FORM 10-Q

INSIGHT ENTERPRISES INC - NSIT

Filed: November 08, 2017 (period: September 30, 2017)

Quarterly report with a continuing view of a company's financial position

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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: September 30, 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 Number: 0-25092

INSIGHT ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**86-0766246**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

6820 South Harl Avenue, Tempe, Arizona 85283
(Address of principal executive offices) (Zip Code)

(480) 333-3000
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐
		Emerging growth company	☐

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares outstanding of the issuer's common stock as of November 3, 2017 was 35,792,243.

INSIGHT ENTERPRISES, INC.
QUARTERLY REPORT ON FORM 10-Q
Three Months Ended September 30, 2017

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INSIGHT ENTERPRISES, INC.

FORWARD-LOOKING INFORMATION

References to "the Company," "Insight," "we," "us," "our" and other similar words refer to Insight Enterprises, Inc. and its consolidated subsidiaries, unless the context suggests otherwise. Certain statements in this Quarterly Report on Form 10-Q, including statements in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part I, Item 2 of this report, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include: expectations regarding net sales, gross profit, gross margin, operating expenses, earnings from operations, non-operating income and expenses, net earnings or cash flows, cash needs, the payment of accrued expenses and liabilities, the timing of the inventory shipments; the expected effects of seasonality on our business; our intentions concerning the payment of dividends; our acquisition strategy; projections of capital expenditures; the sufficiency of our capital resources, the availability of financing and our needs or plans relating thereto; the estimated effect of new accounting principles and expected dates of adoption; the effect of indemnification obligations; projections about the outcome of ongoing tax audits; expectations regarding future employee termination benefits; estimates regarding future asset-retirement activities; adequate provisions for and our positions and strategies with respect to ongoing and threatened litigation; our intention not to repatriate certain foreign undistributed earnings where management considers those earnings to be reinvested indefinitely and plans relating thereto; our expectations regarding the use of cash flow from operations for working capital, to pay down debt, make capital expenditures and fund acquisitions; our expectations regarding stock-based compensation and future income tax expense; our compliance with leverage ratio requirements; our exposure to off-balance sheet arrangements; our expectations about Datalink profitability objectives and the future benefits of our acquisitions and our plans related thereto, including potential expansion into wider regions; statements of belief; and statements of assumptions underlying any of the foregoing. Forward-looking statements are identified by such words as "believe," "anticipate," "expect," "estimate," "intend," "plan," "project," "will," "may" and variations of such words and similar expressions and are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. There can be no assurances that results described in forward-looking statements will be achieved, and actual results could differ materially from those suggested by the forward-looking statements. Some of the important factors that could cause our actual results to differ materially from those projected in any forward-looking statements include, but are not limited to, the following, which are discussed in "Risk Factors" in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2016:

- actions of our competitors, including manufacturers and publishers of products we sell;
- our reliance on our partners for product availability, competitive products to sell and related marketing funds and purchasing incentives, the amounts and terms of which can fluctuate significantly year over year;
- changes in the information technology ("IT") industry and/or rapid changes in technology;
- risks associated with the integration and operation of acquired businesses;
- possible significant fluctuations in our future operating results;
- the risks associated with our international operations;
- general economic conditions;
- increased debt and interest expense and decreased availability of funds under our financing facilities;
- the security of our electronic and other confidential information;
- disruptions in our IT systems and voice and data networks;
- failure to comply with the terms and conditions of our commercial and public sector contracts;
- accounts receivable risks, including increased credit loss experience or extended payment terms with our clients;
- our reliance on independent shipping companies;
- our dependence on certain personnel;
- natural disasters or other adverse occurrences;
- exposure to changes in, interpretations of, or enforcement trends related to tax rules and regulations;
- intellectual property infringement claims and challenges to our registered trademarks and trade names; and
- legal proceedings and audits and failure to comply with laws and regulations.

Additionally, there may be other risks that are otherwise described from time to time in the reports that we file with the Securities and Exchange Commission. Any forward-looking statements in this report should be considered in light of various important factors, including the risks and uncertainties listed above, as well as others. We assume no obligation to update, and, except as may be required by law, do not intend to update, any forward-looking statements. We do not endorse any projections regarding future performance that may be made by third parties.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

INSIGHT ENTERPRISES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(unaudited)

	September 30, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 236,411	$ 202,882
Accounts receivable, net of allowance for doubtful accounts of $9,628 and $9,138, respectively	1,483,234	1,436,742
Inventories	235,313	148,203
Inventories not available for sale	56,322	68,619
Other current assets	151,032	127,159
Total current assets	2,162,312	1,983,605
Property and equipment, net of accumulated depreciation and amortization of $330,192 and $308,127, respectively	77,530	70,910
Goodwill	131,552	62,645
Intangible assets, net of accumulated amortization of $35,198 and $22,982, respectively	105,140	20,707
Deferred income taxes	40,175	52,347
Other assets	62,583	29,086
	$ 2,579,292	$ 2,219,300
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable—trade	$ 682,946	$ 1,070,259
Accounts payable—inventory financing facility	224,072	154,930
Accrued expenses and other current liabilities	151,206	151,895
Current portion of long-term debt	15,344	480
Deferred revenue	99,338	61,098
Total current liabilities	1,172,906	1,438,662
Long-term debt	534,385	40,251
Deferred income taxes	915	900
Other liabilities	44,336	26,044
	1,752,542	1,505,857
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value, 3,000 shares authorized; no shares issued	—	—
Common stock, $0.01 par value, 100,000 shares authorized; 35,792 shares at September 30, 2017 and 35,484 shares at December 31, 2016 issued and outstanding	358	355
Additional paid-in capital	315,078	309,650
Retained earnings	536,052	459,537
Accumulated other comprehensive loss – foreign currency translation adjustments	(24,738)	(56,099)
Total stockholders' equity	826,750	713,443
	$ 2,579,292	$ 2,219,300

See accompanying notes to consolidated financial statements.

