

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 9, 2017, Peter Feld notified Insperity, Inc. (the “Company”) that he had resigned from the Board of Directors of the Company effective immediately in light of the aggregate beneficial ownership of the Company’s common stock by Starboard Value, LP and certain of its affiliates (collectively, “Starboard”) being below the Minimum Ownership Threshold specified in the prior agreements between the Company and Starboard.

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, Legal, General Counsel and
Secretary

Date: May 10, 2017