

INSPERITY, INC.  
Form 10-K  
February 12, 2018

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

FORM 10-K  
(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2017

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 No. 1-13998  
Insperty, Inc.  
(Exact name of registrant as specified in its charter)

Delaware 76-0479645  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

19001 Crescent Springs Drive  
Kingwood, Texas 77339  
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (281) 358-8986

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock, par value \$0.01 per share New York Stock Exchange  
(Title of class) (Name of Exchange on Which Registered)

Securities Registered Pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

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

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No  o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  o

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

Large accelerated filer  y

Accelerated filer  o

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

Smaller reporting company  o

Emerging growth company  o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act  o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  o No  y

As of February 5, 2018, 41,484,357 shares of the registrant's common stock, par value \$0.01 per share, were outstanding. As of the last business day of the registrant's most recently completed second quarter, the aggregate market value of the common stock held by non-affiliates (based upon the June 30, 2017 closing price of the common stock as reported by the New York Stock Exchange) was approximately \$1.3 billion.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III information is incorporated by reference from the proxy statement for the 2018 annual meeting of stockholders, which the registrant intends to file within 120 days of the end of the fiscal year.

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## PART I

Unless otherwise indicated, “Insperty,” “we,” “our” and “us” are used in this annual report to refer to Insperty, Inc. and its consolidated subsidiaries. This annual report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify such forward-looking statements by the words “expects,” “intends,” “plans,” “projects,” “believes,” “estimates,” “likely,” “possibly,” “probably,” “goal,” “opportunity,” “objective,” “target,” “assume,” “outlook,” “guidance,” “predicts,” “appears,” “indicator” and other expressions. In the normal course of business, in an effort to help keep our stockholders and the public informed about our operations, from time to time, we may issue such forward-looking statements, either orally or in writing. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of such plans or strategies, or projections involving anticipated revenues, earnings or other operating results. We base the forward-looking statements on our current expectations, estimates and projections. We caution you that these statements are not guarantees of future performance and involve risks, uncertainties and assumptions that we cannot predict. In addition, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Therefore, the actual results of the future events described in such forward-looking statements in this annual report, or elsewhere, could differ materially from those stated in such forward-looking statements. Among the factors that could cause actual results to differ materially are the risks and uncertainties discussed in this annual report, including, without limitation, factors discussed in Item 1, “Business,” Item 1A, “Risk Factors,” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

## ITEM 1. BUSINESS.

## General

We provide an array of human resources (“HR”) and business solutions designed to help improve business performance. Since our formation in 1986, we have evolved from being solely a professional employer organization (“PEO”), an industry we pioneered, to our current position as a comprehensive business performance solutions provider. Our long-term strategy is to provide the best small and medium-sized businesses in the United States with our specialized human resources service offering and to leverage our buying power and expertise to provide additional valuable services to clients. Our most comprehensive HR services offerings are provided through our Workforce Optimization<sup>®</sup> and Workforce Synchronization<sup>™</sup> solutions (together, our “PEO HR Outsourcing solutions”), which encompass a broad range of human resources functions, including payroll and employment administration, employee benefits, workers’ compensation, government compliance, performance management and training and development services, along with our cloud-based human capital management platform, our Insperty Premier<sup>™</sup> solution. Our Workforce Optimization solution is our most comprehensive HR outsourcing solution and is our primary offering. Our Workforce Synchronization solution, which is generally offered only to our middle market client segment, is a lower cost offering with a typically longer commitment that includes the same compliance and administrative services as our Workforce Optimization solution and allows those clients to select, for an additional fee, from the strategic HR products and organizational development services that are included with our Workforce Optimization solution. In addition to our PEO HR Outsourcing solutions, we offer a number of other business performance solutions, including Human Capital Management, Payroll Services, Time and Attendance, Performance Management, Organizational Planning, Recruiting Services, Employment Screening, Expense Management Services, Retirement Services and Insurance Services, many of which are offered as a cloud-based software solution. These other products and services are offered separately, along with our PEO HR Outsourcing solutions or as a bundle, such as our Workforce Administration<sup>™</sup> solution that provides a comprehensive human capital management and payroll service solution.

Our PEO HR Outsourcing solutions are designed to improve the productivity and profitability of small and medium-sized businesses. These solutions relieve business owners and key executives of many employer-related administrative and regulatory burdens, which enable them to focus on the core competencies of their businesses. Our PEO HR Outsourcing solutions also promote employee performance through human resources management techniques designed to improve employee satisfaction. We enter into a Client Service Agreement (“CSA”) with each of our PEO HR Outsourcing solutions clients, under which we and our client act as co-employers of the employees who

work at the client's worksite ("worksite employees"). Under the CSA, we assume responsibility for personnel administration and assist our clients in complying with employment-related governmental regulations, while the client retains the employees' services in its business and remains the employer for various other purposes. We charge a comprehensive service fee ("comprehensive service fee" or "gross billing"), which is invoiced concurrently with the processing of payroll for the worksite employees of the client. The comprehensive service fee consists of the payroll of our worksite employees plus an additional amount reflected as a percentage of the payroll cost of the worksite employees.

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We accomplish the objectives of our PEO HR Outsourcing solutions through a “high-touch/high-tech” approach to service delivery. In advisory areas, such as recruiting, employee performance management and employee training, we employ a high-touch approach designed to ensure that our clients receive the personal attention and expertise needed to create a customized human resources solution. We utilize a variety of information technology capabilities to deliver our PEO HR Outsourcing solutions, including Insperty Premier, our cloud-based human capital management platform, which provides an online platform through which we, along with our clients and worksite employees, manage worksite employee information, payroll, benefits and retirement solutions, creating efficiencies for all parties. As of December 31, 2017, we had 68 offices, including 60 sales offices in 29 markets. In addition, we had four regional service centers along with human resources and client service personnel located in a majority of our 29 sales markets, which serviced an average of 189,513 worksite employees per month in the fourth quarter of 2017. Our service centers coordinate PEO HR Outsourcing solutions for clients on a regional basis and localized face-to-face human resources services.

We were organized as a corporation in 1986. Our principal executive offices are located at 19001 Crescent Springs Drive, Kingwood, Texas 77339. Our telephone number at that address is (281) 358-8986, and our website address is [www.insperity.com](http://www.insperity.com). Our stock is traded on the New York Stock Exchange under the symbol “NSP.” We file or furnish periodic reports with the Securities and Exchange Commission (“SEC”), including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. Through the investor relations section of our website, we make available electronic copies of the documents that we file or furnish to the SEC, the charters of the standing committees of our Board of Directors (the “Board”) and other documents related to our corporate governance, including our Code of Conduct. Access to these electronic filings is available free of charge as soon as reasonably practicable after filing or furnishing them to the SEC. Printed copies of our committee charters and other governance documents and filings can be requested by writing to our corporate secretary at the address above.

### PEO Industry

The PEO industry began to evolve in the early 1980s largely in response to the burdens placed on small and medium-sized employers by an increasingly complex legal and regulatory environment. While various service providers were available to assist these businesses with specific tasks, PEOs emerged as providers of a more comprehensive range of services relating to the employer/employee relationship. In a PEO arrangement, the PEO assumes certain aspects of the employer/employee relationship as defined in the contract between the PEO and its client. Because PEOs provide employer-related services to a large number of employees, they can achieve economies of scale that allow them to perform employment-related functions more efficiently, provide a greater variety of employee benefits, and devote more attention to human resources management than a client can individually.

We believe the key factors driving demand for PEO services include:

- the focus on growth and productivity of the small and medium-sized business community in the United States, utilizing outsourcing to concentrate on core competencies
- the need to provide competitive health care and related benefits to attract and retain employees
- the increasing costs associated with health and workers’ compensation insurance coverage, workplace safety programs, employee-related complaints and litigation
- complex regulation of employment issues and the related costs of compliance, including the allocation of time and effort to such functions by owners and key executives

A significant factor in the development of the PEO industry has been increasing recognition and acceptance of PEOs and the co-employer relationship by federal and state governmental authorities. Insperty and other industry leaders, in concert with the National Association of Professional Employer Organizations (“NAPEO”), have worked with the relevant governmental entities for the establishment of a regulatory framework that protects clients and employees, discourages unscrupulous and financially unsound PEOs, and promotes further development of the industry.

Currently, 41 states have enacted legislation either recognizing PEOs or requiring licensing, registration, or certification, and several others are considering such regulation. Such laws vary from state to state but generally provide for monitoring the fiscal responsibility of PEOs. State regulation assists in screening insufficiently capitalized

PEO operations and helps to resolve interpretive issues concerning employer/employee status for specific purposes under applicable state law. We have actively supported such regulatory efforts and are currently recognized, licensed, registered, certified or pursuing registration in all of these states. The cost of compliance with these regulations is not material to our financial position or results of operations.

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In 2014, the Small Business Efficiency Act (“SBEA”) was enacted. The SBEA created a federal regulatory framework for the payment of wages to worksite employees and the reporting and remittance of federal payroll taxes on those wages paid by PEOs certified under the statute (“CPEOs”). We actively supported the enactment of this law. The SBEA clarifies that a CPEO, rather than the client, will be treated as the employer for purposes of reporting and remitting payroll taxes. It also clarifies that a CPEO shall be treated as a successor employer for purposes of the wage base of worksite employees on which federal payroll taxes are applied. In addition, the law clarifies that clients of a CPEO remain eligible for specified tax credits for which they would have been eligible absent the CPEO relationship. Following the establishment of the certification program by the Internal Revenue Service of the United States (“IRS”) and Treasury Department, our PEO subsidiary, Insperty PEO Services, L.P., filed an application with the IRS and, in the second quarter of 2017 received its designation as a CPEO from the IRS, which was retroactively effective to January 1, 2017.

Service Offerings

PEO HR Outsourcing Solutions

We serve small and medium-sized businesses by providing our PEO HR Outsourcing solutions, which encompass a broad range of services. Both of our PEO HR Outsourcing solutions offer the following:

- benefits and payroll administration
- health and workers’ compensation insurance programs
- personnel records management
- employer liability management
- assistance with government compliance
- general HR advice
- access to Insperty Premier for employees, managers and client owners
- 401(k) retirement plan sponsored by us

Our Workforce Optimization solution also provides additional services that our Workforce Synchronization clients can purchase for an additional fee, including the following:

- employee recruiting and support
- employee performance management
- training and development services

Our PEO HR Outsourcing solutions are designed to attract and retain high-quality employees, while relieving client owners and key executives of many employer-related administrative and regulatory burdens. Among the employment-related laws and regulations that may affect a client are the following:

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Internal Revenue Code (the “Code”)	The Family and Medical Leave Act (FMLA)
Federal Income Contribution Act (FICA)	Genetic Information Nondiscrimination Act of 2008
Federal Unemployment Tax Act (FUTA)	Drug-Free Workplace Act
Fair Labor Standards Act (FLSA)	Occupational Safety and Health Act (OSHA)
Employee Retirement Income Security Act, as amended (ERISA)	Worker Adjustment and Retraining Notification Act (WARN)
Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA)	Uniformed Services Employment and Reemployment Rights Act (USERRA)
Immigration Reform and Control Act (IRCA)	State unemployment and employment security laws
Title VII (Civil Rights Act of 1964)	State workers’ compensation laws
Health Insurance Portability and Accountability Act (HIPAA)	Health Care and Education Reconciliation Act of 2010 (the “Reconciliation Act”)
Age Discrimination in Employment Act (ADEA)	Patient Protection and Affordable Care Act (PPACA)
Americans with Disabilities Act (ADA)	State and local law equivalents of the foregoing

While these laws and regulations are complex, and in some instances overlapping, we assist our PEO HR Outsourcing solutions clients in complying with these laws and regulations by providing services in the categories set forth below: Administrative Functions. Administrative functions encompass a wide variety of processing and recordkeeping tasks, mostly related to payroll administration and regulatory compliance. Specific examples include:

- payroll processing
  - payroll tax deposits
  - quarterly payroll tax reporting
  - employee file maintenance
  - unemployment claims processing
  - workers’ compensation claims reporting and monitoring
- Benefit Plans Administration. We maintain several benefit plans for eligible worksite employees including the following:
- a group health plan
  - a health savings account program
  - a health care flexible spending account plan
  - an educational assistance program
  - an adoption assistance program
  - group term life insurance
  - group universal life insurance
  - accidental death and dismemberment insurance
  - short-term and long-term disability insurance
  - a 401(k) retirement plan
  - cafeteria plans for group health and health savings account contributions

The group health plan includes medical, dental, vision and prescription drug coverage, as well as a work-life program. All benefit plans are provided to eligible employees based on the specific eligibility provisions of each plan. We are the policyholder responsible for the costs and premiums associated with any group insurance policies that provide benefits under these plans, and we act as plan sponsor and administrator of the plans. We negotiate the terms and costs of the plans, maintain

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the plans in accordance with applicable federal and state regulations and serve as liaison for the delivery of these benefits to worksite and corporate employees. COBRA coverage is extended to eligible terminated worksite employees and other eligible individuals, in accordance with applicable law. We believe that the variety and comprehensive nature of our benefit plan offerings are generally not available to employees in our small and medium-sized business target market and are usually offered only by larger companies that can spread program costs over a much larger group of employees. As a result, we believe the availability of these benefit plans provides our clients with a competitive advantage that small and medium-sized businesses are typically unable to attain on their own.

**Insperty Premier.** Insperty Premier is our cloud-based human capital management platform for our PEO HR Outsourcing solutions and is available to our clients with almost no implementation effort or cost. It is designed to provide our service providers with insight into client and worksite employee HR information to better support their needs. Insperty Premier provides role-based access to a wide range of human capital management functions, along with personalized content to the managers, owners and worksite employees of our PEO HR Outsourcing solutions clients, including:

For managers and client owners:

- WebPayroll for the submission, approval and reporting of payroll data
- tools to manage the onboarding of new employees
- employee administration functions such as viewing or changing information about employees
- access to client-specific compliance-related information relevant to many HR areas, including the Affordable Care Act
- a reporting and analytics tool to create, view, save and export reports and data about employees
  - ability to manage employee time and attendance information, absences and paid time off
- access to Talent Management tools in the areas of Recruiting, Performance Management and Learning Management
- access to a library of online human resources forms
- access to a wide range of best-practices human resources management content through Insperty Mobile, access to review and approve payroll transactions and employee time entry from most mobile devices

For worksite employees:

- access to view, edit and change a range of employee profile information
- online check stubs, pay history reports and W-2s
- employee-specific benefits content, including summary plan descriptions, enrollment status and tools to assist with benefits selection
- access to 401(k) retirement plan information
- e-Learning web-based training
- links to benefits providers and other key vendors
- performance management tools including self-reviews and review history
  - ability to submit time and attendance information, absences and paid time off requests
  - access to view a wide range of employee-specific information such as pay stub, insurance coverage and ID card, 401(k) balances and other commonly accessed data through Insperty Mobile

**Personnel Management.** In addition to the services that we deliver through Insperty Premier, we provide a wide variety of personnel management services that give our clients access to HR advisors and additional resources normally found only in the human resources departments of large companies. All PEO HR Outsourcing solutions clients have access to our

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advice concerning personnel policies and practices, including recruiting, discipline and termination procedures. Other personnel management services we provide include:

- drafting and reviewing personnel policies and employee handbooks
- designing job descriptions
- performing prospective employee screening and background investigations
- designing performance appraisal processes and forms
- professional development and issues-oriented training
- employee counseling
- substance abuse awareness training
- outplacement services
- compensation guidance

**Employer Liability Management.** Under the CSA, we assume many of the employment-related responsibilities associated with the administrative functions, benefit plans administration and personnel management services we provide. For many of those employment-related responsibilities that are the responsibility of the client or of both the client and us, we may assist our clients in managing and limiting exposure. This assistance may include safety-related risk management reviews as well as the implementation by our clients of safety programs designed to reduce workplace accidents and, consequently, workers' compensation claims. We also provide guidance to clients for avoiding discrimination, sexual harassment and civil rights violations, and we assist with termination decisions when consulted to attempt to minimize liability on those grounds. While we do not provide legal services to our clients, we employ in-house and external counsel who specialize in several areas of employment law, have broad experience in disputes concerning the employer/employee relationship and provide support to our internal human resources professionals. As part of our comprehensive service, we also maintain employment practice liability insurance coverage for ourselves and our clients, monitor developments in HR-related laws and regulations, and notify clients of the potential effect of such changes on employer liability.

**MarketPlace<sup>SM</sup>** provided by Insperty<sup>®</sup>. Through our many alliances with best-of-class providers, Insperty's MarketPlace is an e-commerce portal that brings a wide range of products and services to our clients, worksite employees and their families. Through MarketPlace, which is provided through Insperty Premier, our clients also have the opportunity to offer their products and services to other clients and worksite employees.

**Middle Market Solutions.<sup>TM</sup>** We believe the middle market sector, which we generally define as those companies with employees ranging from approximately 150 to 2,000 worksite employees, has historically been under-served by the PEO industry. Currently, we have a dedicated sales management, service personnel and consulting staff who concentrate solely on the middle market sector. Our average number of worksite employees per month in our middle market sector increased 5.8% over 2016, representing approximately 23.6% of our total paid worksite employees during 2017.

### **Other Product and Services Offerings**

We offer other product and services offerings on a stand-alone basis and to our PEO HR Outsourcing solutions clients. We also strive to leverage our relationships with our customers to enable cross-selling of our various products and services.

During 2017 and 2016, revenues from our other products and services offerings as a percentage of our total revenues were 1.3% and 1.4%, respectively.

The following are the key components of our other products and services, which are offered separately or as a bundle: **Traditional Payroll and Human Capital Management.** In 2016, we began offering our Insperty Workforce Administration<sup>TM</sup> solution, a comprehensive human capital management and payroll services solution for clients that do not choose our PEO HR Outsourcing solutions. This solution combines a cloud-based human resources software suite that provides integrated payroll, HR administration and employee onboarding, benefits administration, performance management, and time and attendance functionality with HR guidance and tools, as well as reporting and analytics.

**Time and Attendance.** Our Time and Attendance products and services provide small to medium-sized businesses with software, hardware and services to track, allocate, and analyze employee resources and provide inputs into clients'

payroll

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processing and accounting systems. The service is delivered as an “on-premise” client-server solution or as a cloud-based solution with access through Insperty Premier for our PEO HR Outsourcing solutions clients.

**Performance Management.** Our Performance Management products and services provide human resources software offerings including Insperty® PerformSmart® a performance management cloud-based offering. Insperty PerformSmart is available, for a fee, to both our Workforce Optimization and Workforce Synchronization clients. For customers utilizing PerformSmart in conjunction with our PEO HR Outsourcing solutions, we provide access through Insperty Premier. In addition, we offer a suite of desktop products: Insperty® Descriptions Now®, Insperty® Policies Now®, Insperty® Performance Now®, and Insperty® Ultimate Employer®. Performance Management products are sold through online subscription arrangements and through various reseller arrangements.

**Organizational Planning.** Organizational planning offers cloud-based and desktop software used by companies to facilitate the creation, management and communication of detailed organizational management charts. For customers utilizing OrgPlus RealTime in conjunction with our PEO HR Outsourcing solutions, we provide access through Insperty Premier.

**Recruiting Services.** Our Recruiting Services offer direct hire placement on an as-needed basis and provides outsourced support for individual requisitions or large-scale hiring projects. In addition, we provide consulting services to assist in the creation and maintenance of consistent hiring practices and retention strategies. We also provide compensation services, behavior-based interview training and talent assessment.

**Employment Screening.** Our Employment Screening services offer a customized approach to background-check reporting for companies. Services include criminal records checks; verification of employment history or education; driving record, civil record and credit history checks; and confirmation of extraordinary credentials.

**Expense Management.** Our Expense Management product delivers employee expense management solutions that automate employee expense reporting, enforce travel and expense policies, and provide management reporting and analysis. The service is delivered as a cloud-based solution.

**Retirement Services.** Our Retirement Services solutions deliver comprehensive 401(k) retirement plan recordkeeping and administrative services to small and medium-sized businesses, primarily in connection with a 401(k) retirement plan we sponsor for our PEO HR Outsourcing solutions clients. Services include employee education and enrollment, participant communications, elective deferral withholding and transmission, matching contribution calculation, loan and distribution processing, regulatory filing preparation and nondiscrimination testing.

**Insurance Services.** Our Insurance Services solutions offer assistance through our licensed insurance agency to small and medium-sized businesses, including Workforce Administration clients, in all 50 states to secure affordable, customizable business insurance packages and life, health and disability insurance policies. Insurance Services also assists individuals in obtaining insurance coverages.

### Client Service Agreement

All PEO HR Outsourcing solutions clients execute a CSA with us. The CSA provides for an ongoing relationship between Insperty and the PEO HR Outsourcing solutions client. For most clients, the CSA generally is an annual contract subject to earlier termination by Insperty or the client upon 30 days’ written notice or upon shorter notice in the event of default. CSAs for our middle market clients are generally two-year contracts, subject to earlier termination by clients upon payment of a termination fee or otherwise by the parties upon an event of default. The CSA establishes our comprehensive service fee, which is subject to periodic adjustments to account for changes in the composition of the client’s workforce, employee benefit election changes and statutory changes that affect our costs. Under the CSA, clients active in January of any year are obligated to pay the estimated payroll tax component of the comprehensive service fee in a manner that reflects the pattern of incurred payroll tax costs. This practice aligns clients’ payments to us with our obligations to make payments to tax authorities, which are higher in the earlier part of the year and decrease as limits on wages subject to payroll tax are reached.

The CSA also establishes the division of responsibilities between us and the client as co-employers. Pursuant to the CSA, we are responsible for personnel administration and for compliance with certain employment-related government regulations. In addition, we assume liability for payment of salaries and wages (as well as related payroll taxes) of our worksite employees and responsibility for providing specified employee benefits to such persons. These liabilities are not contingent on the prepayment by the client of the associated comprehensive service fee. Instead, as a

result of our employment relationship with each of our worksite employees, we are liable for payment of salary and wages to the worksite employees as reported by the client and are responsible for providing specified employee benefits to such persons regardless of whether the client pays the associated comprehensive service fee. The client retains the employees' services and remains liable for complying with certain government regulations that require control of the worksite or daily supervisory responsibility or is otherwise beyond

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our ability to assume. A third group of responsibilities and liabilities are assumed by both Insuperity and the client where such concurrent responsibility is appropriate. The specific division of applicable responsibilities under our CSAs generally is as follows:

**Insuperity**

• Payment of wages and salaries as reported by the client and related tax reporting and remittance (local, state and federal withholding, FICA, FUTA, state unemployment)

• Workers' compensation compliance, procurement, management and reporting

• Compliance with the Code, COBRA, HIPAA and ERISA (for each employee benefit plan sponsored by Insuperity), as well as monitoring changes in other governmental laws and regulations governing the employer/employee relationship and updating the client when necessary

• Offering benefits under Insuperity-sponsored employee benefit plans that comply with PPACA requirements

• Employee benefits administration of plans sponsored solely by Insuperity

**Client**

• Payment, through Insuperity, of commissions, bonuses, vacations, paid time off, sick pay, paid leaves of absence and severance payments

• Payment and related tax reporting and remittance of non-qualified deferred compensation and equity-based compensation

• Ownership and protection of all client intellectual property rights

• Compliance with OSHA regulations, EPA regulations, FLSA, FMLA, WARN, USERRA and state and local equivalents and compliance with government contracting provisions

• Compliance with federal, state and local pay or play health care mandates and all such other similar federal, state and local legislation

• Compliance with the National Labor Relations Act ("NLRA"), including all organizing efforts and expenses related to a collective bargaining agreement and related benefits

• Professional licensing requirements, fidelity bonding and professional liability insurance

• Products produced and/or services provided

• COBRA, HIPAA, PPACA, the Code and ERISA compliance for client-sponsored benefit plans

**Concurrent**

• Implementation of policies and practices relating to the employee/employer relationship

• Compliance with all federal, state and local employment laws, including, but not limited to Title VII of the Civil Rights Act of 1964, ADEA, Title I of ADA, the Consumer Credit Protection Act and immigration laws and regulations

We maintain employment practice liability insurance coverages (including coverages for our clients) to manage our exposure for various employee-related claims. Our incurred costs in excess of annual premiums with respect to this exposure have historically been insignificant to our operating results.

Because we are a co-employer with the client for some purposes, it is possible that we could incur liability for violations of such laws, even if we are not responsible for the conduct giving rise to such liability. Our CSA ordinarily addresses this issue by providing that the client will indemnify us for liability incurred to the extent the liability is attributable to conduct by the client. Notwithstanding this contractual right to indemnification, it is possible that we could be unable to collect on a claim for indemnification and may therefore be ultimately responsible for satisfying the liability in question.

In most instances, clients are required to remit their comprehensive service fees no later than one day prior to the applicable payroll date by wire transfer or automated clearinghouse transaction. Although we are ultimately liable, as the employer for payroll purposes, to pay employees for work previously performed, we retain the ability to terminate immediately



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the CSA and associated worksite employees or to require prepayment, letters of credit or other collateral upon deterioration in a client's financial condition or upon non-payment by a client. These rights, the periodic nature of payroll, and the overall quality of our client base have resulted in an excellent overall collections history.

**PEO HR Outsourcing Solutions Clients**

Insperty's PEO HR Outsourcing solutions provide value-added, full-service human resources solutions we believe are most suitable to a specific segment of the small and medium-sized business community. We target successful businesses with approximately 10 to 2,000 employees that recognize the advantage in the strategic use of high-performance human resources practices. We have set a long-term goal to serve approximately 10% of the overall small and medium-sized business community in terms of worksite employees. We serve clients and worksite employees located throughout the United States. By region, our 2017 revenue change compared to 2016 and revenue distribution for the year ended December 31, 2017, was as follows:

	Revenue Change	% of Total Revenues		%
Northeast	13.8 %	26.3 %		%
Southeast	19.4 %	11.7 %		%
Central	16.3 %	16.7 %		%
Southwest	11.3 %	23.6 %		%
West	5.8 %	21.7 %		%

All prospective PEO HR Outsourcing solutions clients are evaluated on the basis of a comprehensive analysis of employer-related risks entailing many factors, including industry and operations, workplace safety and workers' compensation, unemployment history, operating stability, group medical information, human resources practices and other employer risks. As part of our client selection strategy, we strive to minimize offering our PEO HR Outsourcing solutions to businesses falling within certain specified NAICS (North American Industry Classification System) codes for those industries that we believe present a higher employer risk such as employee injury, high turnover or litigation. Our PEO HR Outsourcing solutions client base is broadly distributed throughout a wide variety of industries including:

Industry	% of Client Base
Computer and information services	18 %
Management, administration and consulting services	14 %
Finance, insurance and real estate	14 %
Manufacturing	11 %
Wholesale trade	9 %
Engineering, accounting and legal services	8 %
Medical services	7 %
Not-for-profit and similar organizations	5 %
Retail trade	4 %
Construction	4 %
Other	6 %

This diverse client base lowers our exposure to downturns or volatility in any particular industry. However, our performance could be affected by a downturn in one of these industries or by general economic conditions within the small and medium-sized business community.