INSIGHT ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net sales	$1,757,973	$1,392,716	$4,919,548	$4,017,932
Costs of goods sold	1,531,892	1,210,908	4,233,861	3,465,799
Gross profit	226,081	181,808	685,687	552,133
Operating expenses:				
Selling and administrative expenses	180,390	143,872	538,774	440,177
Severance and restructuring expenses	494	788	6,211	3,053
Loss on sale of foreign entity	3,646	—	3,646	—
Acquisition-related expenses	106	741	3,329	741
Earnings from operations	41,445	36,407	133,727	108,162
Non-operating (income) expense:				
Interest income	(227)	(318)	(863)	(784)
Interest expense	5,555	2,517	13,814	6,357
Net foreign currency exchange loss	341	579	972	1,042
Other expense, net	339	352	980	979
Earnings before income taxes	35,437	33,277	118,824	100,568
Income tax expense	13,025	11,642	42,309	36,978
Net earnings	$ 22,412	$ 21,635	$ 76,515	$ 63,590
Net earnings per share:				
Basic	$ 0.63	$ 0.61	$ 2.14	$ 1.75
Diluted	$ 0.62	$ 0.60	$ 2.11	$ 1.74
Shares used in per share calculations:				
Basic	35,787	35,474	35,718	36,310
Diluted	36,203	35,790	36,186	36,596

See accompanying notes to consolidated financial statements.

INSIGHT ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	**2016**	**2017**	**2016**
Net earnings	$22,412	$21,635	$ 76,515	$63,590
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	15,106	169	31,361	(1,669)
Total comprehensive income	$37,518	$21,804	$107,876	$61,921

See accompanying notes to consolidated financial statements.

INSIGHT ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Cash flows from operating activities:		
Net earnings	$ 76,515	$ 63,590
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation and amortization of property and equipment	19,430	20,785
Amortization of intangible assets	12,643	9,312
Provision for losses on accounts receivable	3,429	1,401
Write-downs of inventories	1,991	2,297
Write-off of property and equipment	378	—
Non-cash stock-based compensation	10,134	8,308
Deferred income taxes	(209)	3,424
Loss on sale of foreign entity	3,646	—
Gain on sale of real estate	—	(338)
Changes in assets and liabilities, net of acquisitions and sale of foreign entity:		
Decrease in accounts receivable	108,284	133,289
Increase in inventories	(73,186)	(59,707)
Decrease (increase) in other assets	320	(22,713)
Decrease in accounts payable	(442,328)	(278,097)
Decrease in deferred revenue	(13,871)	(6,645)
(Decrease) increase in accrued expenses and other liabilities	(30,736)	244
Net cash used in operating activities	(323,560)	(124,850)
Cash flows from investing activities:		
Purchases of property and equipment	(15,906)	(9,714)
Proceeds from sale of foreign entity	1,517	—
Proceeds from sale of real estate, net	—	1,378
Acquisitions, net of cash and cash equivalents acquired	(186,932)	(10,297)
Net cash used in investing activities	(201,321)	(18,633)
Cash flows from financing activities:		
Borrowings on senior revolving credit facility	923,216	534,920
Repayments on senior revolving credit facility	(707,216)	(506,420)
Borrowings on accounts receivable securitization financing facility	2,844,389	1,947,000
Repayments on accounts receivable securitization financing facility	(2,723,889)	(1,822,000)
Borrowings under Term Loan A	175,000	—
Repayments under Term Loan A	(6,562)	—
Repayments under other financing agreements	(5,176)	(1,309)
Payments on capital lease obligations	(614)	(270)
Net borrowings under inventory financing facility	45,641	29,456
Payment of debt issuance costs	(1,123)	(3,360)
Payment of payroll taxes on stock-based compensation through shares withheld	(4,703)	(2,159)
Repurchases of common stock	—	(50,000)
Net cash provided by financing activities	538,963	125,858
Foreign currency exchange effect on cash and cash equivalent balances	19,447	5,342
Increase (decrease) in cash and cash equivalents	33,529	(12,283)
Cash and cash equivalents at beginning of period	202,882	187,978
Cash and cash equivalents at end of period	$ 236,411	$ 175,695

See accompanying notes to consolidated financial statements.

INSIGHT ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Basis of Presentation and Recently Issued Accounting Standards

We are a Fortune 500 global IT provider helping businesses of all sizes – from small and medium sized firms to worldwide enterprises, governments, schools and health care organizations – define, architect, implement and manage Intelligent Technology Solutions™. We empower our clients to manage their IT environments so they can drive meaningful business outcomes today and transform their operations for tomorrow. Our company is organized in the following three operating segments, which are primarily defined by their related geographies:

Operating Segment	Geography
North America	United States and Canada
EMEA	Europe, Middle East and Africa
APAC	Asia-Pacific

Our offerings in North America and select countries in EMEA and APAC include hardware, software and services. Our offerings in the remainder of our EMEA and APAC segments are largely software and select software-related services.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly our financial position as of September 30, 2017, our results of operations for the three and nine months ended September 30, 2017 and 2016 and our cash flows for the nine months ended September 30, 2017 and 2016. The consolidated balance sheet as of December 31, 2016 was derived from the audited consolidated balance sheet at such date. The accompanying unaudited consolidated financial statements and notes have been prepared in accordance with the rules and regulations promulgated by the Securities and Exchange Commission and consequently do not include all of the disclosures normally required by United States generally accepted accounting principles ("GAAP").

The results of operations for interim periods are not necessarily indicative of results for the full year, due in part to the seasonal nature of our business. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including the related notes thereto, in our Annual Report on Form 10-K for the year ended December 31, 2016. Our results of operations include the results of Caase Group B.V. (doing business as, and referred to herein as, "Caase.com") from its acquisition date of September 26, 2017, Datalink Corporation ("Datalink") from its acquisition date of January 6, 2017 and Ignia, Pty Ltd ("Ignia") from its acquisition date of September 1, 2016. See Note 10 for further discussion of our acquisitions of Caase.com and Datalink.

The consolidated financial statements include the accounts of Insight Enterprises, Inc. and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Additionally, these estimates and assumptions affect the reported amounts of net sales and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, we evaluate our estimates, including those related to sales recognition, anticipated achievement levels under partner funding programs, assumptions related to stock-based compensation valuation, allowances for doubtful accounts, valuation of inventories, litigation-related obligations, valuation allowances for deferred tax assets and impairment of long-lived assets, including purchased intangibles and goodwill, if indicators of potential impairment exist.

