

INSIGHT ENTERPRISES INC  
Form 8-K/A  
May 03, 2005

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

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

April 26, 2005

Insight Enterprises, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-25092

86-0766246

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1305 West Auto Drive, Tempe, Arizona

85284

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

480-902-1001

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 26, 2005, Insight North America, Inc. entered into a First Amendment to Employment Agreement with Dino D. Farfante, President of Insight North America. The First Amendment serves as a notice of termination of the employment agreement without cause, as described in Item 1.02, below, and makes certain other changes to Mr. Farfante's employment agreement. The First Amendment extends the period within which Mr. Farfante may exercise options following the termination of his employment from seven business days to ninety-five calendar days, clarifies the obligations of Mr. Farfante with respect to certain post-employment activities, provides for Mr. Farfante's continued assistance in connection with pending claims and contains a release of claims. A copy of the First Amendment is attached hereto as Exhibit 10.1.

**Item 1.02. Termination of a Material Definitive Agreement.**

As described in Item 1.01, above, Insight North America, Inc. has elected to terminate its employment agreement with Dino D. Farfante without cause. Under the employment agreement, Mr. Farfante received base salary of \$325,000 per year, was eligible for incentive compensation and was entitled to participate in equity-based compensation plans of Insight Enterprises, Inc. The employment agreement had a successively renewing two-year term, unless earlier terminated under specified conditions. In accordance with the terms of the employment agreement, Mr. Farfante will be on paid administrative leave from May 1, 2005 through July 25, 2005.

Pursuant to the employment agreement, Insight North America will pay Mr. Farfante, in addition to base pay while on administrative leave, incentive compensation earned through the second quarter of 2005. Immediately following the termination date of July 25, 2005, Mr. Farfante will also receive, pursuant to Section 6(b) of his employment agreement, a lump sum severance payment equal to two times his base salary (less the amount paid during the 90-day notice period) plus two times the higher annual bonus from the two immediately preceding fiscal years. The total severance amount, including incentive compensation for the second quarter of 2005, is estimated to be approximately \$2.4 million.

Richard A. Fennessy, Chief Executive Officer of Insight Enterprises, Inc., will serve as President of Insight North America.

The employment agreement and the assignment of the employment agreement to Insight North America were previously filed as Exhibits 10.22 and 10.23, respectively, to our Annual Report on Form 10-K for the year ended December 31, 2004.

Explanatory Note: This Amendment No. 1 to the Current Report on Form 8-K of Insight Enterprises, Inc. is being filed to correct an error regarding the terms of the amendment to the employment agreement with Dino D. Farfante, President of Insight North America through May 1, 2005, that was set forth in Item 1.01 of the Current Report on Form 8-K filed on April 27, 2005 (the "Prior Form 8-K"). The Prior Form 8-K reported that the First Amendment to Employment Agreement stated that the period within which Mr. Farfante may exercise options following the termination of his employment had been extended from seven business days to ninety calendar days. However, the period had been extended from seven business days to ninety-five calendar days. The correct period is reflected in Item 1.01 set forth above. This Amendment No. 1 to the Current Report on Form 8-K also amends and the Prior Form 8-K by attaching the First Amendment to Employment Agreement as Exhibit 10.1 and amending the date of the earliest event reported to April 26, 2005. This Amendment No. 1 to the Current Report on Form 8-K amends and restates in its entirety the Prior Form 8-K.

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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.

Insight Enterprises, Inc.

May 2, 2005

By: *Stanley Laybourne*

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*Name: Stanley Laybourne  
Title: Executive Vice President, Chief Financial Officer,  
Treasurer and Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	First Amendment to Employment Agreement between Insight North America, Inc. and Dino D. Farfante dated April 26, 2005