We focus heavily on client retention. During 2017 and 2016, our retention rate was approximately 85% and 86%, respectively. For all PEO HR Outsourcing solutions clients, the average annual retention rate over the last five years was approximately 83%. Client attrition is attributable to a variety of factors, including: (1) client non-renewal due to price or service factors; (2) client business failure, sale, merger, or disposition; (3) our termination of the CSA resulting from the client's non-compliance or inability to make timely payments; and (4) competition from other PEOs

or business services firms.

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## Marketing and Sales

As of December 31, 2017, we had 60 PEO HR Outsourcing solutions sales offices located in 29 markets. Our sales offices typically consist of six to eight Business Performance Advisors (“BPAs”), a district sales manager and an office administrator. To take advantage of economic efficiencies, multiple sales offices may share a physical location.

Insperty’s markets and their respective year of entry are as follows:

Market	Sales Offices	Initial Entry Date
Houston	6	1986
San Antonio	1	1989
Austin	1	1989
Orlando	1	1989
Dallas/Fort Worth	5	1993
Atlanta	3	1994
Phoenix	1	1995
Chicago	4	1995
Washington D.C.	2	1995
Denver	2	1996
Los Angeles	5	1997
Charlotte	1	1997
St. Louis	1	1998
San Francisco	3	1998
New York	5	1999
Maryland	2	2000
New Jersey	2	2000
San Diego	1	2001
Boston	3	2001
Minneapolis	2	2002
Raleigh	1	2006
Kansas City	1	2007
Columbus	1	2010
Nashville	1	2011
Philadelphia	1	2012
Seattle	1	2015
Indianapolis	1	2016
Fort Lauderdale	1	2017
Milwaukee	1	2017

We identify markets using a systematic market evaluation and selection process. We continue to evaluate a broad range of factors in the selection process, using a market selection model that weighs various criteria that, based on our experience, we believe are reliable predictors of successful penetration. Among the factors we consider are:

- market size, in terms of small and medium-sized businesses engaged in selected industries that meet our risk profile
- market receptivity to PEO services, including the regulatory environment and relevant history with other PEO providers
- existing relationships within a given market, such as vendor or client relationships
- expansion cost issues, such as advertising and overhead costs

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• direct cost issues that bear on our effectiveness in controlling and managing the cost of our services, such as workers' compensation and health insurance costs, unemployment risks and various legal and other factors

• a comparison of the services we offer to alternatives available to small and medium-sized businesses in the relevant market, such as the cost to the target clients of procuring services directly or through other PEOs

• long-term strategy issues, such as the general perception of markets and our estimate of the long-term revenue growth potential of the market

We develop a mix of national and local advertising media and a placement strategy tailored to each individual market. After selecting a market and developing our marketing mix, but prior to entering the market, we engage in an organized media and public relations campaign to prepare the market for our entry and to begin the process of generating sales leads. We market our services through various business promotions and a broad range of media outlets, including the Internet, television, radio, newspapers, periodicals and direct mail. We employ public relations firms for most of our markets as well as advertising consultants to coordinate and implement our marketing campaigns. We have developed an inventory of television, radio and newsprint advertisements, which are utilized in this effort.

We routinely seek to develop new marketing approaches and campaigns to capitalize on changes in the competitive landscape for our human resources services and to more successfully reach our target market. We have an agreement with the Professional Golf Association Champions Tour to be the title sponsor of the annual Insperty Invitational™ presented by UnitedHealthcare® professional golf tournament held annually in The Woodlands, Texas (a suburb of Houston). In addition, we have an arrangement with Jim Nantz, a sports commentator, to serve as our national spokesperson. Our marketing campaigns use this event and the relationship with Mr. Nantz as a focal point of our brand marketing efforts.

Our organic growth model generates sales leads from five primary sources: direct sales efforts, advertising, referrals, marketing alliances and the Internet. These leads result in initial presentations to prospective PEO HR Outsourcing solutions clients, and ultimately, prospective PEO HR Outsourcing solutions client census reports. A prospective PEO HR Outsourcing solutions client's census report reflects information gathered by the BPA about the prospect's employees, including base compensation, level of benefits coverage options, job classification, state of employment and workers' compensation classification. This information is used to generate a bid from our customized bid system, which applies Insperty's proprietary pricing model to the census data. Concurrent with this process, we evaluate prospective clients through the previously described comprehensive employer risk analysis. Upon completion of a favorable employer risk evaluation, the BPA presents the bid and attempts to complete the sale and enroll the prospect. Our selling process typically takes approximately 90 days for clients with less than 150 employees, and 180 days or longer for middle market clients. The process can be extended during economic downturns.

We have implemented cross-selling channels between our PEO HR Outsourcing solutions business and our other products and services. This cross-selling strategy focuses on using our PEO HR Outsourcing solutions to increase market penetration in each of our other products and services and using our other product and service offerings as a source of leads for our PEO HR Outsourcing solutions. The cross-selling channels attempt to reduce barriers to selling our products and services and allow us to tailor service packages to better meet the specific needs of the business.

### Competition

We provide a value-added, full-service human resources solution through our PEO HR Outsourcing solutions, which we believe is most suitable to a specific segment of the small and medium-sized business community. This full-service approach is exemplified by our commitment to provide a high level of service and technology personnel, which has produced a ratio of corporate staff to worksite employees (the "staff support ratio") that is higher than average for the PEO industry. Based on an analysis of the 2014 through 2016 annual NAPEO surveys of the PEO industry, we have successfully leveraged our full-service approach into significantly higher returns for Insperty on a per worksite employee per month basis. During the three-year period from 2014 through 2016, our staff support ratio averaged 55% higher than the PEO industry average. During the same three-year period, our gross profit per worksite employee and operating income per worksite employee exceeded industry averages by 143% and 133%, respectively.

Competition in the PEO industry revolves primarily around quality of services, scope of services, choice and quality of benefits packages, reputation and price. We believe reputation, national presence, regulatory expertise, financial

resources, risk management and information technology capabilities distinguish leading PEOs from the rest of the industry. We also believe we compete favorably in these areas; however, other PEOs may offer their PEO services at lower prices than we offer.

Due to the differing geographic regions and market segments in which most PEOs operate, and the relatively low level of market penetration by the industry, we consider our primary competition for our PEO HR Outsourcing solutions to be the

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traditional in-house provision of human resources services. The PEO industry is highly fragmented, and we believe Insperty is one of the largest PEO service providers in the United States. Our largest national competitors include the PEO divisions of large business services companies such as Automatic Data Processing, Inc. and Paychex, Inc., and other national PEOs, such as TriNet Group, Inc. In addition, we also face competition from: (1) fee-for-service providers such as payroll processors and human resources consultants; (2) human resources technology solution companies; and (3) large regional PEOs in certain areas of the country. As Insperty and other large PEOs expand nationally, we expect that competition may intensify.

### Vendor Relationships

Insperty provides benefits to its worksite employees under arrangements with a variety of vendors. We consider our contracts with UnitedHealthcare (“United”) and the Chubb Group of Insurance Companies (“Chubb”) to be the most significant elements of our employee benefits package, as they would be the most difficult to replace.

We provide group health insurance coverage to our worksite employees through a national network of carriers including United, UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield of Hawaii and Tufts, all of which provide fully insured policies or service contracts. The health insurance contract with United provides approximately 87% of our health insurance coverage and expires on December 31, 2019, subject to cancellation by either party upon 180 days’ notice. For a discussion of our contract with United, which is accounted for using a partially self-funded insurance accounting model, please read Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Benefits Costs.”

Our workers’ compensation coverage (the “Chubb Program”) has been provided through an arrangement with Chubb (formerly ACE American Insurance Company) since 2007. The Chubb Program is a fully insured program whereby Chubb has the responsibility to pay all claims incurred under the policies regardless of whether we satisfy our responsibilities. For additional discussion of the Chubb Program, which includes terms shifting some of the economic burden to us, please read Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Workers’ Compensation Costs.”

### Information Technology

Insperty utilizes a variety of information technology capabilities to provide its PEO HR Outsourcing solutions and business performance improvement services to its clients and worksite employees and for its own administrative and management information requirements.

Insperty’s PEO HR Outsourcing solutions information systems, which include Insperty Premier, are a proprietary set of applications that utilizes both internally developed and licensed software applications. This system manages transactions and information specific to our PEO HR Outsourcing solutions, to Insperty and to our clients and worksite employees, including:

- worksite employee enrollment
- human resources management and employee administration
- benefits and defined contribution plan administration
- payroll processing
- client invoicing and collection
- management information and reporting
- sales bid calculations

Central to these systems are transaction processing capabilities that allow us to process a high volume of employee enrollment, employee administration, payroll, invoice and bid transactions that meet the specific needs of our clients and prospects. We administer our employee benefits through a proprietary application designed to process employee eligibility and enrollments, manage carrier relationships and maintain a variety of plan offerings. Our retirement services operations are conducted utilizing an industry-leading retirement plan administration application in a third-party hosted environment. Aspects of all of these components are delivered to our PEO HR Outsourcing solutions clients and worksite employees through Insperty Premier. We utilize commercially available software for other business functions such as finance and accounting, sales force activity management and customer relationship management.

Our products and services utilize a variety of owned and licensed software applications to deliver business performance improvement services to our clients, including to some of our PEO HR Outsourcing solutions clients.

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Insperty has hosting facilities located at two separate leased facilities, located in Bryan, Texas and The Woodlands, Texas. These facilities host the majority of our business applications, telecommunications equipment, information security infrastructure and network equipment. Each hosting facility houses a mix of primary production applications, disaster recovery, replication and back-up applications, and pre-production environments, with the Bryan facility acting as our primary data center for all mission-critical applications. Both hosting facilities are designed to run all of our critical business applications and have sufficient capacity to handle all of our operations on a stand-alone basis, if required. Periodically, we perform testing to ensure our disaster recovery capabilities remain effective and available. Our network infrastructure is designed to ensure appropriate connectivity exists among all of our facilities and employees and provides appropriate Internet connectivity to conduct business with our clients and worksite employees. The network infrastructure is provided through industry standard core network hardware and via high-speed network services provided by multiple vendors.

We have incorporated a variety of measures to maintain the security and privacy of the information managed through our systems and applications. These measures include industry standard technologies designed to protect, monitor and assess our data centers and network environment; best practice security policies and procedures; and a variety of measures designed to control access to sensitive and private information.

### Industry Regulations

The operations for our PEO HR Outsourcing solutions are affected by numerous federal and state laws relating to tax, insurance and employment matters. By entering into a co-employer relationship with our worksite employees, we assume certain obligations and responsibilities of an employer under these federal and state laws. Because many of these federal and state laws were enacted prior to the development of nontraditional employment relationships, such as PEOs, temporary employment and outsourcing arrangements, many of these laws do not specifically address the obligations and responsibilities of nontraditional employers. Currently, 41 states have passed laws that recognize PEOs or require licensing, registration or certification requirements for PEOs, and several others are considering such regulation. The SBEA, which was enacted in 2014, established a certification program and created a federal regulatory framework for the payment of wages to worksite employees and for the reporting and remittance of federal payroll taxes on those wages paid by CPEOs. In 2016, our PEO subsidiary, Insperty PEO Services, L.P., filed an application with the IRS to become a CPEO and in the second quarter of 2017, Insperty PEO Services, L.P. received its designation as a CPEO from the IRS, which was retroactively effective to January 1, 2017. Please read Item 1.

“Business – PEO Industry” for further information.

As an employer, we are subject to federal statutes and regulations governing the employer/employee relationship. Subject to the issues discussed below, we believe that our operations are in compliance, in all material respects, with all applicable federal statutes and regulations.

### Employee Benefit Plans

We offer various employee benefits plans to eligible employees, including our worksite employees. These plans include:

- 401(k) retirement plan
- cafeteria plans under Code Section 125
- a group health plan, which includes medical, dental, vision and prescription drug coverage, as well as a work-life program
- a health savings account program
- a welfare benefits plan, which includes life, disability and accidental death and dismemberment coverage
- a health care flexible spending account plan
- an educational assistance program
- an adoption assistance program
- a commuter benefits program

Generally, employee benefit plans are subject to provisions of the Code, ERISA and COBRA. The number and complex nature of federal and state regulations relating to employer-sponsored health plans has continued to increase over time.





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We believe that additional regulatory burdens placed on employers can increase the demand for our services because small and medium-sized businesses are especially challenged in their efforts to comply with governmental regulations due to limited resources and a lack of expertise. As a co-employer in the PEO relationship, we assume or share many of the employer-related responsibilities and assist our clients in complying with many employment-related governmental laws and regulations. Historically, we believe that we have successfully marketed the compliance component of our service offering and that our compliance-related services have increased the value proposition of our service offering.

**Employer Status.** In order to qualify for favorable tax treatment under the Code, employee benefit plans must be established and maintained by an employer for the exclusive benefit of its employees. Generally, an entity is an “employer” of individuals for federal employment tax purposes if an employment relationship exists between the entity and the individuals under the common law test of employment. In addition, the officers of a corporation are deemed to be employees of that corporation for federal employment tax purposes. The common law test of employment, as applied by the IRS, involves an examination of approximately 20 factors to ascertain whether an employment relationship exists between a worker and a purported employer. Generally, the test is applied to determine whether an individual is an independent contractor or an employee for federal employment tax purposes and not to determine whether each of two or more companies is a “co-employer.” Substantial weight is typically given to the question of whether the purported employer has the right to direct and control the details of an individual’s work. Among the factors that appear to have been considered more important by the IRS are:

- the employer’s degree of behavioral control (the extent of instructions, training and the nature of the work)
- the financial control or the economic aspects of the relationship
- the intended relationship of the parties (whether employee benefits are provided, whether any contracts exist, whether services are ongoing or for a project, whether there are any penalties for discharge/termination, and the frequency of the business activity)

**ERISA Requirements.** Employee pension and welfare benefit plans are also governed by ERISA. ERISA defines “employer” as “any person acting directly as an employer, or indirectly in the interest of an employer, in relation to an employee benefit plan.” ERISA defines the term “employee” as “any individual employed by an employer.” The United States Supreme Court has held that the common law test of employment must be applied to determine whether an individual is an employee or an independent contractor under ERISA. A definitive judicial interpretation of “employer” in the context of a PEO or employee leasing arrangement has not been established.

If Insperty were found not to be an employer with respect to worksite employees for ERISA purposes, its plans would not comply with ERISA. Further, as a result of such finding, Insperty and its plans would not enjoy, with respect to worksite employees, the preemption of state laws provided by ERISA and could be subject to varying state laws and regulations as well as to claims based upon state common laws. Even if such a finding were made, we believe we would not be materially adversely affected because we would endeavor to make available similar benefits at comparable costs.

In addition to ERISA and the Code provisions discussed herein, issues related to the relationship between Insperty and its worksite employees may also arise under other federal laws, including other federal income tax laws.

**Patient Protection and Affordable Care Act.** The PPACA was signed into law on March 23, 2010. The PPACA was subsequently amended on March 30, 2010, by the Reconciliation Act. The PPACA and the Reconciliation Act (collectively the “Act”) entail sweeping health care reforms with original staggered effective dates from 2010 through 2018, some of which were subsequently extended until as late as 2020. While the Act did not have a material adverse impact on our results of operations in 2017, the future impact of the following provisions or changes to the provisions, including any changes or a repeal that may be proposed by this Congressional session, is unknown at this time.

Beginning in 2014, the Act provided for the establishment of state insurance exchanges (“Exchanges”) to make health insurance available to individuals and small employers (initially defined as 100 employees or less). States had the option of building a state-based exchange, entering into a state-federal partnership exchange or accepting the federally-facilitated exchange. States that accept the federally-facilitated exchange can transition to a state-based exchange at a later date. The Exchanges provide consumers with educational services and information on available options and offer a variety of health plans. Small business tax credits and subsidies are available to qualifying

businesses and individuals who purchase health insurance through the Exchanges. As part of the Tax Cuts and Jobs Act enacted in December 2017, the requirements that individuals maintain health insurance coverage or pay a penalty, which was known as the individual mandate, was effectively eliminated beginning in 2019. At this time, the Exchanges, tax credits and subsidies have not had a material impact on our operations, but the impact of future changes to these provisions is unknown.

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Additionally in 2014, the Act ushered in a number of insurance market reforms for the small group and individual markets. The reforms required guaranteed issue and renewability of coverage, eliminated certain underwriting practices by issuers, consolidated the number of risk pools in each state and restricted the permissible factors and variable ranges of those factors that can be considered in determining health insurance premiums. Transition relief permitted states to delay the effective date of some of these reforms. At this time, we are unable to determine whether the insurance market reforms will have an adverse impact on our business operations, our ability to attract and retain clients, or our ability to increase service fees to offset any increased costs.

The health insurance industry became subject to additional excise taxes in 2014, and reinsurance taxes were imposed on insurers and third-party administrators for the purpose of helping to offset the cost for insurance covering high-risk individuals. As the policyholder, all or a portion of these increased costs were passed on to us by our carriers. At this time, these taxes have not had a material impact on our operations, but the impact of future changes to these provisions is unknown.

Effective January 1, 2015, “pay or play” requirements applied to large employers with at least 50 full-time and full-time equivalent employees in the prior calendar year (“Applicable Large Employers” or “ALEs”). ALEs who fail to offer “minimum essential coverage” satisfying minimum value and affordability requirements may be subject to a penalty if a full-time employee obtains coverage from an Exchange and receives a subsidy or tax credit for such coverage. While clients are responsible for employer pay or play health care mandates under the CSA, the Insperty Group Health Plan qualifies as minimum essential coverage and is designed to satisfy the minimum value and affordability requirements. Clients are not required to use the affordability safe harbor utilized by us.

Information contained in the Congressional Record, which specifically references PEOs, indicates that any pay or play penalties should apply separately to clients of a PEO and not at the PEO level. However, the Act and subsequently issued IRS guidance do not expressly address the issue of whether the pay or play penalties apply only at the client level or whether the penalties can be applied at the PEO level. At this time, we are unable to determine if pay or play penalties may be assessed against a PEO for coverage provided to worksite employees under a PEO sponsored plan. The effective date of the rules imposing excise taxes on employers and insurers who offer excessive health benefits under so-called “Cadillac plans” has been delayed until 2022. We anticipate taking appropriate steps to avoid, to the extent necessary and possible, benefits under our group health plan from triggering such excise taxes, which our carrier may pass on to us in the form of increased premiums. At this time, we are unable to determine the effect that the excise taxes will have on our ability to match pricing with any increased costs.

**401(k) Retirement Plans.** Our 401(k) Retirement Plans are operated pursuant to guidance provided by the IRS under Revenue Procedure 2002-21 and Revenue Procedure 2003-86, each of which provides guidance for the operation of defined contribution plans maintained by PEOs that benefit worksite employees. This guidance provides qualification standards for PEO plans which, if met, negate the inquiry of common law employer status for purposes of the exclusive benefit rule. All of Insperty’s 401(k) Retirement Plans have received determination letters from the IRS confirming the qualified status of the plans.

### **Employment Taxes**

As a co-employer, Insperty assumes responsibility and liability for the payment of federal and state employment taxes with respect to wages and salaries paid to our worksite employees. There are essentially three types of federal employment tax obligations:

- withholding of income tax requirements governed by Code Section 3401, et seq.
- obligations under FICA, governed by Code Section 3101, et seq.
- obligations under FUTA, governed by Code Section 3301, et seq.

Under these Code sections, employers have the obligation to withhold and remit the employer portion and, where applicable, the employee portion of these taxes.

Code Section 3401, which applies to federal income tax withholding requirements, contains an exception to the general common law test applied to determine whether an entity is an “employer” for purposes of federal income tax withholding. Code Section 3401(d)(1) states that if the person for whom services are rendered does not have control of the payment of wages, the “employer” for this purpose is the person having control of the payment of wages. The Treasury regulations issued under Code Section 3401(d)(1) state that a third party can be deemed to be the employer

of workers under this section for income tax withholding purposes where the person for whom services are rendered does not have legal control of the payment of wages. While several courts have examined Code Section 3401(d)(1), its ultimate scope has not been

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delineated. Moreover, the IRS has to date relied extensively on the common law test of employment in determining liability for failure to comply with federal income tax withholding requirements.

Accordingly, while we believe that we can assume the withholding obligations for worksite employees, in the event we fail to meet these obligations, the client may be held ultimately liable for those obligations. While this interpretive issue has not to our knowledge discouraged clients from enrolling with Insperty, there can be no assurance that a definitive adverse resolution of this issue would not do so in the future. These interpretive uncertainties may also impact our ability to report employment taxes on our own account rather than the accounts of our clients.

The SBEA provides that a CPEO shall be treated as the employer under Subtitle C – Employment Taxes of the Code, and shall be responsible for reporting federal employment taxes rather than the CPEO clients. Following a delay in the implementation of the certification program, Insperty PEO Services, L.P. received its designation as a CPEO from the IRS in the second quarter of 2017, which designation was retroactively effective to January 1, 2017.

### Unemployment Taxes

We record our state unemployment (“SUI”) tax expense based on taxable wages and tax rates assigned by each state. State unemployment tax rates vary by state and are determined, in part, based on Insperty’s prior years’ compensation experience in each state. Certain rates are determined, in part, by each client’s own compensation experience. In addition, states have the ability under law to increase unemployment tax rates, including retroactively, to cover deficiencies in the unemployment tax funds. Rate notices are typically provided by the states during, or prior to, the first quarter of each year; however, some notices are received later. Until we receive the final tax rate notices, we estimate our expected SUI rate in those particular states.

Employers in certain states are experiencing higher FUTA tax rates as a result of states not repaying their unemployment loans from the federal government in a timely manner. We are obligated to pay the federal government at a higher rate in these situations. As such, we estimate the additional tax owed in states that have had a history of not repaying their federal loans in a timely manner.

### State Regulation

While some states do not explicitly regulate PEOs, 41 states have adopted provisions for licensing, registration, certification or recognition of PEOs, and several others are considering such regulation. Such laws vary from state to state but generally provide for monitoring the fiscal responsibility of PEOs, and in some cases codify and clarify the co-employment relationship for unemployment, workers’ compensation and other purposes under state law. We believe that we are in compliance with the material requirements in all 41 states that have such laws. Regardless of whether a state has licensing, registration or certification requirements for PEOs, we must comply with a number of other state and local regulations that could impact our operations.

### Corporate Office Employees

We had approximately 2,900 corporate employees as of December 31, 2017. We believe our relations with our corporate employees are good. None of our corporate employees are covered by a collective bargaining agreement.

### Intellectual Property

Insperty currently has registered trademarks, copyrights and other intellectual property. We believe that our trademarks as a whole are of considerable importance to our business.

## ITEM 1A. RISK FACTORS.

The statements in this section describe the known material risks to our business and should be considered carefully.

### Adverse Economic Conditions Could Negatively Affect Our Industry, Business and Results of Operations

The small and medium-sized business market is sensitive to changes in economic activity levels as well as the credit markets. As a result, the demand for the outsourced HR services we provide clients could be adversely impacted by weak economic conditions or difficulty obtaining credit. Current and prospective clients may respond to such conditions by reducing employment levels, compensation levels, employee benefit levels and outsourced HR services. In addition, during periods of weak economic conditions, current clients may have difficulty meeting their financial obligations to us and may select alternative HR services at more competitive rates than we offer. Such developments could adversely impact our financial condition, results of operations and future growth rates.



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### We Assume Liability for Worksite Employee Payroll, Payroll Taxes and Benefits Costs and Are Responsible for Their Payment Regardless of the Amount Billed to or Paid by Our Clients

Under the CSA, we become a co-employer of worksite employees and assume the obligations to pay the salaries, wages and related benefits costs and payroll taxes of such worksite employees. We assume such obligations as a principal, not as an agent of the client. Our obligations include responsibility for:

• payment of the salaries and wages for work performed by worksite employees, regardless of whether the client timely pays us the associated service fee

• withholding and payment of federal and state payroll taxes with respect to wages and salaries reported by Insperty

• providing benefits to worksite employees even if our costs to provide such benefits exceed the fees the client pays us

If a client does not pay us, or if the costs of benefits we provide to worksite employees exceed the fees a client pays us, our ultimate liability for worksite employee payroll and benefits costs could have a material adverse effect on our financial condition or results of operations.

### Increases in Health Insurance Costs or Inability to Secure Replacement Contracts on Competitive Terms Could Have a Material Adverse Effect on Our Financial Condition or Results of Operations

Maintaining health insurance plans that cover worksite employees is a significant part of our business. Our primary health insurance contract expires on December 31, 2019, subject to cancellation by either party upon 180 days' notice. In the event we are unable to secure replacement contracts on competitive terms, significant disruption to our business could occur.

Health insurance costs are in part determined by our claims experience and comprise a significant portion of our direct costs. If we experience an increase in the number or severity of claims, our health insurance costs could increase.

Claim activity levels and costs are impacted by a number of factors, including, but not limited to, macro-economic changes, proposed and enacted regulatory changes and medical outbreaks. Contractual arrangements with our clients limit or delay our ability to incorporate increases in costs into our service fees. As a result, such increases could have a material adverse effect on our financial condition or results of operations. For additional information related to our health insurance costs, please read Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Benefits Costs."