Recently Issued Accounting Standards

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, "Improvements to Employee Share-Based Payment Accounting." This new standard simplifies the accounting for share-based payment transactions, including the income tax consequences, the calculation of diluted earnings per share, the treatment of forfeitures, the classification of awards as either equity or liabilities and the classification on the statement of cash flows. This new standard increases volatility in the statement of operations by requiring all excess tax benefits and deficiencies to be recognized as income tax benefit or expense in the statement of operations and treated as discrete items in the period in which they occur. We adopted the new standard as of January 1, 2017, and prospectively applied the provisions in this guidance requiring recognition of excess tax benefits and deficits in the statement of operations, which resulted in an income tax benefit of $69,000 and $2,258,000 for the three and nine months ended September 30, 2017, respectively. The corresponding increase in net earnings had no effect on diluted earnings per share during the three months ended September 30, 2017 and equated to $0.06 per diluted share during the nine months ended September 30, 2017. Also, as a result of the adoption of the new standard, we made an accounting policy election to recognize forfeitures as they occur and no longer estimate expected forfeitures. The provisions in this guidance requiring the use of a modified retrospective transition method would have required us to record a cumulative effect adjustment in retained earnings as of January 1, 2017. We elected not to adjust retained earnings and to record such cumulative effect adjustment as stock-based compensation in the first quarter of 2017 on the basis of immateriality. Lastly, we applied the provisions of this guidance relating to classification on the statement of cash flows retrospectively. As a result, excess tax benefits from employee gains on stock-based compensation of $293,000 were reclassified from cash flows from financing activities to cash flows from operating activities for the nine months ended September 30, 2016 to conform to the current period presentation.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory." This standard changes the measurement from lower of cost or market to lower of cost and net realizable value. We adopted the standard in the first quarter of 2017 and applied the provisions prospectively. The standard did not have a material effect on our consolidated financial statements.

On May 28, 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers," which amends the existing accounting standards for revenue recognition. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard, as amended, will be effective for the Company beginning in the first quarter of 2018. The standard permits two methods of adoption: retrospectively to each prior reporting period presented (the full retrospective transition method) or retrospectively with the cumulative effect adjustment of initially applying the new standard recognized at the date of initial application (the modified retrospective transition method).

We will adopt the standard on January 1, 2018, and expect to utilize the modified retrospective transition method. While we are still finalizing our accounting policies under the new standard and are in the process of quantifying the cumulative effect adjustment from prior periods that will be recognized in our consolidated balance sheet as of the date of adoption as an adjustment to retained earnings, to date we have concluded:

- The accounting for inventories not available for sale related to certain product net sales transactions in which we are warehousing the product and will be deploying the product to our clients' designated locations subsequent to period-end will change such that a portion of revenue under the contracts is generally expected to be recognized at an earlier point in time than we are recognizing under current accounting standards. The effect of the change on our financial results will be dependent on the amount of such transactions existing at the end of a given quarter.

- The accounting for renewals of certain software term licenses will change to delay revenue recognition until the beginning of the renewal period.
- In sales transactions for certain security software products that are sold with accompanying third-party delivered software maintenance, we believe the updates provided by the publisher are not separately identifiable from the software. We will change to record both the software license and the accompanying software maintenance on a net basis, as the agent in the arrangement. Under current guidance, we bifurcate the sale of the software license from the sale of the maintenance contract, record the sale of the software product on a gross basis, as the principal in the arrangement, and record the sale of the software maintenance on a net basis, as an agent in the arrangement.
- Sales commissions on contracts with performance periods that exceed one year will be recorded as an asset and amortized to expense over the related contract performance period as opposed to being expensed in the period the transaction is generated.

Our analysis and evaluation of the new standard will continue through its effective date in the first quarter of 2018. A substantial amount of work has been completed, and findings and progress to date have been reported to management and the Audit Committee. Although we do not currently expect the changes resulting from the adoption of the new standard to materially affect our results of operations, our conclusions are still being finalized.

There have been no other material changes or additions to the recently issued accounting standards as previously reported in Note 1 to our Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2016 that affect or may affect our financial statements.

2. Net Earnings Per Share (“EPS”)

Basic EPS is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted EPS is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding restricted stock units (“RSUs”).

A reconciliation of the denominators of the basic and diluted EPS calculations follows (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Numerator:				
Net earnings	$22,412	$21,635	$76,515	$63,590
Denominator:				
Weighted average shares used to compute basic EPS	35,787	35,474	35,718	36,310
Dilutive potential common shares due to dilutive RSUs, net of tax effect	416	316	468	286
Weighted average shares used to compute diluted EPS	36,203	35,790	36,186	36,596
Net earnings per share:				
Basic	$ 0.63	$ 0.61	$ 2.14	$ 1.75
Diluted	$ 0.62	$ 0.60	$ 2.11	$ 1.74

For the three and nine months ended September 30, 2017, 36,000 and 48,000, respectively, of our RSUs were not included in the diluted EPS calculations because their inclusion would have been anti-dilutive. These share-based awards could be dilutive in the future. There were 5,000 and 48,000 anti-dilutive RSUs for the three and nine months ended September 30, 2016, respectively.

3. Debt, Inventory Financing Facility, Capital Leases and Other Financing Obligations

Debt

Our long-term debt consists of the following (in thousands):

	September 30, 2017	December 31, 2016
Senior revolving credit facility	$ 216,000	$ —
Term Loan A (less unamortized debt issuance costs of $936)	167,502	—
Accounts receivable securitization financing facility	160,000	39,500
Capital leases and other financing obligations	6,227	1,231
Total	549,729	40,731
Less: current portion of long-term debt	(15,344)	(480)
Long-term debt	$ 534,385	$ 40,251

Our senior revolving credit facility ("revolving facility") has an aggregate U.S. dollar equivalent maximum borrowing amount of $350,000,000, including a maximum borrowing capacity that may be used for borrowing in certain foreign currencies of $50,000,000, and matures on June 23, 2021. On January 6, 2017, we amended our revolving facility to expand the facility by $175,000,000 in the form of an incremental Term Loan A ("TLA"). Pricing and all other general terms and conditions of the TLA are governed by the existing revolving facility. The TLA requires amortization payments of 5%, 7.5%, 10%, 12.5% and 15% of the original principal balance in years one through five, respectively, to be paid quarterly through March 31, 2021, with the remaining balance of $107,187,500 due at maturity on June 23, 2021. The revolving facility and TLA are guaranteed by the Company's material domestic subsidiaries and are secured by a lien on substantially all of the Company's and each guarantor's assets. The interest rates applicable to borrowings under the revolving facility and the TLA are based on the leverage ratio of the Company as set forth on a pricing grid in the amended agreement. Amounts outstanding under the revolving facility and TLA bear interest, payable quarterly, at a floating rate equal to the prime rate plus a predetermined spread of 0.00% to 0.75% or, at our option, a LIBOR rate plus a pre-determined spread of 1.25% to 2.25%. The floating interest rate applicable at September 30, 2017 was 2.70% per annum for the revolving facility and 2.74% per annum for the TLA. In addition, we pay a quarterly commitment fee on the unused portion of the revolving facility of 0.25% to 0.45%, and our letter of credit participation fee ranges from 1.25% to 2.25%. As of September 30, 2017, we had $216,000,000 outstanding under our revolving facility and approximately $168,438,000 outstanding under the TLA.

