

SARVADI PAUL J  
Form 4  
February 25, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SARVADI PAUL J

(Last) (First) (Middle)

19001 CRESCENT SPRINGS DRIVE

(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INSPERITY, INC. [NSP]

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/21/2019 <sup>(1)</sup>            |  | A                              | V Amount 2,610 <sup>(2)</sup>                                     | \$ 0 721,452  | D  |   |
| Common Stock                    | 02/21/2019                           |  | F <sup>(3)</sup>               | D 51,575  | \$ 128.03 669,877   | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,213,412   | I  | By Self, As General Partner of Our Ship Limited Partnership, Ltd. |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| SARVADI PAUL J<br>19001 CRESCENT SPRINGS DRIVE<br>KINGWOOD, TX 77339 | X             |           | Chairman of the Board & CEO |       |

## Signatures

/s/ Daniel D. Herink, by Power of Attorney  
 \*\*Signature of Reporting Person  
 02/25/2019  
 Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is the settlement date for shares of Insuperity, Inc. ("Common Stock") that are being issued in connection with dividend rights earned following final certification of the three-year performance period awards granted in 2016 in accordance with the Insuperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insuperity, Inc. 2012 Incentive Plan.
- (2) The number of shares represents the cash value of dividend rights described above that were settled in shares of Common Stock based on the fair market value of the Common Stock on the trading day immediately preceding the settlement date.
- (3) Payment of tax liability by withholding securities incident to the vesting of a restricted stock award and the settlement of the three-year performance period awards that were granted under the LTIP, following the recent final certification of the achievement of the performance conditions by the Compensation Committee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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