### Health Care Reform Could Affect Our Health Insurance Plan and Could Lead to a Significant Disruption in Our Business

The PPACA was signed into law on March 23, 2010. The PPACA was subsequently amended on March 30, 2010 by the Reconciliation Act. The Act entails sweeping health care reforms with original staggered effective dates from 2010 through 2018, some of which were subsequently extended out as far as 2022. Some provisions in the Act still require the issuance of additional guidance from the U.S. Department of Health and Human Services ("HHS") and the states.

Beginning in 2014, a number of key provisions of the Act took effect, including the Exchanges, insurance market reforms and the imposition of excise taxes on the health insurance industry and reinsurance taxes on insurers and third-party administrators. Additionally, the pay or play penalties on Applicable Large Employers were fully phased-in by 2016. As part of the Tax Cuts and Jobs Act enacted in December 2017, the requirements that individuals maintain health insurance coverage or pay a penalty, which was known as the individual mandate, was effectively eliminated beginning in 2019. In January 2018, the excise tax for offering "Cadillac Plans" was further delayed until 2022. In addition, supporters in various states are advocating for adoption of healthcare-related reforms at the state level. Collectively, these items have the potential to significantly change the insurance marketplace for small and medium sized businesses and how employers provide insurance to employees. In addition, as a co-employer in the PEO relationship, we assume or share many of the employer-related responsibilities and assist our clients in complying with many employment-related governmental regulations. Generally, the Act and subsequently issued guidance by the IRS and HHS have not addressed or in some instances are unclear as to their application in the PEO relationship or whether such provisions should be applied at the PEO or client level.

Although we do not believe that the Act has had a material adverse effect on our benefit plans, business model or operations to date, the elimination of the penalty associated with the individual mandate and subsequent changes resulting from action that may be taken at the federal or state level, including repeal or repeal and replacement of the



Act as has been advocated by Congressional leaders and the administration of President Trump, may impact our benefit plans, business model and future results of operations. In future periods, changes may result in increased costs to us and could affect our ability to attract and retain clients. Additionally, contractual arrangements and competitive market conditions may limit or delay our

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ability to increase service fees to offset any associated potential increased costs. For additional information related to the Act, please read Item 1. “Business - Industry Regulations - Patient Protection and Affordable Care Act.” We are currently unable to determine whether potential future changes to the Act or other regulatory action, including at the state level, may adversely affect our business or market conditions.

### **Increases in Workers’ Compensation Costs or Inability to Secure Replacement Coverage on Competitive Terms Could Lead to a Significant Disruption to Our Business**

Our workers’ compensation coverage has been provided through an arrangement with Chubb (formerly ACE American Insurance Company) since 2007. Under our current arrangement with Chubb, we have a financial responsibility to Chubb for the first \$1 million layer of claims per occurrence and for claims over \$1 million, up to a maximum aggregate amount of \$5 million per policy year for claims that exceed the first \$1 million. Chubb bears the financial responsibility for all claims in excess of these levels. The Chubb Program is a fully insured program whereby Chubb has the responsibility to pay all claims incurred under the policies regardless of whether we satisfy our responsibilities. For additional discussion of our policy with Chubb, please read Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Workers’ Compensation Costs.”

Workers’ compensation costs are a significant portion of our direct costs. If we were to experience an unexpected large increase in the number or severity of claims, our workers’ compensation costs could increase, which could have a material adverse effect on our results of operations or financial condition.

The current workers’ compensation coverage with Chubb expires on September 30, 2018. In the event we are unable to secure replacement coverage on competitive terms, significant disruption to our business could occur.

### **Our Ability to Adjust and Collect Service Fees for Increases in Unemployment Tax Rates May be Limited**

We record our SUI tax expense based on taxable wages and tax rates assigned by each state. SUI tax rates vary by state and are determined, in part, based on prior years’ compensation experience in each state. Prior to the receipt of final tax rate notices, we estimate our expected SUI tax rate in those states for which tax rate notices have not yet been received for purposes of pricing. In a period of adverse economic conditions state unemployment funds may experience a significant increase in the number of unemployment claims. Accordingly, SUI tax rates would likely increase substantially. Some states have the ability under law to increase SUI tax rates retroactively to cover deficiencies in the unemployment fund.

In addition, FUTA may be retroactively increased in certain states in the event the state fails to timely repay federal unemployment loans. Employers in such states are experiencing higher FUTA tax rates as a result of not repaying their unemployment loans from the federal government in a timely manner. The Benefit Cost Ratio Add-On (“BCR”) is an additional tax on the FUTA wage base for employers in states that continue to have outstanding federal unemployment insurance loans beginning with the fifth year in which there is a balance due on the loan. States have the option to apply for a waiver before July 1<sup>st</sup> of the year in which the BCR is applicable.

Generally, our contractual agreements allow us to incorporate such statutory tax increases into our service fees upon the effective date of the rate change. However, our ability to fully adjust service fees in our billing systems and collect such increases over the remaining term of the clients’ contracts could be limited, resulting in a potential tax increase not being fully recovered. As a result, such increases could have a material adverse effect on our financial condition or results of operations.

### **Many of Our Contracts for Our PEO HR Outsourcing Solutions May be Canceled on Short Notice. Our Inability to Renew Client Contracts or Attract New Clients Could Materially and Adversely Affect Our Financial Conditions or Results of Operations**

Our standard CSA can generally be canceled by us or the client with 30 days’ notice. Accordingly, the short-term nature of the CSA makes us vulnerable to potential cancellations by existing PEO HR Outsourcing Solution clients, which could materially and adversely affect our financial condition or results of operations. In addition, in the event we have a high proportion of terminating clients from our middle market client base (which are generally subject to CSAs with two-year terms), the financial impact of such an event could be significant due to the number of worksite employees involved and the longer time it takes to replace middle market clients. Also, our results of operations are dependent in part upon our ability to retain or replace our clients upon the termination or cancellation of the CSA. Our

client attrition rate was approximately 15% in 2017. There can be no assurance that the number of contract cancellations will continue at these levels and such cancellations may increase in the future due to various factors, including economic conditions in the markets we operate. Clients electing to purchase our services or electing an alternative solution often do so at the beginning of the calendar year. As a result, we typically experience our largest concentration of new client additions and attrition in the first quarter of each year.

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### We May Be Subject to Liabilities for Client and Employee Actions

A number of legal issues remain unresolved with respect to the co-employment arrangement between a PEO and its worksite employees, including questions concerning the ultimate liability for violations of employment, payroll and discrimination laws. Our CSA establishes the contractual division of responsibilities between Insperty and our clients for various personnel management matters, including compliance with and liability under various governmental regulations.

Because we act as a co-employer, we may be subject to liability for violations of various employment, payroll and discrimination laws despite these contractual provisions, even if we do not participate in such violations. Although the CSA generally requires the client to indemnify us for certain liabilities attributable to the client's conduct, we may not be able to collect on such a contractual indemnification claim and thus may be responsible for satisfying such liabilities to the extent that such liabilities are not covered or insured against under our insurance policies. In addition, worksite employees may be deemed to be our agents, which may subject us to liability for the actions of such worksite employees.

### Competition and Other Developments in the HR Services Industry May Impact Our Growth and/or Profitability

The human resources services industry, including the PEO industry, is highly fragmented. Many PEOs have limited operations and fewer than 1,000 worksite employees, but there are several industry participants that are comparable to our size or larger. We also encounter competition from "fee for service" companies such as payroll processing firms, insurance companies, human resources consultants and human resources technology solutions as well as cloud-based self-service bundled human resources offerings. Our competitors include the PEO divisions of large business services companies, such as Automatic Data Processing, Inc. and Paychex, Inc., and other national PEOs such as TriNet Group, Inc. In many cases, these competitors offer a reduced service PEO offering at a lower price than our PEO HR Outsourcing solutions. We expect that as the PEO industry grows and its regulatory framework becomes better established, well organized competition with greater resources than we have may enter the PEO market, possibly including large "fee for service" companies currently providing a more limited range of services. In addition, competitors may be able to offer or develop new technology-based lower service models that may require us to make substantial investments in order to effectively compete.

We offer a lower priced reduced service level PEO offering referred to as Workforce Synchronization in response to certain middle market client needs and the evolving PEO marketplace. As of December 2017, approximately 12% of our worksite employees were co-employed by Workforce Synchronization clients. In the event we were to experience a significant increase in the number of clients using the Workforce Synchronization offering or increased pricing pressures in the PEO marketplace without corresponding reductions in operating costs, our operating margins may decline, which could have a material adverse impact on our financial condition or results of operations.

### Changes in Federal, State and Local Regulation or Our Inability to Obtain Licenses Under New Regulatory Frameworks Could Have a Material Adverse Effect on Our Results of Operations or Financial Condition

As a major employer, our operations are affected by numerous federal, state and local laws and regulations relating to labor, tax, benefit, insurance and employment matters. By entering into a co-employer relationship with employees assigned to work at client locations, we assume certain obligations and responsibilities of an employer under these laws. However, many of these current laws (such as the Act, ERISA and federal and state employment tax laws) do not specifically address the obligations and responsibilities of non-traditional employers such as PEOs, and the definition of "employer" under these laws is not uniform despite the SBEA having provided clarification under federal employment tax laws for CPEOs. In addition, many of the states in which we operate have not addressed the PEO relationship for purposes of compliance with applicable state laws governing the employer/employee relationship.

Any adverse application of new or existing federal or state laws to the PEO relationship with our worksite employees and client companies could have a material adverse effect on our results of operations or financial condition.

While some states do not explicitly regulate PEOs, 41 states have passed laws that have recognition, licensing, certification or registration requirements for PEOs and several other states are considering such regulation. Such laws vary from state to state, but generally provide for monitoring the fiscal responsibility of PEOs, and in some cases codify and clarify the co-employment relationship for unemployment, workers' compensation and other purposes under state law. In addition, the SBEA provides certain benefits for companies that qualify as a CPEO. While we

generally support licensing regulation because it serves to validate the PEO relationship, we may not be able to satisfy licensing requirements or other applicable regulations for all states. In addition, there can be no assurance that we will be able to renew our licenses in all states or that we will be able to maintain our CPEO designation.

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Geographic Market Concentration Makes Our Results of Operations Vulnerable to Regional Economic Factors  
Our New York, California and Texas markets accounted for approximately 10%, 17% and 22% (including 10% in Houston), respectively, of our worksite employees for the year ended December 31, 2017. Accordingly, while we have a goal of expanding in our current markets and into new markets, for the foreseeable future, a significant portion of our revenues may be subject to economic factors specific to New York, California and Texas.

A Determination that a Client is Liable for Employment Taxes Not Paid by a PEO May Discourage Clients from Contracting with Us in the Future

Under the CSA, we assume sole responsibility and liability for paying federal employment taxes imposed under the Code with respect to wages and salaries we pay our worksite employees. There are essentially three types of federal employment tax obligations:

• income tax withholding requirements

• FICA

• FUTA

Under the Code, employers have the obligation to withhold and remit the employer portion and, where applicable, the employee portion of these taxes. The SBEA clarifies that a CPEO is treated as the employer for purposes of federal payroll taxes on wages it pays to worksite employees. Most states impose similar employment tax obligations on the employer. While the CSA provides that we have sole legal responsibility for making these tax contributions, the applicable state taxing authority could conclude that such liability cannot be completely transferred to us.

Accordingly, in the event that we fail to meet our tax withholding and payment obligations, the client may be held jointly and severally liable for those obligations. While this interpretive issue has not, to our knowledge, discouraged clients from enrolling with Insperty, a definitive adverse resolution of this issue may discourage clients from enrolling in the future.

Failure of Our Information Technology Systems, Including From Cyber Attacks and Data Breaches, Could Damage Our Reputation, Materially Disrupt Our Business Operations, and Increase Our Costs and Cause Losses

Many of the HR services offerings we provide to clients are conducted through a technology infrastructure using both internally developed and purchased commercial software, a wide variety of hardware infrastructure technologies, and a multi-carrier wide area network. The processing of payroll, benefits and other transactions is dependent upon this complex infrastructure, some of which is provided by third party vendors. Hardware or applications we develop or procure from third party vendors may contain defects in design or other problems that could unexpectedly compromise the confidentiality, integrity or availability of data or our systems. Any delays or failures caused by network outages, software or hardware failures, or other data processing disruptions, could result in our inability to timely process transactions. If such failures cause us to not meet client service expectations, we may lose existing clients and may have difficulty attracting new clients.

In connection with our HR services offerings, we collect, use, transmit and store large amounts of personal and business information about our worksite employees and clients, including payroll information, personal and business financial data, social security numbers, bank account numbers, tax information and other sensitive personal and business information. We are focused on ensuring that the technology infrastructure that we use safeguards and protects personal and business information. We have programs in place to prevent, detect and respond to data security incidents, and we take steps to require that our third party vendors protect sensitive information. Nonetheless, attacks on information technology systems continue to grow in frequency and sophistication, and we and our third party vendors are targeted by unauthorized parties using malicious tactics, code and viruses. Because the techniques used to obtain unauthorized access and disable or sabotage systems change frequently and may be difficult to detect for long periods of time, we and our third party vendors may be unable to anticipate these techniques or implement adequate preventive measures. As these threats continue to evolve, we may be required to invest significant additional resources to modify and enhance our information security and controls or to investigate and remediate any security vulnerabilities. While our technology infrastructure is designed to safeguard and protect personal and business information, we do not have the ability to monitor the implementation of similar safeguards by our vendors, clients or worksite employees.

Any cyber-attack, unauthorized intrusion, malicious software infiltration, network disruption, corruption of data, or theft of private or other sensitive information, or inadvertent acts by our own employees, could result in the disclosure or misuse of confidential or proprietary information, and could have a material adverse effect on our business operations or that of our clients, result in liability or regulatory sanction, or cause a loss of confidence in our ability to serve clients. Although we

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believe that we maintain a stringent program of information security and controls, the impact of a data security incident could have a material adverse effect on our business, results of operations and financial condition.

We are also subject to various federal and state laws, rules and regulations relating to the collection, use, transmission and security of personal and business information. Most states and the District of Columbia have enacted notification rules that may require notification to regulators, clients or employees in the event of a privacy breach. It is possible that these federal and states laws may be interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines, this could result in an order requiring that we change our data practices, which could have a material adverse effect on our business. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business. The future enactment of more restrictive laws, rules or regulations could have a material adverse impact on us through increased costs or restrictions on our businesses and noncompliance could result in regulatory penalties and significant liability.

**The Failure of Our Insurance Carriers or Financial Institutions Could Have a Material Adverse Effect on Us**

As part of our PEO HR Outsourcing solutions, we contract with various insurance carriers to provide insurance coverage including health insurance, workers' compensation insurance and employment practices liability insurance. In addition, we obtain insurance coverage for various commercial risks in our business such as property insurance, errors and omissions insurance, cyber liability insurance, general liability insurance, fiduciary liability insurance, automobile liability insurance, and directors' and officers' liability insurance. The failure of any insurance carrier providing such coverage could leave us exposed to uninsured risk and could have a material adverse effect on our business.

In conjunction with providing services to clients, we rely on financial institutions to electronically transfer funds for the collection of our comprehensive service fee as well as the payment of wages and associated payroll tax withholdings. Failure by these financial institutions, for any reason, to deliver their services in a timely manner could result in material interruptions to our operations, impact client relations, and result in significant penalties or liabilities to us.

**New and Higher Federal, State and Local Taxes Could Have a Material and Adverse Impact on Our Financial Condition and Results of Operations**

In times of economic slowdowns, states and municipalities in which we operate may experience reductions in tax revenues and corresponding budget deficits. In response to the budget shortfalls, many states and municipalities have in the past and may in the future increase or enact new taxes on businesses operating within their tax jurisdiction, including business activity taxes and income taxes. In addition, federal, state and local taxing agencies may increase their audit activity in an effort to identify additional tax revenues. New tax assessments on our operations could result in increased costs. Our ability to adjust our service fees and incorporate additional tax assessments into our billing system could be limited. As a result, such higher taxes could have a material adverse impact on our financial condition or results of operations.

**Failure to Integrate or Realize the Expected Return on Our Acquisitions and Investments Could Have a Material Adverse Impact on Our Financial Condition or Results of Operations**

We have adopted a strategy to market and sell additional products and services within and outside of traditional PEO HR Outsourcing solutions. As part of this strategy, periodically we make strategic long-term decisions to invest in and/or acquire new companies, business units or assets. Acquiring new businesses involves a number of risks such as over-valuation of the acquired companies, entering markets or businesses in which we have no prior experience, integrating the technology, operations, and personnel, diversion of management's attention from other business concerns and litigation resulting from the activities of the acquired company. The occurrence of one or more of these events could result in the loss of existing or prospective clients or employees, not achieving anticipated revenues or profitability, or impairment of acquired assets. Such developments could have a material impact to our financial condition, results of operations and future growth rates.

In connection with our goodwill impairment assessments, we recorded impairment charges of \$2.5 million in our Employment Screening reporting unit in 2014 and \$3.3 million in our Expense Management reporting unit in 2013. In addition, we recorded a \$2.7 million impairment charge related to our minority investment in The Receivables



Exchange in 2013. Based on market conditions or changes in operating plans, the fair value of our other acquired businesses could decline, requiring us to record additional impairment charges for all or portions of the investments.

**Our Business Could Be Disrupted as a Result of Actions of Certain Stockholders**

If any of our stockholders commence a proxy contest, advocate for change, make public statements critical of our performance or business, or engage in other similar activities, then our business could be adversely affected because we may have difficulty attracting and retaining clients due to perceived uncertainties as to our future direction and negative public

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statements about our business; responding to proxy contests and other similar actions by stockholders is likely to result in us incurring substantial additional costs and significantly divert the attention of management and our employees; and, if individuals are elected to our Board with a specific agenda, the execution of our strategic plan may be disrupted or a new strategic plan altogether may be implemented, which could have a material adverse impact on our business, financial condition or results of operations. Further, any of these matters or any such actions by stockholders may impact and result in volatility of the price of our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

We believe our current real estate and facilities are adequate for the purposes for which they are intended and provide for further expansion to accommodate our long-term growth and expansion goals. We believe that short-term leased facilities are readily available if needed to accommodate near-term needs if they arise. We will continue to evaluate the need for additional facilities based on the extent of our product and service offerings, the rate of client growth, the geographic distribution of our client base and our long-term service delivery requirements.

Corporate Facilities

Our corporate headquarters is located in Kingwood, Texas, in a campus-style facility. This 33-acre company-owned office campus includes approximately 9 acres of undeveloped land for future expansion. Development and support operations are located in the Kingwood facility.

In April 2017, we completed the construction of an additional 104,000 square foot office facility located on our corporate campus, which now comprises a total of 431,000 square feet. We relocated personnel from our Houston service center to this new facility in 2017.

We have hosting facilities, totaling approximately 2,000 square feet, located at two separate leased facilities. The hosting facilities house the majority of our business applications, telecommunications equipment and network equipment. The facilities, located in Bryan, Texas and The Woodlands, Texas, are under lease until 2019 and 2022, respectively.

Service Centers

We currently have four regional service centers located in Atlanta, Dallas, Houston and Los Angeles.

The Atlanta service center, which currently services approximately 34% of our worksite employee base, is located in a 40,500 square foot facility under lease until 2023.

The Dallas service center, which currently services approximately 23% of our worksite employee base, is located in a 42,500 square foot facility under lease until 2023. In addition to the service center operations, the facility also contains sales operations.

The Houston service center, which currently services approximately 20% of our worksite employee base, is located on our corporate campus.

The Los Angeles service center, which currently services approximately 23% of our worksite employee base, is located in a 38,000 square foot facility under lease until 2019.

Sales Offices

As of December 31, 2017, we had sales and service personnel in 53 facilities located in 29 sales markets throughout the United States. All of the facilities are leased and some are shared by multiple sales offices and/or client service personnel. As of December 31, 2017, we had 60 PEO HR Outsourcing solutions sales offices in these 29 markets. To take advantage of economic efficiencies, multiple sales offices may share a physical location. Each sales office is typically staffed by six to eight BPAs, a district sales manager and an office administrator. In addition, we have placed certain client service personnel in a majority of our sales markets to provide high-quality, localized service to our clients in those major markets. We expect to continue placing client service personnel in sales markets as a critical mass of clients is attained in each market.

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## ITEM 3. LEGAL PROCEEDINGS.

We are not a party to any material pending legal proceedings other than ordinary routine litigation incidental to our business that we believe would not have a material adverse effect on our financial condition or results of operations, except as discussed in Note 13 to the Consolidated Financial Statements, "Commitments and Contingencies," which is incorporated herein by reference.

## ITEM S-K 401 (b). EXECUTIVE OFFICERS OF THE REGISTRANT.

The following table sets forth the names, ages (as of February 5, 2018) and positions of Insperty's executive officers:

Name	Age	Position
Paul J. Sarvadi	61	Chairman of the Board and Chief Executive Officer
Richard G. Rawson	69	President
A. Steve Arizpe	60	Executive Vice President of Client Services and Chief Operating Officer
Jay E. Mincks	64	Executive Vice President of Sales and Marketing
Douglas S. Sharp	56	Senior Vice President of Finance, Chief Financial Officer and Treasurer
Daniel D. Herink	51	Senior Vice President of Legal, General Counsel and Secretary

Paul J. Sarvadi has served as Chairman of the Board and Chief Executive Officer since August 2003. Mr. Sarvadi co-founded Insperty in 1986 and served as Vice President and Treasurer of Insperty from its inception in 1986 through April 1987, as Vice President from April 1987 through 1989 and as President and Chief Executive Officer from 1989 to August 2003. Prior to founding Insperty, Mr. Sarvadi started and operated several small businesses. Mr. Sarvadi has served as President of NAPEO and was a member of its Board of Directors for five years. Mr. Sarvadi was selected as the 2001 National Ernst & Young Entrepreneur Of The Year<sup>®</sup> for service industries. In 2004, he received the Conn Family Distinguished New Venture Leader Award from Mays Business School at Texas A&M University. In 2007, he was inducted into the Texas Business Hall of Fame.

Richard G. Rawson is President of Insperty and a Class III director. He has been a director of Insperty since 1989 and has been President since August 2003. Before being elected President, he served as Executive Vice President of Administration, Chief Financial Officer and Treasurer of Insperty from February 1997 until August 2003. Prior to that, he served as Senior Vice President, Chief Financial Officer and Treasurer of Insperty since 1989. Prior to joining Insperty in 1989, Mr. Rawson served as a Senior Financial Officer and Controller for several companies in the manufacturing and seismic data processing industries. Mr. Rawson has served NAPEO as Chairman of the Accounting Practices Committee and several other offices and became President in 1999-2000. Mr. Rawson has a Bachelor of Business Administration in finance from the University of Houston and currently serves as a board member for the C.T. Bauer College of Business. Mr. Rawson announced that he will retire as an employee and from his position as President on May 18, 2018, after having served as an executive officer of Insperty for over 28 years. Mr. Rawson will continue to serve as a member of our Board.

A. Steve Arizpe has served as Executive Vice President of Client Services and Chief Operating Officer since August 2003. He joined Insperty in 1989 and has served in a variety of roles, including Houston Sales Manager, Regional Sales Manager and Vice President of Sales. Prior to joining Insperty, Mr. Arizpe served in sales and sales management roles for NCR Corporation and Clarke-American. He has also served as a director of the Texas Chapter of NAPEO. Mr. Arizpe graduated from Texas A&M University in 1979, earning his degree in Business Management. Jay E. Mincks has served as Executive Vice President of Sales and Marketing since January 1999. Mr. Mincks served as Vice President of Sales and Marketing from February 1997 through January 1999. He joined Insperty in 1990 and has served in a variety of other roles, including Houston Sales Manager and Regional Sales Manager for the Western United States. Prior to joining Insperty, Mr. Mincks served in a variety of positions, including management positions, in the sales and sales training fields with various large companies. He holds a business degree from the University of Houston.

Douglas S. Sharp has served as Senior Vice President of Finance, Chief Financial Officer and Treasurer since May 2008. He served as Vice President of Finance, Chief Financial Officer and Treasurer from August 2003 until May 2008. Mr. Sharp joined Insperty in January 2000 as Vice President of Finance and Controller. From July 1994 until he joined Insperty, he served as Chief Financial Officer for Rimkus Consulting Group, Inc. Prior to that, he served as Controller for a small publicly held company; as Controller for a software company; and as an Audit Manager for

Ernst & Young LLP. Mr. Sharp has served as a member of the Accounting Practices Committee of NAPEO. Mr. Sharp is also a certified public accountant.

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Daniel D. Herink has served as Senior Vice President of Legal, General Counsel and Secretary since May 2008. Mr. Herink joined Insperty in 2000 as Assistant General Counsel and was promoted to Associate General Counsel in 2002. He was elected to his current position in May 2007. Mr. Herink previously served as an attorney at Rodriguez, Colvin & Chaney, L.L.P. and McGinnis, Lochridge & Kilgore, L.L.P. He earned his Bachelor of Science degree in business administration from the University of Nebraska and a Doctorate of Jurisprudence from The University of Texas School of Law, where he was a member of the Texas Law Review and The Order of the Coif. Mr. Herink is also a certified public accountant.

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## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

## Price Range of Common Stock

Our common stock is traded on the New York Stock Exchange under the symbol "NSP." As of February 5, 2018, there were 379 holders of record of our common stock. This number does not include stockholders for whom shares were held in "nominee" or "street name." The following table sets forth the high and low sales prices for the common stock as reported on the New York Stock Exchange transactional tape. These amounts have been adjusted to reflect the two-for-one stock split of our common stock effected on December 18, 2017 in the form of a 100% stock dividend.

2017	High	Low	Dividends per Share	
First Quarter	\$45.28	\$34.60	\$ 0.125	
Second Quarter	46.83	35.16	0.150	
Third Quarter	45.13	34.88	0.150	
Fourth Quarter	60.35	43.80	1.150	(1)
2016				
First Quarter	\$26.16	\$20.92	\$ 0.110	
Second Quarter	38.62	25.31	0.125	
Third Quarter	41.09	32.35	0.125	
Fourth Quarter	38.35	32.28	0.125	

(1)Includes a \$1.00 per share special dividend.