Our accounts receivable securitization financing facility (the “ABS facility”) has a maximum aggregate borrowing availability of $250,000,000, and matures on June 23, 2019. Interest is payable monthly, and the floating interest rate applicable at September 30, 2017 was 2.14% per annum, including a 0.85% usage fee on any outstanding balances. In addition, we pay a monthly commitment fee on the unused portion of the facility of 0.375%. While the ABS facility has a stated maximum amount, the actual availability under the ABS facility is limited by the quantity and quality of the underlying accounts receivable. As of September 30, 2017, qualified receivables were sufficient to permit access to the full $250,000,000 facility amount, of which $160,000,000 was outstanding.

Our consolidated debt balance that can be outstanding at the end of any fiscal quarter under our revolving facility, our TLA and our ABS facility is limited by certain financial covenants, particularly a maximum leverage ratio. The maximum leverage ratio is calculated as aggregate debt outstanding divided by the sum of our trailing twelve month net earnings (loss) plus (i) interest expense, excluding non-cash imputed interest on our inventory financing facility, (ii) income tax expense (benefit), (iii) depreciation and amortization, (iv) non-cash stock-based compensation, (v) extraordinary or non-recurring non-cash losses or expenses and (vi) certain cash restructuring and acquisition-related charges and synergies, not to exceed a specified cap (“adjusted earnings”). The maximum leverage ratio permitted under the facilities was increased to 3.50 times our trailing twelve-month adjusted earnings in conjunction with the acquisition of Datalink effective January 6, 2017. A significant drop in our adjusted earnings would limit the amount of indebtedness that could be outstanding at the end of any fiscal quarter to a level that would be below our consolidated maximum facility amount. Based on our maximum leverage ratio as of September 30, 2017, our aggregate debt balance that could have been outstanding under our revolving facility and our ABS facility was the full amount of the maximum borrowing capacity of $768,438,000, of which $216,000,000 was outstanding under our revolving facility, $168,438,000 was outstanding under our TLA and $160,000,000 was outstanding under our ABS facility at September 30, 2017.

Inventory Financing Facility

Our inventory financing facility has a maximum borrowing capacity of $325,000,000, of which $224,072,000 was outstanding at September 30, 2017, and matures on June 23, 2021. If balances are not paid within stated vendor terms, they will accrue interest at prime plus 1.25%. From time to time and at our option, we may request to increase the aggregate amount available under the inventory financing facility by up to an aggregate of $25,000,000, subject to customary conditions. Amounts outstanding under this facility are classified separately as accounts payable - inventory financing facility in the accompanying consolidated balance sheets. Interest does not accrue on advances paid within vendor terms. The inventory financing facility is guaranteed by the Company and each of its material domestic subsidiaries, and is secured by a lien on substantially all of the Company’s and each guarantor’s assets.

Capital Lease and Other Financing Obligations

In March 2016 and May 2017, we entered into capitalized leases with 36-month terms for certain IT equipment. Additionally, in August 2017, we entered into two 12-month capital leases for certain IT equipment. The capital leases were non-cash transactions and, accordingly, have been excluded from our consolidated statement of cash flows for the nine months ended September 30, 2017 and 2016. Our capital lease obligations totaled $3,277,000 and $1,231,000 as of September 30, 2017 and December 31, 2016, respectively.

In conjunction with our acquisition of Datalink effective January 6, 2017, we acquired certain obligations associated with Datalink's financing of the equipment that it leased to its clients. These financing obligations totaled $2,950,000 as of September 30, 2017.

The current and long-term portions of our capital lease and other financing obligations are included in the current and long-term portions of long-term debt in the table above and in our consolidated balance sheet as of September 30, 2017.

4. Severance and Restructuring Activities

During the three and nine months ended September 30, 2017, we recorded severance expense in each of our operating segments. The North America charges for the nine months ended September 30, 2017 primarily related to severance actions taken to realign roles and responsibilities subsequent to the acquisition of Datalink. The EMEA charges for the nine months ended September 30, 2017 primarily related to headcount reductions in France, Germany and the Netherlands as part of our cost reduction and restructuring initiatives. The APAC charges for the nine months ended September 30, 2017 primarily related to severance actions taken subsequent to the acquisition of Ignia.

The following table details the activity related to these resource actions for the nine months ended September 30, 2017 and the outstanding obligations as of September 30, 2017 (in thousands):

	North America	EMEA	APAC	Consolidated
Balances at December 31, 2016	$ 947	$ 1,217	$ —	$ 2,164
Severance costs, net of adjustments	2,045	4,062	104	6,211
Cash payments	(2,277)	(2,716)	(89)	(5,082)
Foreign currency translation adjustments	14	435	—	449
Balances at September 30, 2017	$ 729	$ 2,998	$ 15	$ 3,742

The remaining outstanding obligations are expected to be paid during the next 12 months and, therefore, are included in accrued expenses and other current liabilities in the accompanying consolidated balance sheets.

5. Stock-Based Compensation

We recorded the following pre-tax amounts in selling and administrative expenses for stock-based compensation, by operating segment, in the accompanying consolidated financial statements (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
North America	$ 2,589	$ 2,220	$ 7,716	$ 6,108
EMEA	694	681	2,130	1,858
APAC	102	124	288	342
Total Consolidated	$ 3,385	$ 3,025	$10,134	$ 8,308

As of September 30, 2017, total compensation cost related to nonvested RSUs not yet recognized is $20,543,000, which is expected to be recognized over the next 1.29 years on a weighted-average basis.

