



Item 3.03 Material Modification to Rights of Security Holders.

The stockholders of Insuperity, Inc. (the “Company”) approved an amendment and restatement of the Company's certificate of incorporation, as amended, at the Company’s Annual Meeting of Stockholders held on May 23, 2018 (the “2018 Annual Meeting”). The amended and restated certificate of incorporation increases the number of authorized shares of common stock, \$0.01 par value per share, from 60,000,000 shares of common stock to 120,000,000 shares of common stock, corrects minor typographical errors and removes outdated references that no longer or do not apply. The Company filed the amended and restated certificate of incorporation with the Secretary of State of the State of Delaware on May 25, 2018. The amended and restated certificate of incorporation is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 23, 2018, the Company held its 2018 Annual Meeting at its corporate headquarters in Kingwood, Texas. The results of the matters submitted to a vote of the stockholders at the 2018 Annual Meeting were as follows:

(i) To elect the persons named below as Class II directors for a term expiring at the 2021 annual meeting of stockholders:

| Director         | For        | Against | Abstain | Broker<br>Non-Votes |
|------------------|------------|---------|---------|---------------------|
| Carol R. Kaufman | 33,795,438 | 526,716 | 9,736   | 2,718,234           |
| Paul J. Sarvadi  | 33,552,848 | 471,653 | 307,379 | 2,718,234           |

(ii) To cast an advisory vote to approve the Company’s executive compensation:

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 32,913,986 | 1,298,922 | 118,982 | 2,718,234           |

(iii) To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018:

| For        | Against | Abstain |
|------------|---------|---------|
| 36,223,403 | 781,457 | 45,264  |

(v) To approve the amendment and restatement of the Company's certificate of incorporation to increase the authorized shares of common stock:

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 31,464,228 | 5,529,453 | 56,353  | —                   |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 — Amended and Restated Certificate of Incorporation of Insperity, Inc.

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SIGNATURES

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

INSPERITY, INC.

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

Date: May 29, 2018