## Dividend Policy

During 2017 and 2016, we paid dividends of \$65.8 million and \$20.6 million, respectively including a special cash dividend of \$41.7 million paid in the fourth quarter of 2017. The payment of dividends is made at the discretion of our Board and depends upon our operating results, financial condition, capital requirements, general business conditions and such other factors as our Board deems relevant.

## Issuer Purchases of Equity Securities

The following table provides information about our purchases of Insperty common stock during the three months ended December 31, 2017:

Period	Total Number of Shares Purchased <sup>(1)(2)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program <sup>(1)</sup>	Maximum Number of Shares that may yet be Purchased under the Program <sup>(1)</sup>
10/01/2017 – 10/31/2017	—	\$ —	—	1,747,564
11/01/2017 – 11/30/2017	—	—	—	2,747,564
12/01/2017 – 12/31/2017	202,888	57.00	70,000	2,677,564
Total	202,888	\$ 57.00	70,000	

(1) Our Board has approved a program to repurchase shares of our outstanding common stock, including an additional one million shares authorized for repurchase in November 2017. During the three months ended December 31, 2017, 70,000 shares were repurchased under the program. As of December 31, 2017, we were authorized to repurchase an additional 2,677,564 shares under the program. Unless terminated earlier by resolution of the Board, the repurchase program will expire when we have repurchased all the shares authorized for repurchase under the

repurchase program.

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During the three months ended December 31, 2017, 132,888 shares of restricted stock were withheld to satisfy (2) tax-withholding obligations arising in conjunction with the vesting of restricted stock. The required withholding is calculated using the closing sales price reported by the New York Stock Exchange on the date prior to the applicable vesting date. These shares are not subject to the repurchase program described above.

Performance Graph

The following graph compares our cumulative total stockholder return since December 31, 2012, with the S&P Smallcap 600 Index and the S&P 1500 Composite Human Resources and Employment Services Index. The graph assumes that the value of the investment in our common stock and each index (including reinvestment of dividends) was \$100 on December 31, 2012.

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	12/12	12/13	12/14	12/15	12/16	12/17
Insperty, Inc.	100.00	113.38	115.75	167.40	250.36	417.13
S&P Smallcap 600	100.00	141.31	149.45	146.50	185.40	209.94
S&P 1500 Composite Human Resources and Employment Services	100.00	167.71	175.38	181.34	201.09	257.35

This graph shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

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## ITEM 6. SELECTED FINANCIAL DATA.

The selected consolidated financial data set forth below should be read in conjunction with the Consolidated Financial Statements and accompanying Notes and Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” All per share data has been adjusted to reflect the two-for-one stock split of our common stock effected on December 18, 2017 in the form of a stock dividend.

	Year ended December 31,				
	2017	2016	2015	2014	2013
	(in thousands, except per share and statistical data)				
<b>Income Statement Data:</b>					
Revenues <sup>(1)</sup>	\$3,300,223	\$2,941,347	\$2,603,614	\$2,357,788	\$2,256,112
Gross profit	572,731	491,610	437,867	403,805	393,251
Operating income	129,941	106,306	65,699	<sup>(2)</sup> 47,474	<sup>(3)</sup> 56,223
Net income	84,402	65,991	39,390	28,004	<sup>(5)</sup> 32,032
Diluted net income per share of common stock <sup>(6)</sup>	2.01	1.54	0.79	0.53	<sup>(7)</sup> 0.63
Adjusted net income <sup>(8)</sup>	103,005	76,718	54,519	36,734	42,289
Adjusted diluted net income per share of common stock <sup>(6)(8)</sup>	2.45	1.79	1.10	0.72	0.83
Adjusted EBITDA <sup>(8)</sup>	177,681	141,183	110,014	84,124	92,303
<b>Balance Sheet Data:</b>					
Working capital	\$52,454	\$39,364	\$54,337	\$66,742	\$120,445
Total assets	1,063,695	907,174	784,912	792,595	758,864
Total debt	104,400	104,400	—	—	—
Total stockholders’ equity	66,321	60,525	172,455	204,096	253,272
Cash dividends per share <sup>(6)</sup>	1.58	<sup>(9)</sup> 0.49	0.43	1.37	<sup>(9)</sup> 0.34
<b>Statistical Data:</b>					
Average number of worksite employees paid per month during period	182,696	165,850	145,830	130,718	127,517
Revenues per worksite employee per month <sup>(10)</sup>	\$1,505	\$1,478	\$1,488	\$1,503	\$1,474
Gross profit per worksite employee per month	261	247	250	257	257
Operating income per worksite employee per month	59	53	38	30	37
Adjusted EBITDA per worksite employee per month <sup>(8)</sup>	81	71	63	54	60

Gross billings of \$20.174 billion, \$17.933 billion, \$15.806 billion, \$14.187 billion and \$13.462 billion, less

<sup>(1)</sup> worksite employee payroll cost of \$16.874 billion, \$14.992 billion, \$13.202 billion, \$11.829 billion and \$11.206 billion, respectively.

Includes non-cash impairment and other charges in the first and second quarters of 2015 of \$9.8 million and \$1.3

<sup>(2)</sup> million, respectively, partially offset by a reduction of \$0.6 million in the fourth quarter of 2015. Please read Note 6 to the Consolidated Financial Statements, “Impairment Charges and Other,” for additional information.

<sup>(3)</sup> Includes a non-cash impairment charge in the second quarter of 2014 of \$2.5 million. Also includes a non-cash charge in 2014 of \$1.2 million.

<sup>(4)</sup> Includes non-cash impairment charges of \$3.3 million in 2013.



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- (5) Includes a non-cash impairment charge in 2013 of \$2.7 million. Also includes a \$2.0 million tax benefit in 2013 related to tax years 2009 through 2012.
- (6) Adjusted to reflect the two-for-one split of our common stock effected on December 18, 2017 as a stock dividend.
- (7) Includes the impact of dividends exceeding earnings under the two-class method, resulting in a \$0.03 earnings per share decrease in 2014.  
These are non-GAAP measures used by management to analyze Insperty's performance. Please read Item 7.
- (8) "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures" for a reconciliation of the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP.
- (9) Includes a \$1.00 per share special dividend paid in both the fourth quarters of 2017 and 2014.
- (10) Gross billings of \$9,202, \$9,011, \$9,032, \$9,044 and \$8,797 per worksite employee per month, less payroll cost of \$7,697, \$7,533, \$7,544, \$7,541 and \$7,323 per worksite employee per month, respectively.

Table of Contents**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

You should read the following discussion in conjunction with our Consolidated Financial Statements and related Notes included elsewhere in this annual report. Historical results are not necessarily indicative of trends in operating results for any future period.

The statements contained in this annual report that are not historical facts are forward-looking statements that involve a number of risks and uncertainties. The actual results of the future events described in such forward-looking statements in this annual report could differ materially from those stated in such forward-looking statements. Among the factors that could cause actual results to differ materially are the risks and uncertainties discussed in Item 1A. Risk Factors and the uncertainties set forth from time to time in our other public reports and filings and public statements.

**Overview**

Our long-term strategy is to provide the best small and medium-sized businesses in the United States with our specialized human resources service offering and to leverage our buying power and expertise to provide additional valuable services to clients. Our most comprehensive HR services offerings are provided through our Workforce Optimization<sup>®</sup> and Workforce Synchronization<sup>™</sup> solutions (together, our PEO HR Outsourcing solutions), which encompass a broad range of human resources functions, including payroll and employment administration, employee benefits, workers' compensation, government compliance, performance management and training and development services. Our overall operating results can be measured in terms of revenues, payroll costs, gross profit or operating income per worksite employee per month. We often use the average number of worksite employees paid during a period as our unit of measurement in analyzing and discussing our results of operations.

In addition to our PEO HR Outsourcing solutions, we offer a number of other business performance solutions, including Human Capital Management, Payroll Services, Time and Attendance, Performance Management, Organizational Planning, Recruiting Services, Employment Screening and Expense Management Services, Retirement Services and Insurance Services, many of which are offered via desktop applications and cloud-based delivery models. These other products or services are offered separately, as a bundle, or along with our PEO HR Outsourcing solutions.

We ended 2017 averaging 189,513 paid worksite employees in the fourth quarter, which represents a 9.8% increase over the fourth quarter of 2016. Approximately 23.6% and 24.5% of our average paid worksite employees were in our middle market sector for the years ended December 31, 2017 and 2016, respectively, which is generally defined as companies with 150 to 2,000 worksite employees. We expect the average number of paid worksite employees per month to be between 193,500 and 195,300 in the first quarter of 2018.

Our average gross profit per worksite employee per month was \$261 in 2017 and \$247 in 2016.

Operating expenses increased 14.9% in 2017 to \$442.8 million. On a per worksite employee per month basis, operating expenses increased from \$194 in 2016 to \$202 in 2017. Adjusted operating expenses increased 14.5% in 2017 to \$440.8 million. On a per worksite employee per month basis, adjusted operating expenses increased from \$193 in 2016 to \$201 in 2017.

Net income in 2017 was \$84.4 million, a 27.9% increase compared to 2016. Our adjusted net income in 2017 was \$103.0 million, a 34.3% increase compared to 2016. Our adjusted EBITDA increased 25.9% over 2016 to \$177.7 million.

Our adjusted EBITDA per worksite employee per month increased 14.1% from \$71 in 2016 to \$81 in 2017.

We ended 2017 with working capital of \$52.5 million. During 2017, we paid \$65.8 million in dividends and repurchased shares of our common stock at a cost of \$38.7 million.

**Revenues**

We account for our revenues in accordance with Accounting Standards Codification ("ASC") 605-45, Revenue Recognition. Our PEO HR Outsourcing solutions gross billings to clients include the payroll cost of each worksite employee at the client location and a markup computed as a percentage of each worksite employee's payroll cost. We invoice the gross billings concurrently with each periodic payroll of our worksite employees. Revenues, which exclude the payroll cost component of gross billings, and therefore, consist solely of the markup, are recognized ratably over the payroll period as worksite employees perform their service at the client worksite. This markup

includes pricing components associated with our estimates of payroll taxes, benefits and workers' compensation costs, plus a separate component related to our HR services. We

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include revenues that have been recognized but not invoiced in unbilled accounts receivable on our Consolidated Balance Sheets.

Our revenues are primarily dependent on the number of clients enrolled, the resulting number of worksite employees paid each period and the number of worksite employees enrolled in our benefit plans. Because our total markup is computed as a percentage of payroll cost, certain revenues are also affected by the payroll cost of worksite employees, which may fluctuate based on the composition of the worksite employee base, inflationary effects on wage levels and differences in the local economies of our markets.

Direct Costs

The primary direct costs associated with revenue-generating activities for our PEO HR Outsourcing solutions are:

- employment-related taxes (“payroll taxes”)
- costs of employee benefit plans
- workers’ compensation costs

Payroll taxes consist of the employer’s portion of Social Security and Medicare taxes under FICA, federal unemployment taxes and state unemployment taxes. Payroll taxes are generally paid as a percentage of payroll cost. The federal unemployment tax rates are defined by federal regulations. State unemployment tax rates are subject to claim histories and vary from state to state.

Employee benefits costs are comprised primarily of health insurance premiums and claims costs (including dental and pharmacy costs), but also include costs of other employee benefits such as life insurance, vision care, disability insurance, education assistance, adoption assistance, a flexible spending account program and a work-life program. Workers’ compensation costs include administrative and risk charges paid to the insurance carrier, and claims costs, which are driven primarily by the frequency and severity of claims.

Gross Profit

Our gross profit per worksite employee is primarily determined by our ability to accurately estimate and control direct costs and our ability to incorporate changes in these costs into the gross billings charged to PEO HR Outsourcing solutions clients, which are subject to pricing arrangements that are typically renewed annually. We use gross profit per worksite employee per month as our principal measurement of relative performance at the gross profit level.

Operating Expenses

Salaries, wages and payroll taxes – Salaries, wages and payroll taxes are primarily a function of the number of corporate employees, their associated average pay and any additional incentive compensation. Our corporate employees include client services, sales and marketing, benefits, legal, finance, information technology, administrative support personnel and those associated with our other products and services.

Stock-based compensation – Our stock-based compensation relates to the recognition of non-cash compensation expense over the vesting period of restricted stock and long-term incentive plan awards.

Commissions – Commissions expense consists primarily of amounts paid to sales managers and BPAs. Commissions are based on new accounts sold and a percentage of revenue generated by such personnel.

Advertising – Advertising expense primarily consists of media advertising and other business promotions in our current and anticipated sales markets, including the Insperty Invitational™ presented by UnitedHealthcare® sponsorship.

General and administrative expenses – Our general and administrative expenses primarily include:

- rent expenses related to our service centers and sales offices
- outside professional service fees related to legal, consulting and accounting services
- administrative costs, such as postage, printing and supplies
- employee travel and training expenses

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technology and facility repairs and maintenance costs

Depreciation and amortization – Depreciation and amortization expense is primarily a function of our capital investments in corporate facilities, service centers, sales offices, technology infrastructure and that associated with our acquisitions.

Impairment charges and other – Impairment charges and other consist of non-cash expense associated with the decline in fair value of long-lived and intangible assets, including goodwill. Please read Note 1 “Accounting Policies” and Note 6 “Impairment Charges and Other,” to the Consolidated Financial Statements for additional information.

Other Income (Expense)

Other income (expense) includes interest charges incurred in connection with borrowings under our credit facility and interest income earned on our cash, cash equivalents and marketable securities. Please read “—Liquidity and Capital Resources” for additional information.

Income Taxes

On December 22, 2017, the Tax Cuts and Jobs Act (the “2017 Tax Reform Act”) was signed into law. The 2017 Tax Reform Act significantly changes U.S. corporate income tax laws by, among other things, reducing the U.S. corporate income tax rate from 35% to 21% beginning in 2018. As a result, we remeasured our deferred tax assets at the new lower corporate income tax rate and recorded a non-cash tax charge of \$2.5 million in 2017. Our provision for income taxes typically differs from the U.S. statutory rate of 35%, due primarily to state income taxes, non-deductible expenses and various tax credits. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities used for financial reporting purposes and the amounts used for income tax purposes. Significant items resulting in deferred income taxes include prepaid assets, accruals for workers’ compensation expenses, stock-based compensation, software development costs, accrued incentive compensation and depreciation. Changes in these items are reflected in our financial statements through a deferred income tax provision. Please read Note 8 to the Consolidated Financial statements, “Income Taxes,” for additional information.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of these financial statements requires our management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate these estimates, including those related to health and workers’ compensation insurance claims experience, client bad debts, income taxes, property and equipment, goodwill and other intangibles, and contingent liabilities. We base these estimates on historical experience and on various other assumptions that management believes 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 may differ from these estimates.

We believe the following accounting policies are critical and/or require significant judgments and estimates used in the preparation of our Consolidated Financial Statements:

Benefits costs – We provide group health insurance coverage to our worksite employees through a national network of carriers including United, UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield of Hawaii and Tufts, all of which provide fully insured policies or service contracts.

The health insurance contract with United provides the majority of our health insurance coverage. As a result of certain contractual terms, we have accounted for this plan since its inception using a partially self-funded insurance accounting model. Accordingly, we record the costs of the United plan, including an estimate of the incurred claims, taxes and administrative fees (collectively the “Plan Costs”), as benefits expense in the Consolidated Statements of Operations. The estimated incurred claims are based upon: (i) the level of claims processed during the quarter; (ii) estimated completion rates based upon recent claim development patterns under the plan; and (iii) the number of participants in the plan, including both active and COBRA enrollees. Each reporting period, changes in the estimated ultimate costs resulting from claim trends, plan design and migration, participant demographics and other factors are incorporated into the benefits costs.



Additionally, since the plan's inception, under the terms of the contract, United establishes cash funding rates 90 days in advance of the beginning of a reporting quarter. If the Plan Costs for a reporting quarter are greater than the premiums paid and owed to United, a deficit in the plan would be incurred and we would accrue a liability for the excess costs on our Consolidated Balance Sheets. On the other hand, if the Plan Costs for the reporting quarter are less than the premiums paid

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and owed to United, a surplus in the plan would be incurred and we would record an asset for the excess premiums on our Consolidated Balance Sheets. The terms of the arrangement with United require us to maintain an accumulated cash surplus in the plan of \$9.0 million, which is reported as long-term prepaid insurance. As of December 31, 2017, Plan Costs were less than the premiums paid and owed to United by \$12.1 million. As this amount is in excess of the agreed-upon \$9.0 million surplus maintenance level, the \$3.1 million difference is included in prepaid health insurance costs, a current asset, on our Consolidated Balance Sheets. In addition, the premiums owed to United at December 31, 2017, were \$21.9 million, which is included in accrued health insurance costs, a current liability, on our Consolidated Balance Sheets.

We believe that recent claims activity is representative of incurred and paid trends during the reporting period. The estimated completion rate and annual trend used to compute incurred but not reported claims involves a significant level of judgment. Accordingly, an increase (or decrease) in the completion rate or annual trend used to estimate the incurred claims would result in an increase (or decrease) in benefits costs and net income would decrease (or increase) accordingly.

The following table illustrates the sensitivity of changes in the completion rate and annual trend on our estimate of total benefit costs of \$1.5 billion in 2017:

Change in Completion Rate and Annual Trend	Change in Benefits Costs (in thousands)	Change in Net Income (in thousands)
(2.5)%	\$(18,458 )	\$ 11,979
(1.0)%	(7,381 )	4,790
1.0%	7,381	(4,790 )
2.5%	18,458	(11,979 )

Workers' compensation costs – Since 2007, our workers' compensation coverage has been provided through our arrangement with Chubb. The Chubb Program is fully insured in that Chubb has the responsibility to pay all claims incurred under the policy regardless of whether we satisfy our responsibilities. Under the Chubb Program, we have financial responsibility to Chubb for the first \$1 million layer of claims per occurrence and, for claims over \$1 million, up to a maximum aggregate amount of \$5 million per policy year for claims that exceed \$1 million. Our coverage from September 1, 2003 through September 30, 2007 was provided through selected member insurance companies of American International Group, Inc.

Because we bear the financial responsibility for claims up to the levels noted above, such claims, which are the primary component of our workers' compensation costs, are recorded in the period incurred. Workers' compensation insurance includes ongoing health care and indemnity coverage whereby claims are paid over numerous years following the date of injury. Accordingly, the accrual of related incurred costs in each reporting period includes estimates, which take into account the ongoing development of claims and therefore requires a significant level of judgment.

We utilize a third-party actuary to estimate our loss development rate, which is primarily based upon the nature of worksite employees' job responsibilities, the location of worksite employees, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. Each reporting period, changes in the actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workers' compensation claims cost estimates. During the years ended December 31, 2017 and 2016, we reduced accrued workers' compensation costs by \$16.3 million and \$10.9 million, respectively, for changes in estimated losses related to prior reporting periods. Workers' compensation cost estimates are discounted to present value at a rate based upon the U.S. Treasury rates that correspond with the weighted average estimated claim payout period (the average discount rate was 1.6% in 2017 and 1.1% in 2016) and are accreted over the estimated claim payment period and included as a component of direct costs in our Consolidated Statements of Operations.

Our claim trends could be greater than or less than our prior estimates, in which case we would revise our claims estimates and record an adjustment to workers' compensation costs in the period such determination is made. If we

were to experience any significant changes in actuarial assumptions, our loss development rates could increase (or decrease), which would result in an increase (or decrease) in workers' compensation costs and a resulting decrease (or increase) in net income reported in our Consolidated Statements of Operations.

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The following table illustrates the sensitivity of changes in the loss development rate on our estimate of workers' compensation costs totaling \$81.0 million in 2017:

Change in Loss Development Rate	Change in Workers' Compensation Costs (in thousands)	Change in Net Income (in thousands)
(5.0)%	\$ (3,903 )	\$ 2,533
(2.5)%	(1,951 )	1,266
2.5%	1,951	(1,266 )
5.0%	3,903	(2,533 )

At the beginning of each policy period, the workers' compensation insurance carrier establishes monthly funding requirements comprised of premium costs and funds to be set aside for payment of future claims ("claim funds"). The level of claim funds is primarily based upon anticipated worksite employee payroll levels and expected workers' compensation loss rates, as determined by the insurance carrier. Monies funded into the program for incurred claims expected to be paid within one year are recorded as restricted cash, a short-term asset, while the remainder of claim funds are included in deposits, a long-term asset in our Consolidated Balance Sheets. In 2017, we received \$22.7 million for the return of excess claim funds related to the workers' compensation program, which decreased deposits. As of December 31, 2017, we had restricted cash of \$41.1 million and deposits of \$154.2 million. We have estimated and accrued \$207.6 million in incurred workers' compensation claim costs as of December 31, 2017. Our estimate of incurred claim costs expected to be paid within one year are recorded as accrued workers' compensation costs and is included in short-term liabilities, while our estimate of incurred claim costs expected to be paid beyond one year is included in long-term liabilities on our Consolidated Balance Sheets.

Contingent liabilities – We accrue and disclose contingent liabilities in our Consolidated Financial Statements in accordance with ASC 450-10, Contingencies. GAAP requires accrual of contingent liabilities that are considered probable to occur and that can be reasonably estimated. For contingent liabilities that are considered reasonably possible to occur, financial statement disclosure is required, including the range of possible loss if it can be reasonably determined. From time to time we disclose in our financial statements issues that we believe are reasonably possible to occur, although we cannot determine the range of possible loss in all cases. As issues develop, we evaluate the probability of future loss and the potential range of such losses. If such evaluation were to determine that a loss was probable and the loss could be reasonably estimated, we would be required to accrue our estimated loss, which would reduce net income in the period that such determination was made.

Deferred taxes – We have recorded a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, our ability to realize our deferred tax assets could change from our current estimates. If we determine that we would be able to realize our deferred tax assets in the future in excess of the net recorded amount, an adjustment to reduce the valuation allowance would increase net income in the period that such determination is made. Likewise, should we determine that we will not be able to realize all or part of our net deferred tax assets in the future, an adjustment to increase the valuation allowance would reduce net income in the period such determination is made. In 2017, we reduced our deferred tax assets by \$2.5 million due to the enactment of the 2017 Tax Reform Act. This is a provisional amount reflecting our estimate of the impact of the income tax effect of the 2017 Tax Reform Act on our financial statements as of December 31, 2017. After we finalize certain tax positions when we file our 2017 US tax return, we will be able to conclude whether any further adjustments are required to our net deferred tax asset balance of \$4.3 million as of December 31, 2017. Any adjustments to these provisional amounts will be reported as a component of income tax expense in the reporting period the adjustments are made, which will be no later than the fourth quarter of 2018.

Allowance for doubtful accounts – We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our clients to pay their comprehensive service fees. We believe that the success of our business is heavily dependent on our ability to collect these comprehensive service fees for several reasons, including:

the fact that we are at risk for the payment of our direct costs and worksite employee payroll costs regardless of whether our clients pay their comprehensive service fees  
the large volume and dollar amount of transactions we process  
the periodic and recurring nature of payroll, upon which the comprehensive service fees are based

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To mitigate this risk, we have established very tight credit policies. We generally require our PEO HR Outsourcing solutions clients to pay their comprehensive service fees no later than one day prior to the applicable payroll date. In addition, we generally maintain the right to terminate the CSA and associated worksite employees or to require prepayment, letters of credit or other collateral if a client's financial position deteriorates or if the client does not pay the comprehensive service fee. As a result of these efforts, losses related to client nonpayment have historically been low as a percentage of revenues. However, if our clients' financial conditions were to deteriorate rapidly, resulting in nonpayment, our accounts receivable balances could grow and we could be required to provide for additional allowances, which would decrease net income in the period that such determination was made.

**Property and equipment** – Our property and equipment relate primarily to our facilities and related improvements, furniture and fixtures, computer hardware and software and capitalized software development costs. These costs are depreciated or amortized over the estimated useful lives of the assets. If we determine that the useful lives of these assets will be shorter than we currently estimate, our depreciation and amortization expense could be accelerated, which would decrease net income in the periods of such a determination. In addition, we periodically evaluate these costs for impairment. If events or circumstances were to indicate that any of our long-lived assets might be impaired, we would assess recoverability based on the estimated undiscounted future cash flows to be generated from the applicable asset. In addition, we may record an impairment loss, which would reduce net income, to the extent that the carrying value of the asset exceeded the fair value of the asset. Fair value is generally determined using an estimate of discounted future net cash flows from operating activities or upon disposal of the asset. Please read Note 1 to the Consolidated Financial Statements, "Accounting Policies," for additional information.

**Goodwill and other intangibles** – Goodwill is tested for impairment on an annual basis and between annual tests in certain circumstances, and is written down when impaired. Purchased intangible assets other than goodwill are amortized over their useful lives unless these lives are determined to be indefinite. Our purchased intangible assets are carried at cost less accumulated amortization. Amortization is computed over the estimated useful lives of the respective assets, which ranges from three to 10 years. Please read Note 1 to the Consolidated Financial Statements, "Accounting Policies," for additional information.

#### New Accounting Pronouncements

We believe that we have implemented the accounting pronouncements with a material impact on our financial statements and do not believe there are any new or pending pronouncements that will materially impact our financial position or results of operations.

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The ASU eliminates the requirement to calculate the implied fair value of goodwill (formerly, Step 2) to measure a goodwill impairment charge. Instead, companies are required to record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value (formerly, Step 1). The guidance is effective for goodwill impairment tests in fiscal years beginning after December 16, 2019 and early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. Companies should apply this ASU on a prospective basis. We adopted ASU No. 2017-04 on January 1, 2017.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The new standard requires recognition of lease assets and lease liabilities for leases previously classified as operating leases. The guidance is effective for fiscal years beginning after December 15, 2018. We are currently reviewing the guidance and assessing the impact on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU No. 2014-09 outlines a single comprehensive revenue recognition model for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Under ASU No. 2014-09, an entity recognizes revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2017, and early adoption is permitted. Companies may use either a full retrospective or a modified retrospective approach to adopt ASU No. 2014-09. We plan to adopt ASU No. 2014-09 effective January 1, 2018 using the modified retrospective

approach. Under this method, the guidance is applied only to the most current period presented in the financial statements. While our technical analysis is ongoing, we expect our revenue recognition policies to remain substantially unchanged as a result of adoption ASU No. 2014-09. Additionally, we do not anticipate any significant changes in our business processes or systems.

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## Results of Operations

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016.