The following table summarizes our RSU activity during the nine months ended September 30, 2017:

	Number	Weighted Average Grant Date Fair Value	Fair Value
Nonvested at January 1, 2017	1,067,557	$ 25.37	
Granted(a)	331,250	44.29	
Vested, including shares withheld to cover taxes	(413,807)	24.69	$18,258,878(b)
Forfeited	(58,900)	30.94	
Nonvested at September 30, 2017(a)	926,100	32.13	$42,526,512(c)

(a) Includes 79,118 RSUs subject to remaining performance conditions. The number of RSUs subject to performance conditions are based on the Company achieving 100% of its 2017 targeted financial results. The number of RSUs ultimately awarded under the performance-based RSUs varies based on actual achieved financial results for 2017.

(b) The aggregate fair value of vested RSUs represents the total pre-tax fair value, based on the closing stock price on the day of vesting, which would have been received by holders of RSUs had all such holders sold their underlying shares on that date.

(c) The aggregate fair value of the nonvested RSUs and the RSUs expected to vest represents the total pre-tax fair value, based on our closing stock price of $45.92 as of September 29, 2017 (the last trading day of the quarter), which would have been received by holders of RSUs had all such holders sold their underlying shares on that date.

6. Income Taxes

Our effective tax rate for the three and nine months ended September 30, 2017 was 36.8% and 35.6%, respectively. For the three months ended September 30, 2017, our effective tax rate was higher than the United States federal statutory rate of 35.0% due primarily to state income taxes, net of federal benefit, and the disallowance of the loss on the sale of a foreign entity. Additionally, the effect of lower taxes on earnings in foreign jurisdictions was offset partially by losses in certain foreign jurisdictions, resulting in an increase in the valuation allowance for deferred tax assets related to these foreign operating losses. For the nine months ended September 30, 2017, our effective tax rate approximated the United States federal statutory rate of 35.0% due primarily to increases in the rate caused by state income taxes, net of federal benefit, and the disallowance of the loss on the sale of a foreign entity offset by decreases in the rate caused by the recognition of $2,258,000 of tax benefits on the settlement of employee share-based awards during the first nine months of 2017 in accordance with a new accounting standard, which was adopted effective January 1, 2017. See Note 1 for additional information relating to this new accounting standard. Additionally, the effect of lower taxes on earnings in foreign jurisdictions was offset partially by losses in certain foreign jurisdictions, resulting in an increase in the valuation allowance for deferred tax assets related to these foreign operating losses.

Our effective tax rate for the three and nine months ended September 30, 2016 was 35.0% and 36.8%, respectively. For the three months ended September 30, 2016, our effective tax rate was equal to the United States federal statutory rate of 35.0%. The decrease in rates resulting from the recognition of certain tax benefits related to the release of reserves for specific uncertain tax positions during the quarter and lower taxes on earnings in foreign jurisdictions fully offset the increase in rates caused by state income taxes, net of federal benefit. For the nine months ended September 30, 2016, our effective tax rate was higher than the United States federal statutory rate of 35.0% due primarily to state income taxes, net of federal benefit, and losses in certain foreign jurisdictions, resulting in an increase in the valuation allowance for deferred tax assets related to these foreign operating losses.

As of September 30, 2017 and December 31, 2016, we had approximately $3,877,000 and $2,246,000, respectively, of unrecognized tax benefits. Of these amounts, approximately $276,000 and $195,000, respectively, related to accrued interest. In the future, if recognized, the liability associated with uncertain tax positions would affect our effective tax rate. We do not believe there will be any changes over the next 12 months that would have a material effect on our effective tax rate.

Several of our subsidiaries are currently under audit for tax years 2012 through 2015. Although the timing of the resolutions and/or closures of audits is highly uncertain, it is reasonably possible that the examination phase of these audits may be concluded within the next 12 months, which could significantly increase or decrease the balance of our gross unrecognized tax benefits. However, based on the status of the various examinations in multiple jurisdictions, an estimate of the range of reasonably possible outcomes cannot be made at this time, but the estimated effect on our income tax expense and net earnings is not expected to be significant.

7. Share Repurchase Programs

We did not repurchase shares of our common stock during the nine months ended September 30, 2017 and no share repurchase programs are currently authorized by the Board of Directors. During the comparative nine months ended September 30, 2016, under previously authorized share repurchase programs, we purchased 1,891,564 shares of our common stock on the open market at a total cost of approximately $50,000,000 (an average price of $26.43 per share). All shares repurchased were retired.

8. Commitments and Contingencies

Contractual

In the ordinary course of business, we issue performance bonds to secure our performance under certain contracts or state tax requirements. As of September 30, 2017, we had approximately $2,704,000 of performance bonds outstanding. These bonds are issued on our behalf by a surety company on an unsecured basis; however, if the surety company is ever required to pay out under the bonds, we have contractually agreed to reimburse the surety company.

Management believes that payments, if any, related to these performance bonds are not probable at September 30, 2017. Accordingly, we have not accrued any liabilities related to such performance bonds in our consolidated financial statements.

Employment Contracts and Severance Plans

We have employment contracts with, and severance plans covering, certain officers and management teammates under which severance payments would become payable in the event of specified terminations without cause or terminations under certain circumstances after a change in control. In addition, vesting of outstanding nonvested RSUs would accelerate following a change in control. If severance payments under the current employment agreements or plan payments were to become payable, the severance payments would generally range from three to twenty-four months of salary.

Indemnifications

From time to time, in the ordinary course of business, we enter into contractual arrangements under which we agree to indemnify either our clients or third-party service providers from certain losses incurred relating to services performed on our behalf or for losses arising from defined events, which may include litigation or claims relating to past performance. These arrangements include, but are not limited to, the indemnification of our clients for certain claims arising out of our performance under our sales contracts, the indemnification of our landlords for certain claims arising from our use of leased facilities and the indemnification of the lenders that provide our credit facilities for certain claims arising from their extension of credit to us. Such indemnification obligations may not be subject to maximum loss clauses.

Management believes that payments, if any, related to these indemnifications are not probable at September 30, 2017. Accordingly, we have not accrued any liabilities related to such indemnifications in our consolidated financial statements.

