the opinion of management, will continue to be reinvested indefinitely outside of the U.S. As of September 30, 2014, we had approximately $108.0 million in cash and cash equivalents in certain of our foreign subsidiaries where we consider undistributed earnings of these foreign subsidiaries to be indefinitely reinvested. As of September 30, 2014, the majority of our foreign cash resides in the Netherlands, Canada, and Australia. Certain of these cash balances will be remitted to the U.S. by paying down intercompany payables generated in the ordinary course of business. This repayment would not change our policy to indefinitely reinvest earnings of our foreign subsidiaries. We intend to use undistributed earnings for general business purposes in the foreign jurisdictions as well as to fund our IT systems, potential small acquisitions and various facility upgrades.

We anticipate that cash flows from operations, together with the funds available under our financing facilities, will be adequate to support our presently anticipated cash and working capital requirements for operations as well as other strategic investments over the next 12 months. We currently do not intend, nor foresee a need, to repatriate any foreign undistributed earnings. We expect existing domestic cash and cash flows from operations to continue to be sufficient to fund our domestic operating cash activities and cash commitments for investing and financing activities, such as capital expenditures and debt repayments, for at least the next 12 months.

**Off-Balance Sheet Arrangements**

We have entered into off-balance sheet arrangements, which include indemnifications. The indemnifications are discussed in Note 11 to the Consolidated Financial Statements in Part I, Item 1 of this report and that discussion is incorporated by reference herein. We believe that none of our off-balance sheet arrangements have, or are reasonably likely to have, a material current or future effect on our financial condition, sales or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Recently Issued Accounting Pronouncements**

The information contained in Note 1 to the Consolidated Financial Statements in Part I, Item 1 of this report concerning a description of recently issued accounting pronouncements which affect or may affect our financial statements, including our expected dates of adopting and the estimated effects on our results of operations and financial condition, is incorporated by reference herein.

**Contractual Obligations**

There have been no material changes in our reported contractual obligations, as described under Contractual Obligations in Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013.

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**INSIGHT ENTERPRISES, INC.**

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Other than the change in our open foreign currency forward contracts reflected below, there have been no material changes in our reported market risks, as described in  Quantitative and Qualitative Disclosures About Market Risk  in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2013.

The following table summarizes our open foreign currency forward contract held at September 30, 2014. All U.S. dollar and foreign currency amounts (British Pounds Sterling) are presented in thousands.

| | **Buy** |
|---|---|
| Foreign Currency | GBP |
| Foreign Amount | 10,494 |
| USD Equivalent | $17,000 |
| Weighted Average Maturity | Less than 1 month |

**Item 4. Controls and Procedures.**

***Evaluation of Disclosure Controls and Procedures***

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 of September 30, 2014, our disclosure controls and procedures were 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.

***Change in Internal Control over Financial Reporting***

There was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

***Inherent Limitations of 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.

**Part II  OTHER INFORMATION**

**Item 1. Legal Proceedings.**

For a discussion of legal proceedings, see Legal Proceedings in Note 11 to the Consolidated Financial Statements in Part I, Item 1 of this report, which section is incorporated by reference herein.

**Item 1A. Risk Factors.**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, Risk Factors , in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition or operating results.

**INSIGHT ENTERPRISES, INC.**

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

There were no unregistered sales of equity securities during the three months ended September 30, 2014.

We have never paid a cash dividend on our common stock, and we currently do not intend to pay any cash dividends in the foreseeable future. Our senior revolving credit facility contains restrictions on the payment of cash dividends.

***Issuer Purchases of Equity Securities***

We did not repurchase any shares of our common stock during the three months ended September 30, 2014.

**Item 3. Defaults Upon Senior Securities.**

Not applicable.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

Not applicable.

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**INSIGHT ENTERPRISES, INC.**

**Item 6. Exhibits.**

| | | Incorporated by Reference | | | | |
|---|---|---|---|---|---|---|
| **Exhibit Number** | **Exhibit Description** | **Form** | **File No.** | **Exhibit Number** | **Filing/Effective Date** | **Filed Herewith** |
| 3.1 | Composite Certificate of Incorporation of Insight Enterprises, Inc. | 10-K | 000-25092 | 3.1 | February 17, 2006 | |
| 3.2 | Amended and Restated Bylaws of Insight Enterprises, Inc. | 8-K | 000-25092 | 3.2 | May 19, 2014 | |
| 4.1 | Specimen Common Stock Certificate | S-1 | 33-86142 | 4.1 | January 24, 1995 | |
| 31.1 | Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rule 13a-14 | | | | | X |
| 31.2 | Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rule 13a-14 | | | | | X |
| 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 | | | | | X |
| 101 | Interactive data files pursuant to Rule 405 of Regulation S-T | | | | | X |

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**INSIGHT ENTERPRISES, INC.**

## 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 thereunto duly authorized.

**Date: October 29, 2014**

**INSIGHT ENTERPRISES, INC.**

**By: /s/ Kenneth T. Lamneck**
**Kenneth T. Lamneck**
**President and Chief Executive Officer**
**(Duly Authorized Officer)**

**By: /s/ Glynis A. Bryan**
**Glynis A. Bryan**
**Chief Financial Officer**
**(Principal Financial Officer)**

**By: /s/ Dana A. Leighty**
**Dana A. Leighty**
**Vice President, Finance**
**(Principal Accounting Officer)**