The following table presents certain information related to our results of operations:

	Year ended December 31,			% Change
	2017	2016		
	(in thousands, except per share and statistical data)			
Revenues (gross billings of \$20.174 billion and \$17.933 billion, less worksite employee payroll cost of \$16.874 billion and \$14.992 billion, respectively)	\$3,300,223	\$2,941,347	12.2	%
Gross profit	572,731	491,610	16.5	%
Operating expenses	442,790	385,304	14.9	%
Operating income	129,941	106,306	22.2	%
Other income (expense)	200	(1,129)	(117.7)	%
Net income	84,402	65,991	27.9	%
Diluted net income per share of common stock <sup>(1)</sup>	2.01	1.54	30.5	%
Adjusted net income <sup>(2)</sup>	103,005	76,718	34.3	%
Adjusted diluted net income per share of common stock <sup>(1)(2)</sup>	2.45	1.79	36.9	%
Adjusted EBITDA <sup>(2)</sup>	177,681	141,183	25.9	%
Statistical Data:				
Average number of worksite employees paid per month	182,696	165,850	10.2	%
Revenues per worksite employee per month <sup>(3)</sup>	\$1,505	\$1,478	1.8	%
Gross profit per worksite employee per month	261	247	5.7	%
Operating expenses per worksite employee per month	202	194	4.1	%
Operating income per worksite employee per month	59	53	11.3	%
Net income per worksite employee per month	38	33	15.2	%
Adjusted EBITDA per worksite employee per month <sup>(2)</sup>	81	71	14.1	%

(1) Adjusted to reflect the two-for-one split of our common stock effected on December 18, 2017 in the form of a stock dividend.

(2) Please read “—Non-GAAP Financial Measures” for a reconciliation of the non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with GAAP.

(3) Gross billings of \$9,202 and \$9,011 per worksite employee per month, less payroll cost of \$7,697 and \$7,533 per worksite employee per month, respectively.

## Revenues

Our revenues, which represent gross billings net of worksite employee payroll cost, increased 12.2% in 2017 compared to 2016, due to a 10.2% increase in the average number of worksite employees paid per month and a 1.8%, or \$27 increase in revenues per worksite employee per month compared to 2016.



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We provide our PEO HR Outsourcing solutions to small and medium-sized businesses in strategically selected markets throughout the United States. By region, our PEO HR Outsourcing solutions revenue change from 2016 and distribution for the years ended December 31, 2017 and 2016 were as follows:

	Year ended December 31,		% Change	Year ended December 31,			
	2017	2016		2017	2016		
	(in thousands)			(% of total revenue)			
Northeast	\$854,629	\$750,748	13.8 %	26.3 %	26.0 %		
Southeast	379,874	318,185	19.4 %	11.7 %	11.0 %		
Central	543,486	467,297	16.3 %	16.7 %	16.2 %		
Southwest	767,207	689,334	11.3 %	23.6 %	23.9 %		
West	702,619	664,308	5.8 %	21.7 %	22.9 %		
	3,247,815	2,889,872	12.4 %	100.0 %	100.0 %		
Other revenue <sup>(1)</sup>	52,408	51,475	1.8 %				
Total revenue	\$3,300,223	\$2,941,347	12.2 %				

<sup>(1)</sup> Comprised primarily of revenues generated by our other products and services offerings.

The percentage of total PEO HR Outsourcing solutions revenues in our significant markets include the following:

	Year ended December 31,			
	2017	2016		
Texas	21.8 %	22.1 %		
California	17.0 %	18.2 %		
New York	9.8 %	9.4 %		
Other	51.4 %	50.3 %		
Total	100.0 %	100.0 %		

Our growth in the number of worksite employees paid is affected by three primary sources: new client sales, client retention and the net change in existing clients through worksite employee new hires and layoffs. During 2017, new client sales improved over 2016, client retention declined slightly compared with 2016, and the net change in existing clients also declined compared with 2016. As a result, our year-over-year growth in average worksite employees paid per month in 2017 was 10.2% compared to 13.7% in 2016.

**Gross Profit**

Gross profit was \$572.7 million in 2017, a 16.5% increase over 2016. The average gross profit per worksite employee per month was \$261 in 2017 and \$247 in 2016.

Our pricing objectives attempt to achieve a level of revenue per worksite employee to match or exceed changes in primary direct costs and operating expenses. Our revenues per worksite employee per month increased 1.8% to \$1,505 in 2017 versus 2016 and our direct costs, which primarily include payroll taxes, benefits and workers' compensation expenses, increased 1.1% to \$1,244 per worksite employee per month. The primary direct cost components changed as follows:

Benefits costs – The cost of group health insurance and related employee benefits increased \$4 per worksite employee per month, or 1.2%, on a per covered employee basis compared to 2016. Included in 2017 benefits costs is a reduction of \$1.2 million, or \$1 per worksite employee per month, for changes in estimated claims run-off related to prior periods. Included in 2016 is a charge of \$5.1 million, or \$3 per worksite employee per month, for changes in estimated claims run-off related to prior periods. The percentage of worksite employees covered under our health insurance plan was 68.8% in 2017 and 69.2% in 2016. Please read “—Critical Accounting Policies and Estimates—Benefits Costs” for a discussion of our accounting for health insurance costs.

Workers' compensation costs – Workers' compensation costs increased 2.2%, but decreased \$3 on a per worksite employee per month basis, compared to 2016. As a percentage of non-bonus payroll cost, workers' compensation costs decreased to 0.54% in 2017 from 0.59% in 2016. During 2017, we recorded reductions in workers' compensation costs of \$16.3 million,

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or 0.11% of non-bonus payroll costs, for changes in estimated losses related to prior reporting periods, compared to \$10.9 million, or 0.08% of non-bonus payroll costs, in 2016. The 2017 period costs include the impact of a 1.6% discount rate used to accrue workers' compensation loss claims, compared to a 1.1% discount rate used in the 2016 period. Please read "—Critical Accounting Policies and Estimates—Workers' Compensation Costs" for a discussion of our accounting for workers' compensation costs.

Payroll tax costs – Payroll taxes increased 12.6%, or \$12 per worksite employee per month, compared to 2016, due to a 12.6% increase in total payroll cost in 2017. Payroll taxes as a percentage of payroll cost increased slightly to 6.85% in 2017 compared to 6.84% in 2016.

## Operating Expenses

The following table presents certain information related to our operating expenses:

	Year ended December 31,			Year ended December 31,		
	2017	2016	% Change	2017	2016	% Change
	(in thousands)			(per worksite employee per month)		
Salaries, wages and payroll taxes	\$259,531	\$229,589	13.0 %	\$118	\$115	2.6 %
Stock-based compensation	24,345	16,643	46.3 %	11	8	37.5 %
Commissions	22,773	19,288	18.1 %	10	10	—
Advertising	16,686	16,447	1.5 %	8	8	—
General and administrative expenses	101,273	86,693	16.8 %	46	44	4.5 %
Depreciation and amortization	18,182	16,644	9.2 %	9	9	—
Total operating expenses	\$442,790	\$385,304	14.9 %	\$202	\$194	4.1 %

Operating expenses were \$442.8 million in 2017, a 14.9% increase over 2016. Operating expenses per worksite employee per month increased to \$202 in 2017 from \$194 in 2016. The components of operating expenses changed as follows:

Salaries, wages and payroll taxes of corporate and sales staff increased \$29.9 million or 13.0%, or \$3 per worksite employee per month, compared to 2016. The increase was due to an 8.3% rise in headcount, including an 11.7% increase in BPAs in 2017 and additional incentive compensation expense as a result of stronger operating results. Stock-based compensation increased \$7.7 million or 46.3%, or \$3 per worksite employee per month, compared to 2016. This increase was primarily due to awards issued under our Long-Term Incentive Program established in 2015 and the acceleration of restricted stock awards that were scheduled to vest in the first quarter of 2018 in order to maximize our tax deduction on certain restricted stock vestings, which would have been limited under the 2017 Tax Reform Act. Stock-based compensation expense represents amortization of restricted stock and long-term incentive awards granted to employees and the annual stock grant made to non-employee directors. Please read Note 1 "Accounting Policies" and Note 10 "Incentive Plans," to the Consolidated Financial Statements for additional information. Commissions expense increased \$3.5 million or 18.1%, but remained flat on a per worksite employee per month basis, compared to 2016. Commissions are primarily associated with compensation to our sales force for sales of our PEO HR Outsourcing solutions.

General and administrative expenses increased \$14.6 million or 16.8%, or \$2 per worksite employee per month, compared to 2016. Included in 2017 is a \$2.0 million donation to Hurricane Harvey relief efforts. The remaining increase was due to increased travel, meals and training on a higher level of corporate employee, event expenses associated with a new client referral program, technology maintenance costs and office costs.

Depreciation and amortization expense increased \$1.5 million or 9.2%, but remained flat on a per worksite employee per month basis, compared to 2016. The increase was primarily due to \$1.1 million of depreciation and amortization expense related to the new facility opened on our corporate campus in early 2017.

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Income Tax Expense

During 2017 we incurred federal and state income tax expense of \$45.7 million on pre-tax income of \$130.1 million. Our provision for income taxes differed from the U.S. statutory rate of 35% primarily due to state income taxes, non-deductible expenses, including a non-cash tax charge of \$2.5 million related to the enactment of the 2017 Tax Reform Act and \$6.2 million of tax benefits associated with equity compensation. Our effective income tax rate was 35.1% in 2017 compared to 37.3% in 2016.

Net Income

Net income for 2017 was \$84.4 million, or \$2.01 per diluted share, compared to \$66.0 million, or \$1.54 per diluted share in 2016. On a per worksite employee per month basis, net income was \$38 in 2017 compared to \$33 in 2016. Please read Note 11 to the Consolidated Financial Statements, "Net Income Per Share," for additional information.

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Year Ended December 31, 2016 Compared to Year Ended December 31, 2015.

The following table presents certain information related to our results of operations:

	Year ended December 31,		% Change
	2016	2015	
	(in thousands, except per share and statistical data)		
Revenues (gross billings of \$17.933 billion and \$15.806 billion, less worksite employee payroll cost of \$14.992 billion and \$13.202 billion, respectively)	\$2,941,347	\$2,603,614	13.0 %
Gross profit	491,610	437,867	12.3 %
Operating expenses	385,304	372,168	(1) 3.5 %
Operating income	106,306	65,699	61.8 %
Other expense	(1,129	) (80	) —
Net income	65,991	39,390	67.5 %
Diluted net income per share of common stock <sup>(2)</sup>	1.54	0.79	94.3 %
Adjusted net income <sup>(3)</sup>	76,718	54,519	40.7 %
Adjusted diluted net income per share of common stock <sup>(2)(3)</sup>	1.79	1.10	62.7 %
Adjusted EBITDA <sup>(3)</sup>	141,183	110,014	28.3 %
<b>Statistical Data:</b>			
Average number of worksite employees paid per month	165,850	145,830	13.7 %
Revenues per worksite employee per month <sup>(4)</sup>	\$1,478	\$1,488	(0.7 )%
Gross profit per worksite employee per month	247	250	(1.2 )%
Operating expenses per worksite employee per month	194	212	(8.5 )%
Operating income per worksite employee per month	53	38	39.5 %
Net income per worksite employee per month	33	23	43.5 %
Adjusted EBITDA per worksite employee per month <sup>(3)</sup>	71	63	12.7 %

(1) Includes non-cash impairment and other charges in the first and second quarters of 2015 of \$9.8 million and \$1.3 million, respectively, offset by a reduction of \$0.6 million in the fourth quarter of 2015. Please read Note 6 to the Consolidated Financial Statements, "Impairment Charges and Other," for additional information.

(2) Adjusted to reflect the two-for-one split of our common stock effected on December 18, 2017 as a stock dividend.

(3) Please read "—Non-GAAP Financial Measures" for a reconciliation of the non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with GAAP.

(4) Gross billings of \$9,011 and \$9,032 per worksite employee per month, less payroll cost of \$7,533 and \$7,544 per worksite employee per month, respectively.

#### Revenues

Our revenues, which represent gross billings net of worksite employee payroll cost, increased 13.0% in 2016 compared to 2015, but decreased 0.7%, or \$10 on a per worksite employee per month basis compared to 2015. The revenue increase was primarily due to a 13.7% increase in the average number of worksite employees paid per month.

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We provide our PEO HR Outsourcing solutions to small and medium-sized businesses in strategically selected markets throughout the United States. By region, our PEO HR Outsourcing solutions revenue change from 2015 and distribution for the years ended December 31, 2016 and 2015 were as follows:

	Year ended December 31,			Year ended December 31,		
	2016	2015	% Change	2016	2015	
	(in thousands)			(% of total revenue)		
Northeast	\$750,748	\$661,891	13.4 %	26.0 %	25.9 %	
Southeast	318,185	262,128	21.4 %	11.0 %	10.3 %	
Central	467,297	394,649	18.4 %	16.2 %	15.4 %	
Southwest	689,334	650,350	6.0 %	23.9 %	25.5 %	
West	664,308	586,252	13.3 %	22.9 %	22.9 %	
Other revenue <sup>(1)</sup>	51,475	48,344	6.5 %	100.0 %	100.0 %	
Total revenue	\$2,941,347	\$2,603,614	13.0 %			

<sup>(1)</sup> Comprised primarily of revenues generated by our other products and services offerings

The percentage of total PEO HR Outsourcing solutions revenues in our significant markets include the following:

	Year ended	
	2016	2015
Texas	22.1 %	23.7 %
California	18.2 %	18.3 %
New York	9.4 %	9.5 %
Other	50.3 %	48.5 %
Total	100.0 %	100.0 %

Our growth in the number of worksite employees paid is affected by three primary sources: new client sales, client retention and the net change in existing clients through worksite employee new hires and layoffs. During 2016, new client sales and client retention improved over 2015, while the net change in existing clients declined compared with 2015. As a result, our year-over-year growth in average worksite employees paid per month in 2016 was 13.7% compared to 11.6% in 2015.

**Gross Profit**

Gross profit was \$491.6 million in 2016, a 12.3% increase over 2015. The average gross profit per worksite employee per month was \$247 in 2016 and \$250 in 2015.

Our pricing objectives attempt to achieve a level of revenue per worksite employee to match or exceed changes in primary direct costs and operating expenses. Our revenues per worksite employee per month decreased 0.7% to \$1,478 in 2016 versus 2015 and our direct costs, which primarily include payroll taxes, benefits and workers' compensation expenses, decreased 0.6% to \$1,231 per worksite employee per month. The primary direct cost components changed as follows:

**Benefits costs** – The cost of group health insurance and related employee benefits increased \$2 per worksite employee per month, or 2.0%, on a per covered employee basis compared to 2015. Included in 2016 benefits costs is a charge of \$5.1 million, or \$3 per worksite employee per month, for changes in estimated claims run-off related to prior periods. The percentage of worksite employees covered under our health insurance plan was 69.2% in 2016 and 70.4% in 2015. Please read “—Critical Accounting Policies and Estimates—Benefits Costs” for a discussion of our accounting for health insurance costs.

**Workers' compensation costs** – Workers' compensation costs increased 0.6%, but decreased \$5 on a per worksite employee per month basis, compared to 2015. As a percentage of non-bonus payroll cost, workers' compensation costs

decreased to 0.59% in 2016 from 0.68% in 2015. During 2016, as a result of closing out claims at lower than expected costs, we recorded reductions in workers' compensation costs of \$10.9 million, or 0.08% of non-bonus payroll costs, for changes in estimated losses related to prior reporting periods, compared to \$1.3 million, or 0.01% of non-bonus payroll costs, in 2015.

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The 2016 period costs include the impact of a 1.1% discount rate used to accrue workers' compensation loss claims compared to a 1.0% discount rate used in the 2015 period. Please read "—Critical Accounting Policies and Estimates—Workers' Compensation Costs" for a discussion of our accounting for workers' compensation costs. Payroll tax costs – Payroll taxes increased 13.4%, but decreased \$2 on a per worksite employee per month basis, compared to 2015, due primarily to a 13.5% increase in total payroll cost in 2016. Payroll taxes as a percentage of payroll cost decreased to 6.84% in 2016 compared to 6.85% in 2015.

## Operating Expenses

The following table presents certain information related to our operating expenses:

	Year ended December 31,			Year ended December 31,		
	2016	2015	% Change	2016	2015	% Change
	(in thousands)			(per worksite employee per month)		
Salaries, wages and payroll taxes	\$229,589	\$211,060	8.8 %	\$115	\$120	(4.2) %
Stock-based compensation	16,643	13,345	24.7 %	8	8	—
Commissions	19,288	18,479	4.4 %	10	11	(9.1) %
Advertising	16,447	15,980	2.9 %	8	9	(11.1) %
General and administrative expenses	86,693	84,259	2.9 %	44	47	(6.4) %
Impairment charges and other	—	10,480	—	—	6	—
Depreciation and amortization	16,644	18,565	(10.3) %	9	11	(18.2) %
Total operating expenses	\$385,304	\$372,168	3.5 %	\$194	\$212	(8.5) %

Operating expenses were \$385.3 million in 2016, a 3.5% increase over 2015. We recorded a \$10.5 million impairment and other charges in 2015. Please read Note 1 "Accounting Policies" and Note 6 "Impairment Charges and Other," to the Consolidated Financial Statements for additional information. Operating expenses per worksite employee per month decreased to \$194 in 2016 from \$212 in 2015. The components of operating expenses changed as follows:

Salaries, wages and payroll taxes of corporate and sales staff increased 8.8%, but decreased \$5 on a per worksite employee per month basis, compared to 2015. The increase was primarily due to a 5.8% rise in headcount, including a 9.9% increase in BPAs in 2016.

Stock-based compensation increased 24.7%, but remained flat on a per worksite employee per month basis, compared to 2015. This increase was primarily due to awards issued under our Long-Term Incentive Program established in 2015. Stock-based compensation expense represents amortization of restricted stock and long-term incentive awards granted to employees and the annual stock grant made to non-employee directors. Please read Note 1 "Accounting Policies" and Note 10 "Incentive Plans," to the Consolidated Financial Statements for additional information.

Commissions expense increased 4.4%, but decreased \$1 on a per worksite employee per month basis, compared to 2015. Commissions are primarily associated with our PEO HR Outsourcing solutions.

Advertising costs increased 2.9%, but decreased \$1 on a per worksite employee per month basis, compared to 2015, primarily due to increased spending on Internet advertising.

General and administrative expenses, which includes \$0.3 million and \$1.5 million in stockholder advisory expenses in 2016 and 2015, respectively, increased 2.9%, but decreased \$3 on a per worksite employee per month basis, compared to 2015.

Depreciation and amortization expense decreased 10.3%, or \$2 per worksite employee per month, compared to 2015, primarily due to certain acquired assets becoming fully depreciated in 2015 and the sale of our two aircraft in 2015, which eliminated the depreciation on those assets. Please read Note 6 to the Consolidated Financial Statements, "Impairment Charges and Other," for additional information.



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## Other Income (Expense)

Other expense, net was \$1.1 million in 2016 compared to \$0.1 million in 2015. The increase was primarily due to interest expense incurred on borrowings under our credit facility. Please read Note 7 to the Consolidated Financial Statements, “Long-Term Debt,” for additional information.

## Income Tax Expense

During 2016 we incurred federal and state income tax expense of \$39.2 million on pre-tax income of \$105.2 million. Our provision for income taxes differed from the U.S. statutory rate of 35% primarily due to state income taxes and non-deductible expenses. In addition, during 2016, as a result of our adoption of Accounting Standard Update No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share Based Payment Accounting, we recognized income tax benefits of \$1.5 million related to the vesting of restricted stock awards and exercise of non-qualified stock options. Please read Note 1 “Accounting Policies” and Note 8 “Income Taxes,” to the Consolidated Financial Statements for additional information. Our effective income tax rate was 37.3% in 2016 compared to 40.0% in 2015.

## Net Income

Net income for 2016 was \$66.0 million, or \$1.54 per diluted share, compared to \$39.4 million, or \$0.79 per diluted share in 2015. On a per worksite employee per month basis, net income was \$33 in 2016 compared to \$23 in 2015. Please read Note 11 to the Consolidated Financial Statements, “Net Income Per Share,” for additional information.

## Non-GAAP Financial Measures

Non-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of the non-GAAP financial measures used to their most directly comparable GAAP financial measures as provided in the tables below.

Non-bonus payroll cost is a non-GAAP financial measure that excludes the impact of bonus payrolls paid to our worksite employees. Bonus payroll cost varies from period to period, but has no direct impact to our ultimate workers’ compensation costs under the current program. As a result, our management refers to non-bonus payroll cost in analyzing, reporting and forecasting our workers’ compensation costs. We include these non-GAAP financial measures because we believe they are useful to investors in allowing for greater transparency related to the costs incurred under our current workers’ compensation program.

Following is a GAAP to non-GAAP reconciliation of non-bonus payroll costs:

	Year ended December 31,		
	2017	2016	2015
	(in thousands, except per worksite employee per month data)		
Payroll cost (GAAP)	\$16,873,589	\$14,991,510	\$13,202,564
Less: bonus payroll cost	1,959,053	1,648,936	1,611,857
Non-bonus payroll cost	\$14,914,536	\$13,342,574	\$11,590,707
Payroll cost per worksite employee (GAAP)	\$7,697	\$7,533	\$7,544
Less: Bonus payroll cost per worksite employee	894	829	921
Non-bonus payroll cost per worksite employee	\$6,803	\$6,704	\$6,623

EBITDA represents net income computed in accordance with GAAP, plus interest expense, income tax expense and depreciation and amortization expense. Adjusted EBITDA, which represents EBITDA plus non-cash impairments, stockholder advisory expenses, charitable donations related to Hurricane Harvey relief efforts and stock-based compensation, is based on the definition in our credit facility. We believe EBITDA and adjusted EBITDA are often useful measures of our operating performance, as they allow for additional analysis of our operating results separate from the impact of these items, and Adjusted EBITDA is used by our lenders to assess our leverage and ability to make interest payments.



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Following is a GAAP to non-GAAP reconciliation of EBITDA and adjusted EBITDA:

	Year-ended December 31,				
	2017	2016	2015	2014	2013
	(in thousands, except worksite employee per month data)				
Net income (GAAP)	\$84,402	\$65,991	\$39,390	\$28,004	\$32,032
Income tax expense	45,739	39,186	26,229	19,623	21,700
Interest expense	3,213	2,396	459	370	383
Depreciation and amortization	18,182	16,644	18,565	21,387	21,064
EBITDA	151,536	124,217	84,643	69,384	75,179
Impairment charges and other	—	—	10,480	3,687	6,021
Stock-based compensation	24,345	16,643	13,345	11,053	11,103
Charitable donations to Hurricane Harvey relief efforts	2,000	—	—	—	—
Other	(200	) —	—	—	—
Stockholder advisory expenses	—	323	1,546	—	—
Adjusted EBITDA (non-GAAP)	\$177,681	\$141,183	\$110,014	\$84,124	\$92,303
Net income per worksite employee per month (GAAP)	\$38	\$33	\$23	\$18	\$21
Income tax expense per worksite employee per month	21	19	14	13	14
Interest expense per worksite employee per month	1	1	—	—	—
Depreciation and amortization per worksite employee per month	9	9	11	14	14
EBITDA per worksite employee per month	69	62	48	45	49
Impairment charges and other per worksite employee per month	—	—	6	2	4
Stock-based compensation per worksite employee per month	11	8	8	7	7
Charitable donations to Hurricane Harvey relief efforts per worksite employee per month	1	—	—	—	—
Other per worksite employee per month	—	—	—	—	—
Stockholder advisory expenses per worksite employee per month	—	1	1	—	—
Adjusted EBITDA per worksite employee per month (non-GAAP)	\$81	\$71	\$63	\$54	\$60

Adjusted cash, cash equivalents and marketable securities excludes funds associated with federal and state income tax withholdings, employment taxes and other payroll deductions, as well as client prepayments. We believe adjusted cash, cash equivalents and marketable securities is a useful measure of our available funds.

Following is a GAAP to non-GAAP reconciliation of cash, cash equivalents and marketable securities:

	December 31,	
	2017	2016
	(in thousands)	
Cash, cash equivalents and marketable securities (GAAP)	\$356,220	\$287,885
Less: Amounts payable for withheld federal and state income taxes, employment taxes and other payroll deductions	271,547	221,710
Client prepayments	23,603	21,256
Adjusted cash, cash equivalents and marketable securities (non-GAAP)	\$61,070	\$44,919

Adjusted operating expenses represent operating expenses excluding the impact of charitable contributions related to Hurricane Harvey recovery efforts in 2017, stockholder advisory expenses in 2016 and impairment and other charges related to

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the sale of two aircraft and stockholder advisory expenses in 2015. We believe adjusted operating expenses is a useful measure of our operating costs, as it allows for additional analysis of our operating expenses separate from the impact of these items.

Following is a GAAP to non-GAAP reconciliation of operating expenses and adjusted operating expenses:

	Year-ended December 31,		
	2017	2016	2015
	(in thousands, except worksite employee per month data)		
Operating expenses (GAAP)	\$442,790	\$385,304	\$372,168
Less: Impairment charges and other	—	—	10,480
Charitable donations to Hurricane Harvey relief efforts	2,000	—	—
Stockholder advisory expenses	—	323	1,546
Adjusted operating expenses (non-GAAP)	\$440,790	\$384,981	\$360,142
Operating expenses per worksite employee per month (GAAP)	\$202	\$194	\$212
Less: Impairment charges and other per worksite employee per month	—	—	5
Charitable donations to Hurricane Harvey relief efforts per worksite employee per month	1	—	—
Stockholder advisory expenses per worksite employee per month	—	1	1
Adjusted operating expenses per worksite employee per month (non-GAAP)	\$201	\$193	\$206

Adjusted net income and adjusted diluted net income per share of common stock represent net income and diluted net income per share computed in accordance with GAAP, excluding the impact of impairment and other charges, enactment of the 2017 Tax Reform Act and disaster credits, stock-based compensation expenses, charitable contributions related to Hurricane Harvey relief efforts, other credits and stockholder advisory expenses. Under the two-class earnings per share method, the undistributed losses resulting from dividends exceeding net income in 2014 are not allocated to participating securities. Our management believes adjusted net income and adjusted diluted net income per share of common stock are useful measures of our operating performance, as they allow for additional analysis of our operating results separate from the impact of these items.