We have entered into separate indemnification agreements with certain of our executive officers and with each of our directors. These agreements require us, among other requirements, to indemnify such officers and directors against expenses (including attorneys' fees), judgments and settlements incurred by such individual in connection with any action arising out of such individual's status or service as our executive officer or director (subject to exceptions such as where the individual failed to act in good faith or in a manner the individual reasonably believed to be in, or not opposed to, the best interests of the Company) and to advance expenses incurred by such individual with respect to which such individual may be entitled to indemnification by us. There are no pending legal proceedings that involve the indemnification of any of the Company's directors or officers.

Contingencies Related to Third-Party Review

From time to time, we are subject to potential claims and assessments from third parties. We are also subject to various governmental, client and partner audits. We continually assess whether or not such claims have merit and warrant accrual. Where appropriate, we accrue estimates of anticipated liabilities in the consolidated financial statements. Such estimates are subject to change and may affect our results of operations and our cash flows.

Legal Proceedings

From time to time, we are party to various legal proceedings arising in the ordinary course of business, including preference payment claims asserted in client bankruptcy proceedings, indemnification claims, claims of alleged infringement of patents, trademarks, copyrights and other intellectual property rights, claims of alleged non-compliance with contract provisions and claims related to alleged violations of laws and regulations. We regularly evaluate the status of the legal proceedings in which we are involved to assess whether a loss is probable or there is a reasonable possibility that a loss, or an additional loss, may have been incurred and determine if accruals are appropriate. If accruals are not appropriate, we further evaluate each legal proceeding to assess whether an estimate of possible loss or range of possible loss can be made for disclosure. Although litigation is inherently unpredictable, we believe that we have adequate provisions for any probable and estimable losses. It is possible, nevertheless, that our consolidated financial position, results of operations or liquidity could be materially and adversely affected in any particular period by the resolution of a legal proceeding. Legal expenses related to defense, negotiations, settlements, rulings and advice of outside legal counsel are expensed as incurred.

The Company is not involved in any pending or threatened legal proceedings that it believes would reasonably be expected to have a material adverse effect on its business, financial condition or results of operations.

9. Segment Information

We operate in three reportable geographic operating segments: North America; EMEA; and APAC. Our offerings in North America and select countries in EMEA and APAC include IT hardware, software and services. Our offerings in the remainder of our EMEA and APAC segments are largely software and select software-related services. Net sales by offering for North America, EMEA and APAC were as follows (in thousands):

	North America Three Months Ended September 30,		EMEA Three Months Ended September 30,		APAC Three Months Ended September 30,	
Sales Mix	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
Hardware	$ 962,214	$ 651,277	$137,493	$128,214	$ 7,447	$ 4,638
Software	342,601	323,436	163,260	174,180	20,153	22,182
Services	106,264	76,620	11,441	9,338	7,100	2,831
	$1,411,079	$1,051,333	$312,194	$311,732	$ 34,700	$ 29,651

	North America Nine Months Ended September 30,		EMEA Nine Months Ended September 30,		APAC Nine Months Ended September 30,	
Sales Mix	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
Hardware	$2,476,645	$1,801,941	$400,362	$359,597	$ 18,449	$ 13,728
Software	1,012,725	898,193	552,800	586,332	91,430	106,435
Services	313,973	214,341	35,447	30,871	17,717	6,494
	$3,803,343	$2,914,475	$988,609	$976,800	$127,596	$126,657

All significant intercompany transactions are eliminated upon consolidation, and there are no differences between the accounting policies used to measure profit and loss for our segments or on a consolidated basis. Net sales are defined as net sales to external clients. None of our clients exceeded ten percent of consolidated net sales for the three or nine months ended September 30, 2017 or 2016.

A portion of our operating segments' selling and administrative expenses arise from shared services and infrastructure that we have historically provided to them in order to realize economies of scale and to use resources efficiently. These expenses, collectively identified as corporate charges, include senior management expenses, internal audit, legal, tax, insurance services, treasury and other corporate infrastructure expenses. Charges are allocated to our operating segments, and the allocations have been determined on a basis that we considered to be a reasonable reflection of the utilization of services provided to or benefits received by the operating segments.

The following tables present our results of operations by reportable operating segment for the periods indicated (in thousands):

	Three Months Ended September 30, 2017			
	North America	EMEA	APAC	Consolidated
Net sales	$ 1,411,079	$312,194	$ 34,700	$1,757,973
Costs of goods sold	1,235,058	270,576	26,258	1,531,892
Gross profit	176,021	41,618	8,442	226,081
Operating expenses:				
Selling and administrative expenses	132,853	39,948	7,589	180,390
Severance and restructuring expenses	398	53	43	494
Loss on sale of foreign entity	—	3,646	—	3,646
Acquisition-related expenses	—	106	—	106
Earnings (loss) from operations	$ 42,770	$ (2,135)	$ 810	$ 41,445

	Three Months Ended September 30, 2016			
	North America	EMEA	APAC	Consolidated
Net sales	$ 1,051,333	$311,732	$ 29,651	$1,392,716
Costs of goods sold	914,515	273,424	22,969	1,210,908
Gross profit	136,818	38,308	6,682	181,808
Operating expenses:				
Selling and administrative expenses	99,845	37,893	6,134	143,872
Severance and restructuring expenses	643	145	—	788
Acquisition-related expenses	575	—	166	741
Earnings from operations	$ 35,755	$ 270	$ 382	$ 36,407

	Nine Months Ended September 30, 2017			
	North America	EMEA	APAC	Consolidated
Net sales	$ 3,803,343	$988,609	$127,596	$4,919,548
Costs of goods sold	3,286,235	848,712	98,914	4,233,861
Gross profit	517,108	139,897	28,682	685,687
Operating expenses:				
Selling and administrative expenses	395,423	121,863	21,488	538,774
Severance and restructuring expenses	2,045	4,062	104	6,211
Loss on sale of foreign entity	—	3,646	—	3,646
Acquisition-related expenses	3,223	106	—	3,329
Earnings from operations	$ 116,417	$ 10,220	$ 7,090	$ 133,727