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Following is a GAAP to non-GAAP reconciliation of adjusted net income:

	Year-ended December 31,				
	2017	2016	2015	2014	2013
	(in thousands)				
Net income (GAAP)	\$84,402	\$65,991	\$39,390	\$28,004	\$32,032
Impairment charges and other <sup>(1)</sup>	—	—	10,480	3,687	6,021
Stock-based compensation	24,345	16,643	13,345	11,053	11,103
Charitable donations to Hurricane Harvey relief efforts	2,000	—	—	—	—
Other	(200 )	—	—	—	—
Stockholder advisory expenses	—	323	1,546	—	—
Total non-GAAP adjustment	26,145	16,966	25,371	14,740	17,124
Tax effect of non-GAAP adjustments	(9,354 )	(6,239 )	(10,242 )	(6,010 )	(4,885 )
Enactment of the 2017 Tax Reform Act	2,481	—	—	—	—
Disaster relief tax credit	(669 )	—	—	—	—
Section 199 tax benefit	—	—	—	—	(1,982 )
Adjusted net income (non-GAAP)	\$103,005	\$76,718	\$54,519	\$36,734	\$42,289

Includes impairment and other charges of \$10.5 million related to the sale of two aircraft in 2015, a \$2.5 million charge associated with the Employment Screening reporting unit in 2014, a \$1.2 million non-cash charge related to a revision in our office consolidation plans in 2014, a \$3.3 million impairment charge associated with the Expense Management reporting unit in 2013 and \$2.7 million impairment charge related to The Receivables Exchange in 2013.

Following is a GAAP to non-GAAP reconciliation of adjusted diluted net income per share of common stock<sup>(1)</sup>:

	Year-ended December 31,				
	2017	2016	2015	2014	2013
	(amounts per share)				
Diluted net income per share of common stock (GAAP)	\$2.01	\$1.54	\$0.79	\$0.53	\$0.63
Impairment charges and other	—	—	0.21	0.07	0.12
Stock-based compensation	0.58	0.39	0.27	0.21	0.22
Charitable donations to Hurricane Harvey relief efforts	0.05	—	—	—	—
Other	(0.01 )	—	—	—	—
Stockholder advisory expenses	—	0.01	0.03	—	—
Impact of dividends exceeding earnings	—	—	—	0.03	—
Total non-GAAP adjustments	0.62	0.40	0.51	0.31	0.34
Tax effect of non-GAAP adjustments	(0.22 )	(0.15 )	(0.20 )	(0.12 )	(0.10 )
Enactment of the 2017 Tax Reform Act	0.06	—	—	—	—
Disaster relief tax credit	(0.02 )	—	—	—	—
Section 199 tax benefit	—	—	—	—	(0.04 )
Adjusted diluted net income per share of common stock (non-GAAP)	\$2.45	\$1.79	\$1.10	\$0.72	\$0.83

<sup>(1)</sup> Adjusted to reflect the two-for-one split of our common stock effected on December 18, 2017 as a stock dividend.

#### Liquidity and Capital Resources

We periodically evaluate our liquidity requirements, capital needs and availability of resources in view of, among other things, our expansion plans, stock repurchases, potential acquisitions, debt service requirements and other operating cash



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needs. To meet short-term liquidity requirements, which are primarily the payment of direct costs and operating expenses, we rely primarily on cash from operations. Longer-term projects, large stock repurchases or significant acquisitions may be financed with debt or equity. We may seek to raise additional capital or take other steps to increase or manage our liquidity and capital resources. We had \$356.2 million in cash, cash equivalents and marketable securities at December 31, 2017, of which approximately \$271.5 million was payable in early January 2018 for withheld federal and state income taxes, employment taxes and other payroll deductions, and \$23.6 million were client prepayments that were payable in January 2018. At December 31, 2017, we had working capital of \$52.5 million compared to \$39.4 million at December 31, 2016. The increase in working capital reflects, in part, cash flow from operations, offset by share repurchases, dividends and capital expenditures. We currently believe that our cash on hand, marketable securities, cash flows from operations and availability under our credit facility will be adequate to meet our liquidity requirements for 2018. We intend to rely on these same sources, as well as public and private debt or equity financing, to meet our longer-term liquidity and capital needs.

We have a credit facility with a syndicate of financial institutions. In January 2016, we borrowed \$104.4 million under the credit facility, which we used to fund a portion of the purchase price for our modified Dutch auction tender offer. In February 2018, the credit facility was increased from \$200 million to \$350 million. The credit facility, which may be increased to \$400 million based on the terms and subject to the conditions set forth in the agreement related to the facility, is available for working capital and general corporate purposes, including acquisitions. At December 31, 2017, we had outstanding letters of credit and borrowings totaling \$105.4 million under the credit facility. Please read Note 7 to the Consolidated Financial Statements, “Long-Term Debt,” for additional information.

**Cash Flows from Operating Activities**

Our net cash flows from operating activities in 2017 were \$204.4 million. Our primary source of cash from operations is the comprehensive service fee and payroll funding we collect from our PEO HR Outsourcing solutions clients. Cash and cash equivalents, and thus our reported cash flows from operating activities, are significantly impacted by various external and internal factors, which are reflected in part by the changes in our balance sheet accounts. These include the following:

**Timing of client payments / payroll levels** – We typically collect our comprehensive service fee, along with the client’s payroll funding, from clients at least one day prior to the payment of worksite employee payrolls and associated payroll taxes. Therefore, the last business day of a reporting period has a substantial impact on our reporting of operating cash flows. For example, many worksite employees are paid on Fridays and at month-end; therefore, operating cash flows decrease in the reporting periods that end on a Friday. In the year ended December 31, 2017, the last business day of the reporting period ended on a Friday, client prepayments were \$23.6 million and amounts payable for withheld federal and state income taxes, employment taxes and other payroll deductions was \$271.5 million. In the period ended December 31, 2016, which ended on a Friday, client prepayments were \$21.3 million and amounts payable for withheld federal and state income taxes, employment taxes and other payroll deductions was \$221.7 million.

**Workers’ compensation plan funding** – Under our workers’ compensation insurance arrangements, we make monthly payments to the carriers comprised of premium costs and funds to be set aside for payment of future claims (“claim funds”). These pre-determined amounts are stipulated in our agreements with the carriers and are based primarily on anticipated worksite employee payroll levels and workers’ compensation loss rates during the policy year. Changes in payroll levels from those that were anticipated in the arrangements can result in changes in the amount of the cash payments, which will impact our reporting of operating cash flows. Our claim funds paid, based upon anticipated worksite employee payroll levels and workers’ compensation loss rates, were \$47.5 million in 2017 and \$52.7 million in 2016. However, our estimates of workers’ compensation loss costs were \$63.9 million and \$62.4 million in 2017 and 2016, respectively. In 2017 and 2016, we received \$22.7 million and \$12.8 million, respectively, for the return of excess claim funds related to the workers’ compensation program, which increased working capital.

**Medical plan funding** – Our health care contract with United establishes participant cash funding rates 90 days in advance of the beginning of a reporting quarter. Therefore, changes in the participation level of the United plan have a direct impact on our operating cash flows. In addition, changes to the funding rates, which are determined solely by

United based primarily upon recent claim history and anticipated cost trends, also have a significant impact on our operating cash flows. Since inception of the United plan, premiums paid and owed to United have exceeded Plan Costs, resulting in a \$12.1 million surplus, which is \$3.1 million in excess of our agreed-upon \$9.0 million surplus maintenance level. The \$3.1 million difference is therefore reflected as a current asset and \$9.0 million is reflected as a long-term asset on our Consolidated Balance Sheets at December 31, 2017. In addition, the premiums owed to United at December 31, 2017, were \$21.9 million, which is included in accrued health insurance costs, a current liability, on our Consolidated Balance Sheets.

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Operating results – Our net income has a significant impact on our operating cash flows. Our net income increased 27.9% to \$84.4 million in 2017 from \$66.0 million in 2016. Please read “Results of Operations—Year Ended December 31, 2017 Compared to Year Ended December 31, 2016.”

Cash Flows Used in Investing Activities

Our net cash flows used in investing activities were \$33.3 million during 2017, primarily due to property and equipment purchases.

Cash Flows Used in Financing Activities

Our net cash flows used in financing activities were \$102.9 million during 2017. We repurchased \$38.7 million in stock and paid \$65.8 million in dividends, including a special cash dividend of \$41.7 million paid in the fourth quarter.

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## Contractual Obligations and Commercial Commitments

The following table summarizes our contractual obligations and commercial commitments as of December 31, 2017, and the effect they are expected to have on our liquidity and capital resources (in thousands):

Contractual obligations	Total	2018	2019-2020	2021-2022	Thereafter
Non-cancelable operating leases	\$68,897	\$15,358	\$24,907	\$15,637	\$12,995
Purchase obligations <sup>(1)</sup>	25,778	11,562	10,456	3,760	—
Long-term debt	104,400	—	—	—	104,400
Other long-term liabilities:					
Accrued workers' compensation claim costs <sup>(2)</sup>	207,630	41,137	49,333	34,594	82,566
Total contractual cash obligations	\$406,705	\$68,057	\$84,696	\$53,991	\$199,961

(1) The table includes purchase obligations associated with non-cancelable contracts individually greater than \$100,000 and one year.

(2) Accrued workers' compensation claim costs include the short and long-term amounts. For more information, please read, "—Critical Accounting Policies and Estimates—Workers' Compensation Costs."

## Seasonality, Inflation and Quarterly Fluctuations

Our quarterly earnings are impacted by the seasonal nature of our medical claims costs and payroll taxes. Typically, medical claims costs tend to increase throughout the year with the fourth quarter being the period with the highest costs, which has a negative impact on our fourth quarter earnings. This trend is primarily the result of many worksite employees' medical plan deductibles being fully met by the fourth quarter, which increases our liability with respect to those claims. We have also experienced variability on a quarterly basis in medical claims costs based on the unpredictable nature of large claims. Payroll taxes and associated billings are computed based on an employee's annual taxable wage base. The annual payroll tax wage bases are frequently met in the first two quarters of each year depending on the employee's compensation levels. As a result, the gross profit contribution from payroll taxes is typically higher in the first two quarters and declines in the latter half of each year. These historical trends may change and other seasonal trends may develop in the future. For further information related to our health insurance costs, please read "—Critical Accounting Policies and Estimates—Benefits Costs."

We believe the effects of inflation have not had a significant impact on our results of operations or financial condition.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are primarily exposed to market risks from fluctuations in interest rates and the effects of those fluctuations on the market values of our cash equivalent short-term investments and our available-for-sale marketable securities. In addition, borrowings under our credit facility bear interest at a variable market rate. As of December 31, 2017, we had outstanding letters of credit and borrowings totaling \$105.4 million under the credit facility. Please read Note 7 to the Consolidated Financial Statements, "Long-Term Debt," for additional information. Our cash equivalent short-term investments consist primarily of overnight investments, which are not significantly exposed to interest rate risk, except to the extent that changes in interest rates will ultimately affect the amount of interest income earned on these investments. Our available-for-sale marketable securities are subject to interest rate risk because these securities generally include a fixed interest rate. As a result, the market values of these securities are affected by changes in prevailing interest rates.

We attempt to limit our exposure to interest rate risk primarily through diversification and low investment turnover. Our investment policy is designed to maximize after-tax interest income while preserving our principal investment. As a result, our marketable securities consist of tax-exempt short and intermediate-term debt securities, which are primarily pre-refunded municipal bonds that are secured by escrow funds containing U.S. Government Securities.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The information required by this Item 8 is contained in a separate section of this Annual Report. See "Index to Consolidated Financial Statements."

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.



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None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15a-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2017.

Design and Evaluation of Internal Control over Financial Reporting

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we included a report of management's assessment of the design and effectiveness of our internal controls as part of this Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Ernst & Young LLP, our independent registered public accounting firm, also audited our internal control over financial reporting. Management's report and the independent registered public accounting firm's audit report are included in our 2017 Consolidated Financial Statements under the captions entitled "Management's Report on Internal Control" and "Report of Independent Registered Public Accounting Firm," and are incorporated herein by reference.

There has been no change in our internal controls over financial reporting that occurred during the three months ended December 31, 2017, that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

Some of the information required by this item is incorporated by reference to the information set forth under the captions “Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this report (the “Insperity Proxy Statement”).

**Code of Business Conduct and Ethics**

Our Board adopted our Code of Business Conduct and Ethics (the “Code of Ethics”), which meets the requirements of Rule 303A.10 of the New York Stock Exchange Listed Company Manual and Item 406 of Regulation S-K. You can access our Code of Ethics on the Corporate Governance page of our website at [insperity.com](http://insperity.com). Changes in and waivers to the Code of Ethics for our directors, executive officers and certain senior financial officers will be posted on our Internet website within five business days and maintained for at least 12 months.

**ITEM 11. EXECUTIVE COMPENSATION.**

The information required by this item is incorporated by reference to the information set forth under the captions “Director Compensation” and “Executive Compensation” in the Insperity Proxy Statement.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The information required by this item is incorporated by reference to the information set forth under the caption “Security Ownership of Certain Beneficial Owners and Management” in the Insperity Proxy Statement.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

The information required by this item is incorporated by reference to the information set forth under the caption “Certain Relationships and Related Transactions” in the Insperity Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

The information required by this item is incorporated by reference to the information set forth under the caption “Ratification and Appointment of Independent Public Accountants – Fees of Ernst & Young LLP” and “—Finance, Risk Management and Audit Committee Pre-Approval Policy for Audit and Non-Audit Services” in the Insperity Proxy Statement.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) 1. Financial Statements of the Company

The Consolidated Financial Statements listed by the Registrant on the accompanying Index to Consolidated Financial Statements are filed as part of this Annual Report.

(a) 2. Financial Statement Schedules

The required information is included in the Consolidated Financial Statements or Notes thereto.

(a) 3. List of Exhibits

- 3.1 Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (No. 33-96952)).
- 3.2 Certificate of Ownership and Merger dated March 3, 2011 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended March 31, 2011).
- 3.3 Amended and Restated Bylaws of Insperty, Inc. dated February 17, 2014 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 18, 2014).
- 3.4 Certificate of Elimination with respect to Series A Junior Participating Preferred Stock dated November 17, 2017 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on November 17, 2017).
- 4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (No. 33-96952)).
- 10.1† Insperty, Inc. 2001 Incentive Plan, as amended and restated (incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A filed on March 18, 2009 (No. 1-13998)).
- 10.2† Form of Director Stock Option Agreement (Annual Grant) (incorporated by reference to Exhibit 10.11 to the Registrant's Form 10-K for the year ended December 31, 2004).
- 10.3† Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended September 30, 2012).
- 10.4† Form of Director Stock Option Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended September 30, 2012).
- 10.5† Form of Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended September 30, 2012).
- 10.6† Form of Employee Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on February 22, 2013).
- 10.7† Form of New Hire Employee Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on February 22, 2013).
- 10.8† Form of Named Executive Officer Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on February 22, 2013).
- 10.9† Form of Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on February 22, 2013).
- 10.10† Form of Employee Award Notice and Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on April 2, 2015).
- 10.11† Form of Executive Officer Restricted Stock Award Agreement for awards granted on or after March 29, 2016 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on April 1, 2016).
- 10.12† Form of Employee Award Notice and Agreement under LTIP for awards granted on or after March 29, 2016 (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on April 1, 2016).
- 10.13† Form of Restricted Stock Award Agreement for awards granted to certain senior personnel on or after March 29, 2016 (incorporated by reference to Exhibit 10.5 to the Registrant's Form 10-Q for the quarter ended March 31, 2016).
- 10.14†

Form of Restricted Stock Award Agreement for awards granted to other employees on or after March 29, 2016 (incorporated by reference to Exhibit 10.6 to the Registrant's Form 10-Q for the quarter ended March 31, 2016).

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- 10.15† Form of Restricted Stock Award Agreement for awards granted to executive officers on or after November 10, 2017 (incorporated by reference to Exhibit 10.1 to the Registrant’s Form 10-Q for the quarter ended September 30, 2017).
- 10.16† Form of Restricted Stock Award Agreement for awards granted to certain senior personnel on or after November 10, 2017 (incorporated by reference to Exhibit 10.2 to the Registrant’s Form 10-Q for the quarter ended September 30, 2017).
- 10.17† Form of Restricted Stock Award Agreement for awards granted to other employees on or after November 10, 2017 (incorporated by reference to Exhibit 10.3 to the Registrant’s Form 10-Q for the quarter ended September 30, 2017).
- 10.18† Form of Employee Award Notice and Agreement under LTIP granted on or after November 10, 2017 (incorporated by reference to Exhibit 10.4 to the Registrant’s Form 10-Q for the quarter ended September 30, 2017).
- 10.19† Directors Compensation Plan (incorporated by reference to Exhibit 10.4 to the Registrant’s Form 10-Q for the quarter ended September 30, 2012).
- 10.20† Amendment to the Directors Compensation Plan (incorporated by reference to Exhibit 10.6 to the Registrant’s Current Report on Form 8-K filed on February 22, 2013).
- 10.21† First Amendment and Appendix A to Directors Compensation Plan (incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on February 25, 2015).
- 10.22† Board of Directors Compensation Arrangements (incorporated by reference to the Registrant’s Current Report on Form 8-K dated February 7, 2005).
- 10.23† Directors Compensation Plan (as amended and restated April 1, 2017) (incorporated by reference to Exhibit 10.2 to the Registrant’s Form 10-Q for the quarter ended June 30, 2017).
- 10.24 Insperty, Inc. 2008 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Registration Statement on Form S-8 (No. 333-151275)).
- 10.25 Insperty, Inc. 2012 Incentive Plan (incorporated by reference to the Registrant’s definitive proxy statement on Schedule 14A filed on March 29, 2012 (No. 1-13998)).
- 10.26 First Amendment to the Insperty, Inc. 2012 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on February 22, 2013).
- 10.27 Second Amendment to Insperty, Inc. 2012 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on February 25, 2015).
- 10.28 Third Amendment to Insperty, Inc. 2012 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on April 1, 2016).
- 10.29 Insperty, Inc. 2012 Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on June 21, 2017).
- 10.30 Insperty, Inc. Long-Term Incentive Program (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on April 2, 2015).
- 10.31(+)Minimum Premium Financial Agreement, amended and restated effective January 1, 2005, by and between Insperty Holdings, Inc. (fka Administaff of Texas, Inc.) and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.1 to the Registrant’s Form 10-Q for the quarter ended June 30, 2005).
- 10.32(+)Minimum Premium Administrative Services Agreement, amended and restated effective January 1, 2005, by and between Insperty Holdings, Inc. (fka Administaff of Texas, Inc.) and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrant’s Form 10-Q for the quarter ended June 30, 2005).
- 10.33(+)Amendment to Minimum Premium Financial Agreement, as amended and restated effective January 1, 2005, by and between Insperty Holdings, Inc., and UnitedHealthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrant’s Form 10-Q for the quarter ended June 30, 2007).
- 10.34(+)Amendment to Minimum Premium Administrative Services Agreement, as amended and restated effective January 1, 2005, by and between Insperty Holdings, Inc., and UnitedHealthcare Insurance Company



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(incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended June 30, 2007).

10.35(+)Amendment to Minimum Premium Financial Agreement, as amended effective January 1, 2009, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended March 31, 2013).

10.36(+)Amendment to Minimum Premium Financial Agreement, as amended effective January 1, 2013, by and between Insperity Holdings, Inc. and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended September 30, 2015).

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10.37(+)	<u>Amendment to Minimum Premium Administrative Services Agreement, as amended effective January 1, 2008, by and between Insuperity Holdings, Inc. (fka Administaff of Texas, Inc.) and UnitedHealthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended March 31, 2013).</u>
10.38(+)	<u>Amendment to Minimum Premium Administrative Services Agreement, as amended effective January 1, 2013, by and between Insuperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2015 (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended September 30, 2015).</u>
10.39(+)	<u>Amendment to Minimum Premium Financial Agreement, as amended effective January 1, 2011, by and between Insuperity Holdings, Inc. (fka Administaff of Texas, Inc.) and UnitedHealthcare Insurance Company, effective as of January 1, 2013 (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended September 30, 2014).</u>
10.40(+)	<u>Amendment to Minimum Premium Administrative Services Agreement, as amended effective January 1, 2011, by and between Insuperity Holdings, Inc. (fka Administaff of Texas, Inc.) and UnitedHealthcare Insurance Company, effective as of January 1, 2013 (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended September 30, 2014).</u>
10.41(+)	<u>Amendment to the Minimum Premium Financial Agreement, as amended effective January 1, 2015, by and between Insuperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2016 (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended June 30, 2016).</u>
10.42(+)	<u>Amendment to the Minimum Premium Administrative Services Agreement, as amended effective January 1, 2015, by and between Insuperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2016 (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended June 30, 2016).</u>
10.43(+)	<u>Amendment to the Minimum Premium Financial Agreement, as amended effective January 1, 2016, by and between Insuperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2017 (incorporated by reference to Exhibit 10.39 to the Registrant's Form 10-K for the year ended December 31, 2016).</u>
10.44	<u>Credit Agreement dated September 15, 2011 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on September 21, 2011).</u>
10.45	<u>Amendment No. 1 to the Credit Agreement dated December 7, 2012 (incorporated by reference to Exhibit 10.32 to the Registrant's Form 10-K for the year ended December 31, 2012).</u>
10.46	<u>Amendment No. 2 to the Credit Agreement dated December 1, 2014 (incorporated by reference to Exhibit 10.28 to the Registrant's Form 10-K for the year ended December 31, 2014).</u>
10.47	<u>Amendment No. 3 to the Credit Agreement dated February 6, 2015 (incorporated by reference to Exhibit 10.29 to the Registrant's Form 10-K for the year ended December 31, 2014).</u>
10.48	<u>Amendment No. 4 to the Credit Agreement dated March 14, 2016 (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed on March 14, 2016).</u>
10.49	<u>Amended and Restated Credit Agreement dated February 6, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 12, 2018).</u>
21.1*	<u>Subsidiaries of Insuperity, Inc.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
24.1*	<u>Powers of Attorney.</u>
31.1*	<u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	<u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2**	<u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS*	XBRL Instance Document <sup>(1)</sup> .
101.SCH*	XBRL Taxonomy Schema Document.

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101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF\* XBRL Extension Definition Linkbase Document.

101.LAB\* XBRL Taxonomy Extension Label Linkbase Document.

101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document.

\* Filed herewith.

\*\* Furnished with this report.

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- † Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K.  
(+) Confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission.

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(1) Attached as exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015; (ii) the Consolidated Balance Sheets at December 31, 2017 and 2016; (iii) the Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016 and 2015; (iv) the Consolidated Statements of Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015; and (v) the Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015.

ITEM 16. FORM 10-K SUMMARY.

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Insperty, Inc. has duly caused this report to be signed in its behalf by the undersigned, thereunto duly authorized, on February 12, 2018.  
INSPERITY, INC.

By: /s/ Douglas S. Sharp  
Douglas S. Sharp  
Senior Vice President of Finance  
Chief Financial Officer and Treasurer

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of Insuperity, Inc. in the capacities indicated on February 12, 2018:

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

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INSPERITY, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Insperity, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Insperity, Inc. (the Company) as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the “ consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 12, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1991.

Houston, Texas

February 12, 2018

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MANAGEMENT’S REPORT ON INTERNAL CONTROL

The Company has assessed the effectiveness of its internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) (2013 framework). The Company’s management is responsible for establishing and maintaining adequate internal controls over financial reporting. The effectiveness of the Company’s internal control over financial reporting as of December 31, 2017 has been audited by the Company’s independent registered public accounting firm, as stated in their report that is included herein.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements. Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

The Company’s assessment of the effectiveness of its internal control over financial reporting included testing and evaluating the design and operating effectiveness of its internal controls. In management’s opinion, the Company has maintained effective internal control over financial reporting as of December 31, 2017, based on criteria established in the COSO 2013 framework.

/s/ Paul J. Sarvadi	/s/ Douglas S. Sharp
Paul J. Sarvadi	Douglas S. Sharp
Chairman of the Board and	Senior Vice President of Finance
Chief Executive Officer	Chief Financial Officer and Treasurer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Insperty, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Insperty, Inc.'s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Insperty, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and our report dated February 12, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Ernst & Young LLP

Houston, Texas

February 12, 2018



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INSPERITY, INC.  
 CONSOLIDATED BALANCE SHEETS  
 (in thousands)

## ASSETS

	December 31, 2017	December 31, 2016
Current assets:		
Cash and cash equivalents	\$354,260	\$286,034
Restricted cash	41,137	42,637
Marketable securities	1,960	1,851
Accounts receivable, net:		
Trade	12,292	13,107
Unbilled	318,431	254,999
Other	3,258	2,178
Prepaid insurance	10,782	15,041
Other current assets	26,991	19,526
Income taxes receivable	9,824	4,949
Total current assets	778,935	640,322
Property and equipment:		
Land	6,215	5,214
Buildings and improvements	95,615	90,151
Computer hardware and software	105,060	97,311
Software development costs	60,568	51,956
Furniture, fixtures and other	42,891	38,483
	310,349	283,115
Accumulated depreciation and amortization	(214,690)	(202,854)
Total property and equipment, net	95,659	80,261
Other assets:		
Prepaid health insurance	9,000	9,000
Deposits – health insurance	5,300	4,700
Deposits – workers’ compensation	154,215	143,938
Goodwill and other intangible assets, net	12,762	13,088
Deferred income taxes, net	4,283	14,025
Other assets	3,541	1,840
Total other assets	189,101	186,591
Total assets	\$1,063,695	\$907,174

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INSPERITY, INC.  
CONSOLIDATED BALANCE SHEETS (Continued)  
(in thousands)  
LIABILITIES AND STOCKHOLDERS' EQUITY

	December 31, 2017	December 31, 2016
Current liabilities:		
Accounts payable	\$6,447	\$4,189
Payroll taxes and other payroll deductions payable	303,247	247,766
Accrued worksite employee payroll cost	267,402	215,214
Accrued health insurance costs	26,075	26,360
Accrued workers' compensation costs	42,974	44,231
Accrued corporate payroll and commissions	52,595	40,761
Other accrued liabilities	27,741	22,437
Total current liabilities	726,481	600,958
Noncurrent liabilities:		
Accrued workers' compensation costs	166,493	141,291
Long-term debt	104,400	104,400
Total noncurrent liabilities	270,893	245,691
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$0.01 per share:		
Shares authorized – 20,000		
Shares issued and outstanding – none	—	—
Common stock, par value \$0.01 per share:		
Shares authorized – 60,000		
Shares issued – 55,489 at December 31, 2017 and 2016	555	555
Additional paid-in capital	25,337	8,962
Treasury stock, at cost – 14,009 and 13,438 at December 31, 2017 and 2016, respectively	(256,363 )	(227,152 )
Accumulated other comprehensive income, net of tax	(5 )	(3 )
Retained earnings	296,797	278,163
Total stockholders' equity	66,321	60,525
Total liabilities and stockholders' equity	\$1,063,695	\$907,174

See accompanying notes.

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INSPERITY, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except per share amounts)

	Year ended December 31,		
	2017	2016	2015
Revenues (gross billings of \$20.174 billion, \$17.933 billion, and \$15.806 billion, less worksite employee payroll cost of \$16.874 billion, \$14.992 billion, and \$13.202 billion, respectively)	\$3,300,223	\$2,941,347	\$2,603,614
Direct costs:			
Payroll taxes, benefits and workers' compensation costs	2,727,492	2,449,737	2,165,747
Gross profit	572,731	491,610	437,867
Operating expenses:			
Salaries, wages and payroll taxes	259,531	229,589	211,060
Stock-based compensation	24,345	16,643	13,345
Commissions	22,773	19,288	18,479
Advertising	16,686	16,447	15,980
General and administrative expenses	101,273	86,693	84,259
Impairment charges and other	—	—	10,480
Depreciation and amortization	18,182	16,644	18,565
	442,790	385,304	372,168
Operating income	129,941	106,306	65,699
Other income (expense):			
Interest income	3,413	1,267	379
Interest expense	(3,213)	(2,396)	(459)
Income before income tax expense	130,141	105,177	65,619
Income tax expense	45,739	39,186	26,229
Net income	\$84,402	\$65,991	\$39,390
Less distributed and undistributed earnings allocated to participating securities	(1,517)	(1,496)	(981)
Net income allocated to common shares	\$82,885	\$64,495	\$38,409
Basic net income per share of common stock	\$2.02	\$1.55	\$0.79
Diluted net income per share of common stock	\$2.01	\$1.54	\$0.79

See accompanying notes.

Table of ContentsINSPERITY, INC.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(in thousands)

	Year ended December 31,		
	2017	2016	2015
Net income	\$84,402	\$65,991	\$39,390
Other comprehensive income:			
Unrealized loss on available-for-sale securities, net of tax	(2 )	(3 )	(3 )
Comprehensive income	\$84,400	\$65,988	\$39,387

See accompanying notes.

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INSPERITY, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(in thousands)

	Common Stock Issued		Additional Paid-In	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Amount	Capital				
Balance at December 31, 2014	61,517	\$ 617	\$137,460	\$(148,465)	\$ 3	\$214,481	\$204,096
Purchase of treasury stock, at cost	—	—	—	(67,113 )	—	—	(67,113 )
Exercise of stock options	—	—	(3 )	377	—	—	374
Income tax benefit from stock-based compensation, net	—	—	2,216	—	—	—	2,216
Stock-based compensation expense	—	—	4,239	9,053	—	53	13,345
Other	—	—	480	823	—	—	1,303
Dividends paid	—	—	—	—	—	(21,153 )	(21,153 )
Unrealized loss on marketable securities, net of tax	—	—	—	—	(3 )	—	(3 )
Net income	—	—	—	—	—	39,390	39,390
Balance at December 31, 2015	61,517	\$ 617	\$144,392	\$(205,325)	\$ —	\$232,771	\$172,455
Purchase of treasury stock, at cost	—	—	—	(31,669 )	—	—	(31,669 )
Repurchase of common stock	(6,028 )	(62 )	(144,201 )	—	—	—	(144,263 )
Exercise of stock options	—	—	(27 )	625	—	—	598
Stock-based compensation expense	—	—	8,156	8,487	—	—	16,643
Other	—	—	642	730	—	—	1,372
Dividends paid	—	—	—	—	—	(20,599 )	(20,599 )
Unrealized loss on marketable securities, net of tax	—	—	—	—	(3 )	—	(3 )
Net income	—	—	—	—	—	65,991	65,991
Balance at December 31, 2016	55,489	\$ 555	\$8,962	\$(227,152)	\$ (3 )	\$278,163	\$60,525
Purchase of treasury stock, at cost	—	—	—	(38,735 )	—	—	(38,735 )
Stock-based compensation expense	—	—	15,508	8,837	—	—	24,345
Other	—	—	867	687	—	—	1,554
Dividends paid	—	—	—	—	—	(65,768 )	(65,768 )
Unrealized loss on marketable securities, net of tax	—	—	—	—	(2 )	—	(2 )
Net income	—	—	—	—	—	84,402	84,402
Balance at December 31, 2017	55,489	\$ 555	\$25,337	\$(256,363)	\$ (5 )	\$296,797	\$66,321
See accompanying notes.							



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INSPERITY, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)

	Year ended December 31,		
	2017	2016	2015
Cash flows from operating activities:			
Net income	\$84,402	\$65,991	\$39,390
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	18,182	16,644	18,565
Impairment charges and other	—	—	10,480
Amortization of marketable securities	80	90	836
Stock-based compensation	24,345	16,643	13,345
Deferred income taxes	9,742	2,951	(14,733 )
Changes in operating assets and liabilities:			
Restricted cash	1,500	(5,219 )	6,622
Accounts receivable	(63,697 )	(69,619 )	(25,549 )
Prepaid insurance	4,259	(7,624 )	13,884
Other current assets	(7,465 )	(2,391 )	514
Other assets	(12,773 )	(8,941 )	(22,069 )
Accounts payable	2,258	(1,192 )	707
Payroll taxes and other payroll deductions payable	55,481	42,373	29,052
Accrued worksite employee payroll expense	52,188	53,297	(30,479 )
Accrued health insurance costs	(285 )	12,717	(4,686 )
Accrued workers' compensation costs	23,945	21,723	26,159
Accrued corporate payroll, commissions and other accrued liabilities	17,138	3,150	4,105
Income taxes payable/receivable	(4,875 )	(7,920 )	(1,060 )
Total adjustments	120,023	66,682	25,693
Net cash provided by operating activities	204,425	132,673	65,083
Cash flows from investing activities:			
Marketable securities:			
Purchases	(1,752 )	(1,049 )	(10,558 )
Proceeds from maturities	1,561	1,715	10,593
Proceeds from dispositions	—	7,268	17,869
Property and equipment:			
Purchases	(33,337 )	(33,994 )	(17,844 )
Proceeds from sale of aircraft	—	—	12,159
Proceeds from dispositions	278	43	153
Net cash provided by (used in) investing activities	(33,250 )	(26,017 )	12,372

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INSPERITY, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(in thousands)

	Year ended December 31,		
	2017	2016	2015
Cash flows from financing activities:			
Purchase of treasury stock	\$(38,735 )	\$(31,669 )	\$(67,113 )
Repurchase of common stock	—	(144,263 )	—
Dividends paid	(65,768 )	(20,599 )	(21,153 )
Borrowings under long-term debt agreement	—	124,400	—
Principal repayments	—	(20,000 )	—
Proceeds from the exercise of stock options	—	598	374
Income tax benefit from stock-based compensation	—	—	2,216
Other	1,554	1,373	1,303
Net cash used in financing activities	(102,949 )	(90,160 )	(84,373 )
Net increase (decrease) in cash and cash equivalents	68,226	16,496	(6,918 )
Cash and cash equivalents at beginning of year	286,034	269,538	276,456
Cash and cash equivalents at end of year	\$354,260	\$286,034	\$269,538
Supplemental disclosures of cash flow information:			
Income taxes, net	\$40,872	\$44,148	\$39,806
Interest expense	\$3,213	\$2,396	\$459

See accompanying notes.

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INSPERITY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2017

1. Accounting Policies

Description of Business

Insperty, Inc. (“Insperty” or “we”, “our”, and “us”) provides an array of human resources (“HR”) and business solutions designed to help improve business performance. Since our formation in 1986, we have evolved from being solely a professional employer organization (“PEO”), an industry we pioneered, to our current position as a comprehensive business performance solutions provider. We were organized as a corporation in 1986 and have provided PEO services since inception.

Our most comprehensive HR services offerings are provided through our Workforce Optimization<sup>®</sup> and Workforce Synchronization<sup>™</sup> solutions (together, our “PEO HR Outsourcing solutions”), which encompass a broad range of human resources functions, including payroll and employment administration, employee benefits, workers’ compensation, government compliance, performance management and training and development services, along with our cloud-based human capital management platform, Insperty Premier<sup>™</sup>.

In addition to our PEO HR Outsourcing solutions, we offer a number of other business performance solutions, including Human Capital Management, Payroll Services, Time and Attendance, Performance Management, Organizational Planning, Recruiting Services, Employment Screening, Expense Management Services, Retirement Services and Insurance Services, many of which are offered as a cloud-based software solution. These other products and services are offered separately, along with our PEO HR Outsourcing solutions or as a bundle, such as our Workforce Administration<sup>™</sup> solution that provides a comprehensive human capital management and payroll services solution.

We provide our PEO HR Outsourcing solutions by entering into a co-employment relationship with our clients, under which Insperty and its clients each take responsibility for certain portions of the employer-employee relationship. Insperty and its clients designate each party’s responsibilities through its Client Service Agreement (“CSA”), under which Insperty becomes an employer of the employees who work at the client’s location (“worksites employees”) for most administrative and regulatory purposes.

As a co-employer of its worksite employees, we assume many of the rights and obligations associated with being an employer. We enter into an employment agreement with each worksite employee, thereby maintaining a variety of employer rights, including the right to hire or terminate employees, the right to evaluate employee qualifications or performance, and the right to establish employee compensation levels. Typically, Insperty only exercises these rights in consultation with its clients or when necessary to ensure regulatory compliance. The responsibilities associated with our role as employer include the following obligations with regard to our worksite employees: (i) to compensate its worksite employees through wages and salaries; (ii) to pay the employer portion of payroll-related taxes; (iii) to withhold and remit (where applicable) the employee portion of payroll-related taxes; (iv) to provide employee benefit programs; and (v) to provide workers’ compensation insurance coverage.

In addition to our assumption of employer status for our worksite employees, our PEO HR Outsourcing solutions also include other human resources functions for our clients to support the effective and efficient use of personnel in their business operations. To provide these functions, we maintain a significant staff of professionals trained in a wide variety of human resources functions, including employee training, employee recruiting, employee performance management, employee compensation and employer liability management. These professionals interact and consult with clients on a daily basis to help identify each client’s service requirements and to ensure that we are providing appropriate and timely personnel management services.

Revenue and Direct Cost Recognition

We account for our PEO HR Outsourcing solutions revenues in accordance with Accounting Standards Codification (“ASC”) 605-45, Revenue Recognition, Principal Agent Considerations. Our PEO HR Outsourcing solutions revenues are primarily derived from our gross billings, which are based on (i) the payroll cost of its worksite employees; and (ii) a markup computed as a percentage of the payroll cost. The gross billings are invoiced concurrently with each periodic payroll of its worksite employees. Revenues, which exclude the payroll cost component of gross billings and

therefore consist solely of markup, are recognized ratably over the payroll period as worksite employees perform their service at the client worksite.

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Revenues that have been recognized but not invoiced are included in unbilled accounts receivable on our Consolidated Balance Sheets.

In determining the pricing of the markup component of our gross billings, we take into consideration our estimates of the costs directly associated with our worksite employees, including payroll taxes, benefits and workers' compensation costs, plus an acceptable gross profit margin. As a result, our operating results are significantly impacted by our ability to accurately estimate, control and manage our direct costs relative to the revenues derived from the markup component of our gross billings.

Consistent with our revenue recognition policy, our direct costs do not include the payroll cost of our worksite employees. Our direct costs associated with our revenue generating activities are primarily comprised of all other costs related to our worksite employees, such as the employer portion of payroll-related taxes, employee benefit plan premiums and workers' compensation insurance costs.

Segment Reporting

We operate one reportable segment under ASC 280, Segment Reporting.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of Insperity, Inc. and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with United States Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Concentrations of Credit Risk

Financial instruments that could potentially subject us to concentration of credit risk include accounts receivable and marketable securities.

Cash, Cash Equivalents and Marketable Securities

We invest our excess cash in federal government and municipal-based money market funds and debt instruments of U.S. municipalities. All highly liquid investments with stated maturities of three months or less from date of purchase are classified as cash equivalents. Liquid investments with stated maturities of greater than three months are classified as marketable securities in current assets.

We account for marketable securities in accordance with ASC 320, Investments – Debt and Equity Securities. We determine the appropriate classification of all marketable securities as held-to-maturity, available-for-sale or trading at the time of purchase, and re-evaluate such classification as of each balance sheet date. At December 31, 2017 and 2016, all of our investments in marketable securities were classified as available-for-sale, and as a result, were reported at fair value. Unrealized gains and losses are reported as a component of accumulated other comprehensive income (loss) in stockholders' equity. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts from the date of purchase to maturity. Such amortization is included in interest income as an addition to or deduction from the coupon interest earned on the investments. We use the specific identification method of determining the cost basis in computing realized gains and losses on the sale of our available-for-sale securities. Realized gains and losses are included in other income.

Property and Equipment

Property and equipment are recorded at cost and are depreciated over the estimated useful lives of the related assets using the straight-line method. The estimated useful lives of property and equipment for purposes of computing depreciation are as follows:

Buildings and improvements	5-30 years
Computer hardware and software	2-5 years
Software development costs	3-5 years
Furniture, fixtures and other	5-7 years

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Software development costs relate primarily to software coding, system interfaces and testing of our proprietary professional employer information systems and are accounted for in accordance with ASC 350-40, Internal Use Software. Capitalized software development costs are amortized using the straight-line method over the estimated useful lives of the software, generally three years. We recognized \$4.1 million, \$3.0 million and \$3.3 million in amortization of capitalized computer software costs in 2017, 2016 and 2015, respectively. Unamortized software development costs were \$14.9 million and \$10.4 million in 2017 and 2016, respectively.

We account for our software products in accordance with ASC 985-20, Costs of Software to be Sold. This Topic establishes standards of financial accounting and reporting for the costs of computer software to be sold, leased, or otherwise marketed as a separate product or as part of a product or process, whether internally developed and produced or purchased.

We periodically evaluate our long-lived assets for impairment in accordance with ASC 360-10, Property, Plant, and Equipment. ASC 360-10 requires that an impairment loss be recognized for assets to be disposed of or held-for-use when the carrying amount of an asset is deemed to not be recoverable. If events or circumstances were to indicate that any of our long-lived assets might be impaired, we would assess recoverability based on the estimated undiscounted future cash flows to be generated from the applicable asset. In addition, we may record an impairment loss to the extent that the carrying value of the asset exceeded the fair value of the asset. Fair value is generally determined using an estimate of discounted future net cash flows from operating activities or upon disposal of the asset.

### Goodwill and Other Intangible Assets

Our goodwill is not amortized, but is tested for impairment on an annual basis or when there is an indication that there has been a potential decline in the fair value of a reporting unit. Annually, we perform a qualitative analysis to determine if it is more likely than not that the fair value has declined below its carrying value. This analysis considers various qualitative factors. Due to the nature of our business, all of our goodwill is associated with one reporting unit. We perform our annual impairment testing during the fourth quarter. Based on the results of our analysis, no impairment loss was recognized in 2017, 2016 or 2015.

At December 31, 2017 and 2016, we had an aggregate carrying amount of goodwill acquired of \$21.2 million, which has been reduced by cumulative impairment charges of \$8.5 million. Accordingly our goodwill balance at December 31, 2017 and 2016 was \$12.7 million.

Our purchased intangible assets are carried at cost less accumulated amortization. Amortization is computed over the estimated useful lives of the respective assets, ranging from three to 10 years. Intangible assets with finite useful lives are evaluated for impairment on an annual basis or when there is an indication that the carrying amount may not be recoverable. Based on the results of our analysis, no impairment loss was recognized in 2017, 2016 or 2015.

### Health Insurance Costs

We provide group health insurance coverage to our worksite employees through a national network of carriers including UnitedHealthcare (“United”), UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield of Hawaii and Tufts, all of which provide fully insured policies or service contracts. The policy with United provides the majority of our health insurance coverage. As a result of certain contractual terms, we have accounted for this plan since its inception using a partially self-funded insurance accounting model. Accordingly, we record the cost of the United portion of the plan, including an estimate of the incurred claims, taxes and administrative fees (collectively the “Plan Costs”) as benefits expense, a component of direct costs, in the Consolidated Statements of Operations. The estimated incurred claims are based upon: (i) the level of claims processed during each quarter; (ii) estimated completion rates based upon recent claim development patterns under the plan; and (iii) the number of participants in the plan, including both active and COBRA enrollees. Each reporting period, changes in the estimated ultimate costs resulting from claim trends, plan design and migration, participant demographics and other factors are incorporated into the benefits costs.

Additionally, since the plan’s inception, under the terms of the contract, United establishes cash funding rates 90 days in advance of the beginning of a reporting quarter. If the Plan Costs for a reporting quarter are greater than the premiums paid and owed to United, a deficit in the plan would be incurred and a liability for the excess costs would be accrued in our Consolidated Balance Sheets. On the other hand, if the Plan Costs for the reporting quarter are less than the premiums paid and owed to United, a surplus in the plan would be incurred and we would record an asset for the

excess premiums in our Consolidated Balance Sheets. The terms of the arrangement require us to maintain an accumulated cash surplus in the plan of \$9.0 million, which is reported as long-term prepaid insurance. In addition, United requires a deposit equal to approximately one day of claims funding activity, which was \$5.1 million as of December 31, 2017, and is reported as a long-term asset. As of December 31, 2017, Plan Costs were less than the net premiums paid and owed to United by \$12.1 million. As this amount is in

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excess of the agreed-upon \$9.0 million surplus maintenance level, the \$3.1 million difference is included in prepaid health insurance costs, a current asset, in our Consolidated Balance Sheets. The premiums, including the additional quarterly premiums, owed to United at December 31, 2017, were \$21.9 million, which is included in accrued health insurance costs, a current liability in our Consolidated Balance Sheets. Our benefits costs incurred in 2017 included a reduction of \$1.2 million for changes in estimated run-off related to prior periods.

**Workers' Compensation Costs**

Our workers' compensation coverage for our worksite employees in our PEO HR Outsourcing solutions has been provided through an arrangement with the Chubb Group of Insurance Companies or its predecessors (the "Chubb Program") since 2007. The Chubb Program is fully insured in that Chubb has the responsibility to pay all claims incurred under the policy regardless of whether we satisfy our responsibilities. Under the Chubb Program, we have financial responsibility to Chubb for the first \$1 million layer of claims per occurrence and, for claims over \$1 million, up to a maximum aggregate amount of \$5 million per policy year for claims that exceed \$1 million. Chubb bears the financial responsibility for all claims in excess of these levels.

Because we bear the financial responsibility for claims up to the levels noted above, such claims, which are the primary component of our workers' compensation costs, are recorded in the period incurred. Workers' compensation insurance includes ongoing health care and indemnity coverage whereby claims are paid over numerous years following the date of injury. Accordingly, the accrual of related incurred costs in each reporting period includes estimates, which take into account the ongoing development of claims and therefore requires a significant level of judgment.

We utilize a third-party actuary to estimate our loss development rate, which is primarily based upon the nature of worksite employees' job responsibilities, the location of worksite employees, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. Each reporting period, changes in the actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workers' compensation claims cost estimates. During the years ended December 31, 2017 and 2016, we reduced accrued workers' compensation costs by \$16.3 million and \$10.9 million, respectively, for changes in estimated losses related to prior reporting periods. Workers' compensation cost estimates are discounted to present value at a rate based upon the U.S. Treasury rates that correspond with the weighted average estimated claim payout period (the average discount rate was 1.6% in 2017 and 1.1% in 2016) are accreted over the estimated claim payment period and included as a component of direct costs in our Consolidated Statements of Operations.

The following table provides the activity and balances related to incurred but not paid workers' compensation claims:

	Year ended December	
	31,	
	2017	2016
	(in thousands)	
Beginning balance	\$183,928	\$162,184
Accrued claims	68,194	65,069
Present value discount	(4,308 )	(2,628 )
Paid claims	(40,184 )	(40,697 )
Ending balance	\$207,630	\$183,928
Current portion of accrued claims	\$41,137	\$42,637
Long-term portion of accrued claims	166,493	141,291
	\$207,630	\$183,928

The current portion of accrued workers' compensation costs at December 31, 2017 and 2016 includes \$1.8 million and \$1.6 million, respectively, of workers' compensation administrative fees.

The undiscounted accrued workers' compensation costs were \$219.9 million as of December 31, 2017 and \$194.2 million as of December 31, 2016.

At the beginning of each policy period, the workers' compensation insurance carrier establishes monthly funding requirements comprised of premium costs and funds to be set aside for payment of future claims ("claim funds"). The



level of claim funds is primarily based upon anticipated worksite employee payroll levels and expected workers' compensation loss rates, as determined by the insurance carrier. Monies funded into the program for incurred claims expected to be paid within

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one year are recorded as restricted cash, a short-term asset, while the remainder of claim funds are included in deposits, a long-term asset in our Consolidated Balance Sheets. In 2017, we received \$22.7 million for the return of excess claim funds related to the workers' compensation program, which decreased deposits. As of December 31, 2017, we had restricted cash of \$41.1 million and deposits of \$154.2 million.

Our estimate of incurred claim costs expected to be paid within one year is included in short-term liabilities, while our estimate of incurred claim costs expected to be paid beyond one year is included in long-term liabilities on our Consolidated Balance Sheets.

### Stock-Based Compensation

At December 31, 2017, we have one stock-based employee compensation plan under which we may issue awards. We account for this plan under the recognition and measurement principles of ASC 718, Compensation – Stock Compensation, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values.

We generally make annual grants of restricted and unrestricted stock under our stock-based incentive compensation plan to our non-employee directors, officers and other management. Restricted stock grants to officers and other management generally vest over a period of three years from the date of grant. Commencing in 2017, restricted stock grants issued to non-employee directors upon their initial appointment to the board are 100% vested on the grant date. Annual stock grants issued to non-employee directors are 100% vested on the grant date. Shares of restricted stock are based on fair value on date of grant and the associated expense, net of estimated forfeitures, is recognized over the vesting period.

In 2015, we adopted the Insperty Long-Term Incentive Program (the "LTIP"). The LTIP provides for performance based long-term compensation awards in the form of performance units to certain employees based on the achievement of pre-established performance goals. Each performance unit represents the right to receive one common share at a future date based on our performance against certain targets. Performance units have a vesting schedule of three years for performance based awards. Commencing in 2016, a portion of the LTIP grant to employees was considered a market-based performance award that vests at the end of a three-year period assuming continued employment and achievement of market-based performance goals. The fair value of each performance unit is the market price of our common stock on the date of grant. The fair value of each market-based performance unit was determined through use of the Monte Carlo simulation method. The compensation expense for such awards is recognized on a straight line basis over the vesting term. Over the performance period the number of shares expected to be issued is adjusted upward or downward based on the probability of achievement of the performance target.

### Company-Sponsored 401(k) Retirement Plans

Under our 401(k) retirement plan for corporate employees (the "Corporate Plan"), we matched 100% of eligible corporate employees' contributions, up to 6% of the employees' eligible compensation in 2017 and 2016, and 50% of eligible corporate employees' contributions, up to 6% of the employees' eligible compensation in 2015. Matching contributions under the Corporate Plan are immediately vested. During 2017, 2016 and 2015, we made matching contributions on behalf of corporate employees to the Corporate Plan of \$8.7 million, \$8.0 million and \$3.4 million, respectively, and is included in salaries, wages and payroll taxes in our Consolidated Statements of Operations. Under our separate 401(k) retirement plan for worksite employees (the "Worksite Employee Plan"), the match percentage for worksite employees ranges from 0% to 6%, as determined by each client company. Matching contributions under the Worksite Employee Plan are immediately vested. During 2017, 2016 and 2015, we made matching contributions on behalf of worksite employees to the Worksite Employee Plan of \$129.0 million, \$108.3 million and \$95.3 million, respectively.

### Advertising

We expense all advertising costs as incurred.

### Income Taxes

We use the liability method in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and income tax carrying amounts of assets and liabilities and are measured using the enacted tax rates and laws in effect when the differences are expected to reverse. On December 22, 2017, the Tax Cuts and Jobs Act (the "2017 Tax Reform Act") was signed into law. The 2017 Tax

Reform Act significantly changes U.S. corporate income tax laws by, among other things, reducing the U.S. corporate income tax rate to 21% beginning in 2018. Please read Note 8, "Income Taxes," for additional information.

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## Reclassifications

Certain prior year amounts have been reclassified to conform to the 2017 presentation.

## New Accounting Pronouncements

We believe that we have implemented the accounting pronouncements with a material impact on our financial statements.

In January 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The ASU eliminates the requirement to calculate the implied fair value of goodwill (formerly, Step 2) to measure a goodwill impairment charge. Instead, companies are required to record an impairment charge based on the excess of a reporting unit’s carrying amount over its fair value (formerly, Step 1). The guidance is effective for goodwill impairment tests in fiscal years beginning after December 16, 2019 and early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. Companies should apply this ASU on a prospective basis. We adopted ASU No. 2017-04 on January 1, 2017.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The new standard requires recognition of lease assets and lease liabilities for leases previously classified as operating leases. The guidance is effective for fiscal years beginning after December 15, 2018. We are currently reviewing the guidance and assessing the impact on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU No. 2014-09 outlines a single comprehensive revenue recognition model for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Under ASU No. 2014-09, an entity recognizes revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2017, and early adoption is permitted. Companies may use either a full retrospective or a modified retrospective approach to adopt ASU No. 2014-09. We plan to adopt ASU No. 2014-09 effective January 1, 2018 using the modified retrospective approach. Under this method, the guidance is applied only to the most current period presented in the financial statements. While our technical analysis is ongoing, we expect our revenue recognition policies to remain substantially unchanged as a result of adopting ASU No. 2014-09. Additionally, we do not anticipate any significant changes in our business processes or systems.