	Nine Months Ended September 30, 2016			
	North America	EMEA	APAC	Consolidated
Net sales	$ 2,914,475	$976,800	$126,657	$4,017,932
Costs of goods sold	2,522,546	839,990	103,263	3,465,799
Gross profit	391,929	136,810	23,394	552,133
Operating expenses:				
Selling and administrative expenses	301,147	121,663	17,367	440,177
Severance and restructuring expenses	2,451	487	115	3,053
Acquisition-related expenses	575	—	166	741
Earnings from operations	$ 87,756	$ 14,660	$ 5,746	$ 108,162

The following is a summary of our total assets by reportable operating segment (in thousands):

	September 30, 2017	December 31, 2016
North America	$ 2,291,321	$ 2,204,351
EMEA	512,284	562,293
APAC	96,012	119,778
Corporate assets and intercompany eliminations, net	(320,325)	(667,122)
Total assets	$ 2,579,292	$ 2,219,300

We recorded the following pre-tax amounts, by reportable operating segment, for depreciation and amortization in the accompanying consolidated financial statements (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Depreciation and amortization of property and equipment:				
North America	$ 5,276	$ 5,411	$15,380	$16,691
EMEA	1,287	1,300	3,662	3,753
APAC	138	111	388	341
	6,701	6,822	19,430	20,785
Amortization of intangible assets:				
North America	4,012	2,112	12,036	7,007
EMEA	—	527	12	1,926
APAC	198	174	595	379
	4,210	2,813	12,643	9,312
Total	$ 10,911	$ 9,635	$32,073	$30,097

10. Acquisitions

Caase.com

Effective September 26, 2017, we acquired Caase.com, a Dutch cloud service provider, for a purchase price, net of cash acquired, of approximately $6,038,000, subject to a final working capital adjustment. We believe that this acquisition strengthens our ability to deliver Intelligent Technology Solutions™ to our clients in the Netherlands, with a view to expand into the wider European region in the near future.

The preliminary purchase price was allocated using the information currently available. Further information obtained upon the finalization of the fair value assumptions for identifiable intangible assets acquired and the evaluation of uncertain tax positions could lead to an adjustment of the purchase price allocation. Identified intangible assets and goodwill acquired approximated $2,232,000 and $4,117,000, respectively, which were recorded in our EMEA operating segment. None of the goodwill is tax deductible.

We consolidated the results of operations for Caase.com within our EMEA operating segment beginning on the September 26, 2017 effective date of the acquisition. Our historical results would not have been materially affected by the acquisition of Caase.com and, accordingly, we have not presented pro forma information as if the acquisition had been completed at the beginning of each period presented in our statements of operations.

Datalink

On January 6, 2017, we completed our acquisition of Datalink, a leading provider of IT services and enterprise data center solutions based in Eden Prairie, Minnesota, for a cash purchase price of $257,456,000, which included cash and cash equivalents acquired of $76,597,000. We believe that this acquisition strengthened our position as a leading IT solutions provider with deep technical talent delivering data center solutions to clients on premise or in the cloud.

The following table summarizes the purchase price and the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Total purchase price		$257,456
Fair value of net assets acquired:		
Current assets	$ 238,577	
Identifiable intangible assets – see description below	94,500	
Property and equipment	5,843	
Other assets	17,888	
Current liabilities	(129,071)	
Long-term liabilities, including deferred taxes	(34,421)	
Total fair value of net assets acquired		193,316
Excess purchase price over fair value of net assets acquired (“goodwill”)		$ 64,140

Under the acquisition method of accounting, the total purchase price as shown in the table above was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over fair value of net assets acquired was recorded as goodwill.

The estimated fair values of current assets and liabilities (other than deferred revenue and related deferred costs) were based upon their historical costs on the date of acquisition due to their short-term nature. The majority of property and equipment were also estimated based upon historical costs as they approximated fair value. Certain long-term assets, including Datalink’s IT system, were written down to the estimated fair value based on the economic benefit expected to be realized from the assets following the acquisition. Deferred revenue acquired represents monies collected prior to January 6, 2017 related to unearned revenues associated with support services to be performed in the future. The estimated fair value of deferred revenue of $65,500,000, which is included in current and long-term liabilities in the table above, was calculated using the adjusted fulfillment cost method as the present value of the costs expected to be incurred by a third party to perform the support services obligations acquired under various customer contracts, plus a reasonable profit associated with the performance effort. The deferred costs acquired represent monies paid prior to January 6, 2017 to purchase third party customer support contracts from manufacturers. The estimated fair value of the deferred costs of $48,029,000, which is included in current and other assets in the table above, was calculated in conjunction with the valuation of deferred revenue discussed above.

Identified intangible assets of $94,500,000 consist primarily of customer relationships, the trade name and non-compete agreements, which were valued at $92,200,000, $2,200,000 and $100,000, respectively. These values were determined using the multiple-period excess earnings method, the relief from royalty method and the lost income method, respectively.

The identifiable intangibles resulting from the acquisition are amortized using the straight-line method over the following estimated useful lives:

Intangible Assets	Estimated Economic Life
Customer relationships	10 Years
Trade name	1 Year
Non-compete agreements	1 Year

Amortization expense recognized for the period from the acquisition date through September 30, 2017 was $8,640,000.

Goodwill of $64,140,000, which was recorded in our North America operating segment, represents the excess of the purchase price over the estimated fair value assigned to tangible and identifiable intangible assets acquired and liabilities assumed from Datalink. The goodwill is not amortized and will be tested for impairment annually in the fourth quarter of our fiscal year. The addition of the Datalink technical employees to our team and the opportunity to grow our data center solutions business are the primary factors making up the goodwill recognized as part of the transaction. None of the goodwill is tax deductible.

The preliminary purchase price was allocated using information available at the time. During the second quarter of 2017, upon analysis of additional information affecting our estimate of the fair value of net assets acquired, we adjusted the purchase price allocation and reduced the goodwill balance by $945,000. During the third quarter of 2017, no further adjustments to the purchase price allocation were made. Further information regarding deferred tax amounts could lead to an additional adjustment of the purchase price allocation upon finalization of the fair value assumptions in the fourth quarter of 2017.