## 2. Cash, Cash Equivalents and Marketable Securities

The following table summarizes our investments in cash equivalents and marketable securities held by investment managers and overnight investments:

	December 31,	
	2017	2016
	(in thousands)	
Overnight holdings:		
Money market funds (cash equivalents)	\$338,112	\$255,091
Investment holdings:		
Money market funds (cash equivalents)	22,634	28,231
Marketable securities	1,960	1,851
	362,706	285,173
Cash held in demand accounts	26,700	25,758
Outstanding checks	(33,186 )	(23,046 )
Total cash, cash equivalents and marketable securities	\$356,220	\$287,885
Cash and cash equivalents	\$354,260	\$286,034
Marketable securities	1,960	1,851
Total cash, cash equivalents and marketable securities	\$356,220	\$287,885



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Our cash and overnight holdings fluctuate based on the timing of the client's payroll processing cycle. Included in the cash balance as of December 31, 2017 and December 31, 2016, are \$271.5 million and \$221.7 million, respectively, in withholdings associated with federal and state income taxes, employment taxes and other payroll deductions, as well as \$23.6 million and \$21.3 million, respectively, in client prepayments.

## 3. Fair Value Measurements

We account for our financial assets in accordance with ASC 820, Fair Value Measurement. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The fair value measurement disclosures are grouped into three levels based on valuation factors:

• Level 1 - quoted prices in active markets using identical assets

• Level 2 - significant other observable inputs, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other observable inputs

• Level 3 - significant unobservable inputs

## Fair Value of Instruments Measured and Recognized at Fair Value

The following tables summarize the levels of fair value measurements of our financial assets:

	Fair Value Measurements (in thousands)			
	December 31, 2017	Level 1	Level 2	Level 3
Money market funds	\$360,746	\$360,746	\$—	\$—
Municipal bonds	1,960	—	1,960	—
Total	\$362,706	\$360,746	\$1,960	\$—

	Fair Value Measurements (in thousands)			
	December 31, 2016	Level 1	Level 2	Level 3
Money market funds	\$283,322	\$283,322	\$—	\$—
Municipal bonds	1,851	—	1,851	—
Total	\$285,173	\$283,322	\$1,851	\$—

The municipal bond securities valued as Level 2 investments are primarily pre-refunded municipal bonds that are secured by escrow funds containing U.S. Government securities. Our valuation techniques used to measure fair value for these securities during the period consisted primarily of third party pricing services that utilized actual market data such as trades of comparable bond issues, broker/dealer quotations for the same or similar investments in active markets and other observable inputs.

The following is a summary of our available-for-sale marketable securities:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
December 31, 2017				
Municipal bonds	\$ 1,965	\$ —	(5 )	\$ 1,960
December 31, 2016				
Municipal bonds	\$ 1,854	\$ —	(3 )	\$ 1,851

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As of December 31, 2017, the contractual maturities of our marketable securities were as follows:

	Amortized Cost	Estimated Fair Value
	(in thousands)	
Less than one year	\$1,860	\$ 1,856
One to five years	105	104
Total	\$1,965	\$ 1,960

#### Fair Value of Other Financial Instruments

The carrying amounts of cash, cash equivalents, restricted cash, accounts receivable, deposits and accounts payable approximate their fair values due to the short-term maturities of these instruments.

At December 31, 2017, the carrying value of our borrowings under our revolving credit facility approximates fair value and was classified as Level 2 in the fair value hierarchy. Please read Note 7, "Long-Term Debt," for additional information.

#### 4. Accounts Receivable

Our accounts receivable is primarily composed of trade receivables and unbilled receivables. Our trade receivables, which represent outstanding gross billings to clients, are reported net of allowance for doubtful accounts of \$0.6 million and \$0.7 million as of December 31, 2017 and 2016, respectively. We establish an allowance for doubtful accounts based on management's assessment of the collectability of specific accounts and by making a general provision for other potentially uncollectible amounts.

We make an accrual at the end of each accounting period for our obligations associated with the earned but unpaid wages of our worksite employees and for the accrued gross billings associated with such wages. These accruals are included in accrued worksite employee payroll cost and unbilled accounts receivable; however, these amounts are presented net in the Consolidated Statements of Operations. We generally require clients to pay invoices for service fees no later than one day prior to the applicable payroll date. As such, we generally do not require collateral. Client prepayments directly attributable to unbilled accounts receivable have been netted against such receivables as the gross billings have been earned and the payroll cost has been incurred, thus we have the legal right of offset for these amounts. Unbilled accounts receivable consisted of the following:

	December 31,	
	2017	2016
	(in thousands)	
Accrued worksite employee payroll cost	\$267,402	\$215,214
Unbilled revenues	74,632	61,041
Customer prepayments	(23,603 )	(21,256 )
Unbilled accounts receivable	\$318,431	\$254,999

#### 5. Deposits

The contractual arrangement with United for health insurance coverage requires us to maintain an accumulated cash surplus in the plan of \$9.0 million, which is reported as long-term prepaid health insurance. Please read Note 1, "Accounting Policies," for a discussion of our accounting policies for health insurance costs.

As of December 31, 2017, we had \$5.3 million in health insurance long-term deposits. Please read Note 1, "Accounting Policies," for a discussion of our accounting policies for health insurance costs.

As of December 31, 2017, we had \$154.2 million in workers' compensation long-term deposits. Please read Note 1, "Accounting Policies," for a discussion of our accounting policies for workers' compensation costs.

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## 6. Impairment Charges and Other

In the first quarter of 2015, we entered into a plan to sell our two aircraft, and as a result, we recorded impairment and other charges of \$9.8 million, representing the difference between the carrying value and the estimated fair value of the assets as well as a provision for potential settlement of a Texas sales and use tax assessment. In July 2015, we received proceeds, net of selling costs, of \$12.2 million for both aircraft and recorded an additional \$1.3 million impairment charge in the second quarter of 2015. In the fourth quarter of 2015, we reduced our use tax accrual by \$0.6 million due to a pending \$0.2 million settlement of the Texas sales and use tax assessment. These net charges of \$10.5 million are included in impairment charges and other on our Consolidated Statement of Operations. In the first quarter of 2016, we settled the Texas sales and use tax assessment.

## 7. Long-Term Debt

We have a revolving credit facility which is available for working capital and general corporate purposes, including acquisitions, stock repurchases and issuances of letters of credit. In February 2018, the revolving credit facility was increased from \$200 million to \$350 million and the expiration date was extended from February 2020 to February 2023 (the "Facility"). Borrowings may be increased to \$400 million based on the terms and subject to the conditions set forth in the agreement relating to the Facility (the "Credit Agreement"). Our obligations under the Facility are secured by 65% of the stock of our captive insurance subsidiary and are guaranteed by all of our domestic subsidiaries. In January 2016, we had net borrowings of \$104.4 million to fund a portion of the purchase price of our modified Dutch auction tender offer. In addition, as of December 31, 2017, we had an outstanding \$1.0 million letter of credit issued under the Facility. As of December 31, 2017, our outstanding balance on the Facility was \$104.4 million.

The Facility matures on February 6, 2020. Borrowings under the Facility bear interest at an alternate base rate or LIBOR, at our option, plus an applicable margin. Depending on our leverage ratio, the applicable margin varies (i) in the case of LIBOR loans, from 1.50% to 2.25% and (ii) in the case of alternate base rate loans, from 0.00% to 0.5%. The alternate base rate is the highest of (i) the prime rate most recently published in The Wall Street Journal, (ii) the federal funds rate plus 0.50% and (iii) the 30-day LIBOR rate plus 2.00%. We also pay an unused commitment fee on the average daily unused portion of the Facility at a rate of 0.25%. The average interest rate during 2017 was 2.99%. Interest expense and unused commitment fees are recorded in other income (expense).

The Facility contains both affirmative and negative covenants that we believe are customary for arrangements of this nature. Covenants include, but are not limited to, limitations on our ability to incur additional indebtedness, sell material assets, retire, redeem or otherwise reacquire our capital stock, acquire the capital stock or assets of another business, make investments and pay dividends. In addition, the Credit Agreement requires us to comply with financial covenants limiting our total funded debt, minimum interest coverage ratio and maximum leverage ratio. In November 2017 and December 2014, the Credit Agreement was amended to modify the interest coverage ratio covenant to exclude the impact of special dividends paid of \$41.7 million and \$50.7 million, respectively. We were in compliance with all financial covenants under the Credit Agreement at December 31, 2017.

## 8. Income Taxes

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities used for financial reporting purposes and the amounts used for income tax purposes. On December 22, 2017, the Tax Cuts and Jobs Act (the "2017 Tax Reform Act") was signed into law. The 2017 Tax Reform Act significantly changes U.S. corporate income tax laws by, among other things, reducing the U.S. corporate income tax rate from 35% to 21% beginning in 2018. As a result, we remeasured our deferred tax assets at the new lower corporate income tax rate and recorded a non-cash tax charge of \$2.5 million in 2017. Although the \$2.5 million non-cash tax charge represents what we believe is a reasonable estimate of the impact of the income tax effect of the 2017 Tax Reform Act on our financial statements as of December 31, 2017, it should be considered provisional. After we finalize certain tax positions when we file our 2017 US tax return, we will be able to conclude whether any further adjustments are required to our net deferred tax asset balance of \$4.3 million as of December 31, 2017. Any adjustments to these provisional amounts will be reported as a component of income tax expense in the reporting period the adjustments are made, which will be no later than the fourth quarter of 2018.





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Significant components of the net deferred tax assets as reflected on the Consolidated Balance Sheets are as follows:

	December 31,	
	2017	2016
	(in thousands)	
Deferred tax liabilities:		
Prepaid assets	\$(3,957)	\$(7,133)
Depreciation	(2,021)	(936)
Software development costs	(3,732)	(3,960)
Total deferred tax liabilities	(9,710)	(12,029)

Deferred tax assets:		
Accrued incentive compensation	3,510	8,590
Net operating loss carryforward	774	1,300
Workers' compensation accruals	4,586	7,891
Accrued rent	676	1,092
Stock-based compensation	4,233	6,217
Intangibles	4	618
Minority investment impairment	667	1,021
Other	212	349
Total deferred tax assets	14,662	27,078
Valuation allowance	(669)	(1,024)
Total net deferred tax assets	13,993	26,054

Net deferred tax assets \$4,283 \$14,025

The components of income tax expense are as follows:

	Year ended December 31,		
	2017	2016	2015
	(in thousands)		
Current income tax expense:			
Federal	\$30,009	\$31,045	\$35,221
State	5,988	5,190	5,741
Total current income tax expense	35,997	36,235	40,962
Deferred income tax (benefit) expense:			
Federal	9,549	2,641	(13,632)
State	193	310	(1,101)
Total deferred income tax (benefit) expense	9,742	2,951	(14,733)
Total income tax expense	\$45,739	\$39,186	\$26,229

In the first quarter of 2016, we prospectively adopted ASU No. 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting for calendar year 2016. We recognized an income tax benefit of \$6.8 million, or \$0.16 per diluted share in 2017 and \$1.5 million, or \$0.04 per diluted in 2016 related to excess tax benefits from the vesting of restricted stock awards and non-qualified stock options. Prior to the adoption of this pronouncement we recognized excess tax benefit as an increase in additional paid in capital of \$2.2 million in 2015. Prior periods have not been adjusted, consistent with the provisions of the ASU.

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The reconciliation of income tax expense computed at U.S. federal statutory tax rates to the reported income tax expense from continuing operations is as follows:

	Year ended December 31,		
	2017	2016	2015
	(in thousands)		
Expected income tax expense at 35%	\$45,549	\$36,812	\$22,967
State income taxes, net of federal benefit	4,085	3,684	2,696
Nondeductible expenses	2,649	1,669	1,669
Section 199 benefits	(875 )	(686 )	(627 )
Equity compensation	(6,218 )	(1,338 )	—
Research and development credit	(634 )	(751 )	(530 )
Disaster employee retention credit	(669 )	—	—
Enactment of the 2017 Tax Reform Act	2,559	—	—
Other, net	(707 )	(204 )	54
Reported total income tax expense	\$45,739	\$39,186	\$26,229

At December 31, 2017, we have net operating loss carryforwards totaling approximately \$3.1 million that expire from 2023 to 2030 related to an acquisition that occurred in 2010.

We recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2017, 2016 and 2015, we made no provisions for interest or penalties related to uncertain tax positions. The tax years 2014 through 2016 remain open to examination by the Internal Revenue Service of the United States. The tax years 2013 through 2016 remain open to examination by various state tax authorities.

#### 9. Stockholders' Equity

##### Two-for-One Stock Split

On December 18, 2017, we effected a two-for-one stock split in the form of a 100% stock dividend. All share and per share amounts presented in these financial statements have been retroactively restated to reflect this change in our capital structure.

##### Repurchase Program

Our Board of Directors (the "Board") has authorized a program to repurchase shares of our outstanding common stock ("Repurchase Program"). The purchases are to be made from time to time in the open market or directly from stockholders at prevailing market prices based on market conditions or other factors. During 2016, we repurchased 776,126 shares under the Repurchase Program and 202,670 shares were withheld to satisfy minimum tax withholding obligations for the vesting of restricted stock awards. In 2017, the Board authorized an increase of one million shares that may be repurchased under the Repurchase Program. We repurchased 594,974 shares under the Repurchase Program during 2017. In addition, 305,828 shares were withheld during 2017 to satisfy minimum tax withholding obligations for the vesting of restricted stock awards, which are not subject to the Repurchase Program. At December 31, 2017, we were authorized to repurchase an additional 2,677,564 shares under the Repurchase Program. Shares repurchased under the Repurchase Program are recorded in treasury.

##### Withheld Shares

During 2017, 305,828 shares were withheld to satisfy minimum tax withholding obligations for the vesting of restricted stock awards. Shares withheld to satisfy minimum tax withholding obligations for the vesting of restricted stock awards are recorded in treasury.

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## Tender Offer for Common Stock

In December 2015, we commenced a modified Dutch auction tender offer to purchase up to \$125 million in value of our common stock at a price not less than \$21.75 per share and not more than \$25.00 per share. In January 2016, we exercised our right to increase the size of the tender offer by up to 2.0% of our outstanding common stock. The tender offer period expired on January 7, 2016 and on January 13, 2016, we purchased 6,027,062 shares of our common stock at a per share price of \$23.75 and an aggregate price of \$143.1 million, excluding \$1.1 million of transaction costs. The shares were immediately canceled and retired.

The tender offer was funded through borrowings of \$104.4 million under the Facility and the remainder with cash on hand.

## Dividends

The Board declared quarterly dividends in 2017 and 2016 as follows:

	2017	2016
	(amounts per share)	
First quarter	\$0.125	\$0.110
Second quarter	0.150	0.125
Third quarter	0.150	0.125
Fourth quarter	1.150 <sup>(1)</sup>	0.125

<sup>(1)</sup> Includes a \$1.00 per share special dividend.

During 2017 and 2016, we paid a total of \$65.8 million and \$20.6 million, respectively in dividends. The dividends paid in 2017 includes a special dividend of \$41.7 million.

## Preferred Stock

At December 31, 2017, 20 million shares of preferred stock were authorized. The Series A Junior Participating Preferred Stock that was previously reserved for issuance under our Share Purchase Rights Plan expired on November 13, 2017.

## 10. Incentive Plans

The Insperty, Inc. 2001 Incentive Plan, as amended, and the 2012 Incentive Plan, as amended, (collectively, the “Incentive Plans”) provide for options and other stock-based awards that have been and may be granted to eligible employees and non-employee directors of Insperty or its subsidiaries. The 2012 Incentive Plan is currently the only plan under which new stock-based awards may be granted. The Incentive Plans are administered by the Compensation Committee of the Board of Directors (the “Committee”). The Committee has the power to determine which eligible employees will receive awards, the timing and manner of the grant of such awards, the exercise price of stock options (which may not be less than market value on the date of grant), the number of shares and all of the terms of the awards. The Board may at any time amend or terminate the Incentive Plans. However, no amendment that would impair the rights of any participant, with respect to outstanding grants, can be made without the participant’s prior consent. Stockholder approval of amendments to the Incentive Plans is necessary only when required by applicable law or stock exchange rules. At December 31, 2017, 2,881,839 shares of common stock were available for future grants under the 2012 Incentive Plan. The 2001 Incentive Plan only has outstanding nonqualified stock options. The 2012 Incentive Plan permits stock options, including nonqualified stock options and options intended to qualify as “incentive stock options” within the meaning of Section 422 of the Internal Revenue Code, stock awards, phantom stock awards, stock appreciation rights, performance units, and other stock-based awards and cash awards, all of which may or may not be subject to the achievement of one or more performance objectives. The purpose of the Incentive Plan generally is to retain and attract persons of training, experience and ability to serve as employees of Insperty and its subsidiaries and to serve as non-employee directors of Insperty, to encourage the sense of proprietorship of such persons and to stimulate the active interest of such persons in the development and financial success of Insperty and its subsidiaries.

On March 30, 2015, we adopted the Insperty, Inc. Long-Term Incentive Program (“LTIP”) under the Insperty, Inc. 2012 Incentive Plan. The LTIP provides for performance-based long-term compensation awards in the form of

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units to certain employees based on the achievement of pre-established performance goals. We granted performance units under the LTIP to our named executive officers and certain other officers in 2015, 2016 and 2017.

We recognized \$24.3 million, \$16.6 million and \$13.3 million of compensation expense associated with the restricted stock and the LTIP awards in 2017, 2016 and 2015, respectively. Included in 2017, is \$2.3 million of stock-based compensation associated with the acceleration of restricted stock awards from the first quarter of 2018 to December 2017 in order to maximize our tax deduction, which would have been limited under the 2017 Tax Reform Act. We recognized \$15.4 million, \$7.7 million and \$5.3 million of tax benefits associated with stock-based compensation in 2017, 2016 and 2015, respectively.

**Stock Option Awards**

The following is a summary of stock option award activity for 2017:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life  (in years)	Aggregate Intrinsic Value  (in thousands)
Outstanding - December 31, 2016	16	\$ 15.30		
Granted	—	—		
Exercised	—	—		
Canceled	—	—		
Outstanding - December 31, 2017	16	\$ 15.30	3.5	\$ 657
Exercisable - December 31, 2017	16	\$ 15.30	3.5	\$ 657

The intrinsic value of options exercised during the year was \$0.8 million in 2016 and \$0.3 million in 2015.

**Restricted Stock Awards**

Restricted common shares, under equity plan accounting, are generally measured at fair value on the date of grant based on the number of shares granted, estimated forfeitures and the quoted price of the common stock. Such value is recognized as compensation expense over the corresponding vesting period, three to five years for our shares currently outstanding. The total fair value of shares vested during the years ended December 31, 2017, 2016, and 2015 was \$46.0 million, \$16.2 million and \$18.6 million, respectively. The weighted average grant date fair value of restricted stock awards granted during the years ended December 31, 2017, 2016 and 2015 was \$42.15, \$26.33 and \$25.77, respectively. As of December 31, 2017, unrecognized compensation expense associated with the unvested shares outstanding was \$12.1 million and is expected to be recognized over a weighted average period of 20 months.

The following is a summary of restricted stock award activity for 2017:

	Shares	Weighted Average Grant Date Fair Value
Non-vested - December 31, 2016	1,006	\$ 23.09
Granted	323	42.15
Vested	(952)	) 24.87
Canceled/Forfeited	(34)	) 31.24
Non-vested - December 31, 2017	343	\$ 35.29

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## Long-Term Incentive Program Awards

Each performance unit represents the right to receive one common share at a future date based on our performance against specified targets. A performance unit may be comprised of either a performance based award or a market-based award. For performance based awards, performance units have a vesting schedule of three years and the fair value is the market price of one common share on the date of grant. For market-based awards, performance units vest at the end of a three-year period assuming continued employment and achievement of market-based performance goals. The fair value of each market-based performance unit was determined through the use of the Monte Carlo simulation method. The compensation expense for the LTIP awards is recognized on a straight-line basis over the vesting terms. Over the performance period, the number of shares expected to be issued is adjusted upward or downward based upon the probability of achievement of the performance targets. The ultimate number of shares issued and the related compensation cost recognized is based on a comparison of the final performance metrics to the specified targets.

The following is a summary of LTIP award activity for 2017:

	Number of Performance Units at Target  (in thousands)	Weighted Average Grant Date Fair Value	Maximum Shares Eligible to Receive  (in thousands)
Unvested at December 31, 2016	463	\$ 28.02	844
Granted	195	41.55	332
Vested	—	—	—
Canceled	—	—	—
Unvested at December 31, 2017	658	\$ 32.03	1,176

Expected to vest 926

As of December 31, 2017, we estimate that approximately 358,000, 317,000 and 251,000 shares will vest with \$0.5 million, \$3.3 million and \$7.6 million in unamortized compensation expense related to the 2015, 2016 and 2017 grants, respectively.

## Employee Stock Purchase Plan

Our employee stock purchase plan (the “ESPP”) enables employees to purchase shares of Insperity stock at a 5% discount. The ESPP is a non-compensatory plan under generally accepted accounting principles of stock-based compensation. As a result, no compensation expense is recognized in conjunction with this plan. Approximately 38,000, 34,000 and 48,000 shares were issued from treasury under the ESPP during fiscal years 2017, 2016 and 2015, respectively.

## 11. Net Income Per Share

We utilize the two-class method to compute net income per share. The two-class method allocates a portion of net income to participating securities, which includes unvested awards of share-based payments with non-forfeitable rights to receive dividends. Net income allocated to unvested share-based payments is excluded from net income allocated to common shares. Any undistributed losses resulting from dividends exceeding net income are not allocated to participating securities. Basic net income per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the period, plus the dilutive effect of outstanding stock options.

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The following table summarizes the net income allocated to common shares and the basic and diluted shares used in the net income per share computations:

	Year ended December 31,		
	2017	2016	2015
	(in thousands)		
Net income	\$84,402	\$65,991	\$39,390
Less distributed and undistributed earnings allocated to participating securities	(1,517 )	(1,496 )	(981 )
Net income allocated to common shares	\$82,885	\$64,495	\$38,409
Weighted average common shares outstanding	41,067	41,668	48,616
Incremental shares from assumed conversions of common stock options and LTIP awards	204	94	14
Adjusted weighted average common shares outstanding	41,271	41,762	48,630
Potentially dilutive securities not included in weighted average share calculation due to anti-dilutive effect	—	—	—

## 12. Leases

We lease various office facilities, equipment and vehicles under operating lease arrangements, some of which contain rent escalation clauses. Most of the leases contain purchase and/or renewal options at fair market and fair rental value, respectively. Rental expense relating to all operating leases was \$15.4 million, \$15.0 million and \$13.6 million in 2017, 2016 and 2015, respectively. At December 31, 2017, future minimum rental payments under noncancelable operating leases are as follows:

	Operating Leases (in thousands)
2018	\$ 15,358
2019	13,849
2020	11,058
2021	8,401
2022	7,236
Thereafter	12,995
Total minimum lease payments	\$ 68,897

## 13. Commitments and Contingencies

We enter into fixed purchase and service obligations in the ordinary course of business. These arrangements primarily consist of, construction contract for the new facility, advertising commitments and service contracts. At December 31, 2017, future purchase and service obligations greater than \$100,000 and one year were as follows (in thousands):

2018	\$ 11,562
2019	5,976
2020	4,480
2021	2,430
2022	1,330
Total obligations	\$25,778



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## Worksite Employee 401(k) Retirement Plan Class Action Litigation

In December 2015, a class action lawsuit was filed against us and the third-party discretionary trustee of the Insperty 401(k) retirement plan that is available to eligible worksite employees (the “Plan”) in the United States District Court for the Northern District of Georgia, Atlanta Division, on behalf of Plan participants. The suit generally alleges that Insperty’s third-party discretionary trustee of the Plan and Insperty breached their fiduciary duties to plan participants by selecting an Insperty subsidiary to serve as the recordkeeper for the Plan, by causing participants in the Plan to pay excessive recordkeeping fees to the Insperty subsidiary, by failing to monitor other fiduciaries, and by making imprudent investment choices. The parties filed a stipulation concerning class certification that defined the class as “all participants and beneficiaries of the Insperty 401(k) Plan from December 22, 2009 through September 30, 2017.” In November 2017, the court approved the class certification stipulation. We believe we have meritorious defenses, and we intend to vigorously defend this litigation. As a result of uncertainty regarding the outcome of this matter, no provision has been made in the accompanying consolidated financial statements.

## Other Litigation

We are a defendant in various other lawsuits and claims arising in the normal course of business. Management believes it has valid defenses in these cases and is defending them vigorously. While the results of litigation cannot be predicted with certainty, management believes the final outcome of such litigation will not have a material adverse effect on our financial position or results of operations.

## 14. Quarterly Financial Data (Unaudited)

	Quarter ended			
	March 31	June 30	Sept. 30	Dec. 31
	(in thousands, except per share amounts)			
2017				
Revenues	\$882,664	\$795,552	\$795,513	\$826,494
Gross profit	159,346	130,553	139,966	142,866
Operating income	53,492	22,938	29,799	23,712
Net income	35,628	14,018	19,202	15,554
Basic net income per share <sup>(1)</sup>	0.85	0.34	0.46	0.36
Diluted net income per share <sup>(1)</sup>	0.85	0.33	0.46	0.36
2016				
Revenues	\$802,408	\$707,332	\$702,538	\$729,069
Gross profit	150,016	113,259	117,796	110,539
Operating income	53,043	16,023	22,773	14,467
Net income	32,693	9,713	14,065	9,520
Basic net income per share <sup>(1)</sup>	0.77	0.23	0.33	0.23
Diluted net income per share <sup>(1)</sup>	0.77	0.23	0.33	0.23

<sup>(1)</sup> Adjusted to reflect the two-for-one split of our common stock effected on December 18, 2017 as a stock dividend.