We have consolidated the results of operations for Datalink since its acquisition on January 6, 2017. Consolidated net sales and gross profit for the three and nine months ended September 30, 2017 include $134,495,000 and $29,874,000, and $387,218,000 and $89,124,000, respectively, from Datalink. The following table reports pro forma information as if the acquisition of Datalink had been completed at the beginning of the earliest period presented (in thousands, except per share amounts):

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2017	2016	2017	2016
Net sales	As reported	$1,757,973	$1,392,716	$4,919,548	$4,017,932
	Proforma	$1,757,973	$1,544,175	$4,923,457	$4,472,878
Net earnings	As reported	$ 22,412	$ 21,635	$ 76,515	$ 63,590
	Proforma	$ 22,412	$ 20,721	$ 74,461	$ 63,285
Diluted earnings per share	As reported	$ 0.62	$ 0.60	$ 2.11	$ 1.74
	Proforma	$ 0.62	$ 0.58	$ 2.06	$ 1.73

Changes in Goodwill

Other than the goodwill recorded in conjunction with the acquisitions of Datalink and Caase.com, the only other change in consolidated goodwill as of September 30, 2017 compared to the balance as of December 31, 2016 resulted from foreign currency translation adjustments associated with the goodwill balance in our APAC operating segment.

11. Sale of Foreign Entity

On July 19, 2017, we concluded the sale of our operations in Russia, formerly a part of our EMEA operating segment, to one of our global partners that is focused in the region. We recorded a loss on the sale of the foreign entity of approximately \$3,646,000 during the third quarter of 2017, including a \$2,903,000 charge upon the release of our cumulative translation adjustment account balance as of the sale date.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. We refer to our customers as "clients," our suppliers as "partners" and our employees as "teammates." Additionally, any references to our "core" business exclude Datalink's results subsequent to the Datalink acquisition.

Quarterly Overview

We are a Fortune 500 global IT provider helping businesses of all sizes – from small and medium sized firms to worldwide enterprises, governments, schools and health care organizations – define, architect, implement and manage Intelligent Technology Solutions™ in North America; Europe, the Middle East and Africa ("EMEA"); and Asia-Pacific ("APAC"). We empower our clients to manage their IT environments so they can drive meaningful business outcomes today and transform their operations for tomorrow. Our offerings in North America and select countries in EMEA and APAC include hardware, software and services. Our offerings in the remainder of our EMEA and APAC segments are largely software and select software-related services.

Consolidated net sales of $1.76 billion in the three months ended September 30, 2017 increased 26% compared to the three months ended September 30, 2016, reflecting growth of 17% in our core business and the addition of Datalink to our results of operations beginning January 6, 2017. Excluding the effects of fluctuating foreign currency exchange rates, consolidated net sales increased 25% in the third quarter of 2017 compared to the third quarter of 2016.

Consolidated gross profit of $226.1 million in the three months ended September 30, 2017 increased 24% compared to the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, consolidated gross profit also increased 24% in the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Gross margin declined approximately 20 basis points year to year to 12.9%, reflecting lower gross margin generated from our core business, partially offset by the positive contribution of Datalink's results subsequent to the Datalink acquisition. The lower gross margin in our core business was driven by lower services net sales and lower product margin resulting from a higher mix of sales to large enterprise clients during the three months ended September 30, 2017.

Consolidated selling and administrative expenses for the third quarter of 2017 increased $36.5 million, or 25% year over year (up 24% excluding the effects of fluctuating foreign currency exchange rates). The year over year increase reflects an increase of 7% in selling and administrative expenses in our core business, including investments in teammate expenses, and the addition of Datalink to our business.

On July 19, 2017, we concluded the sale of our operations in Russia, formerly a part of our EMEA operating segment, to one of our global partners that is focused in the region. We recorded a loss on the sale of the foreign entity of approximately $3.6 million during the third quarter of 2017, including a $2.9 million charge upon the release of our cumulative translation adjustment account balance as of the sale date. Our consolidated results of operations for the third quarter of 2017 also include $106,000 in transaction expenses related to the Caase.com acquisition in EMEA and severance expenses, net of adjustments, totaling $494,000. Comparatively, during the third quarter of 2016, we incurred $741,000 in transaction expenses related to the acquisitions of Ignia and Datalink and severance expenses, net of adjustments, of $788,000.

Solid growth in net sales and gross profit in our core business combined with a significant contribution from the Datalink business, led to a 14% year over year improvement in consolidated earnings from operations from $36.4 million in the third quarter of 2016 to $41.4 million in the third quarter of 2017. Excluding the effects of fluctuating foreign currency exchange rates, consolidated earnings from operations also increased 14% year over year. Datalink's positive contribution to earnings from operations was in line with our expectations in the first nine months of 2017, and we believe Datalink is on track to meet profitability objectives for the year. On a consolidated basis, we reported net earnings of $22.4 million and diluted earnings per share of $0.62 for the third quarter of 2017. This compares to net earnings of $21.6 million and diluted earnings per share of $0.60 for the third quarter of 2016.

Throughout the "Quarterly Overview" and "Results of Operations" sections of this "Management's Discussion and Analysis of Financial Condition and Results of Operations," we refer to changes in net sales, gross profit, selling and administrative expenses and earnings from operations on a consolidated basis and in North America, EMEA and APAC excluding the effects of fluctuating foreign currency exchange rates. In computing the changes in amounts and percentages, we compare the current period amount as translated into U.S. dollars under the applicable accounting standards to the prior period amount in local currency translated into U.S. dollars utilizing the weighted average translation rate for the current period.

Net of tax amounts referenced above were computed using the statutory tax rate for the taxing jurisdictions in the operating segment in which the related expenses were recorded, adjusted for the effects of valuation allowances on net operating losses in certain jurisdictions.

Details about segment results of operations can be found in Note 9 to the Consolidated Financial Statements in Part I, Item 1 of this report.

Our discussion and analysis of financial condition and results of operations is intended to assist in the understanding of our consolidated financial statements, including the changes in certain key items in those consolidated financial statements from period to period and the primary factors that contributed to those changes, as well as how certain critical accounting estimates affect our consolidated financial statements.

Critical Accounting Estimates

Our consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("GAAP"). For a summary of significant accounting policies, see Note 1 to the Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2016. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses. We base our estimates on historical experience and on various other assumptions that we believe 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, however, may differ from estimates we have made. Members of our senior management have discussed the critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

There have been no changes to the items disclosed as critical accounting estimates in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2016. See Note 10 to the Consolidated Financial Statements in Part I, Item 1 of this report for a discussion of fair value estimates in connection with the acquisition of Datalink.

Results of Operations

The following table sets forth certain financial data as a percentage of net sales for the three and nine months ended September 30, 2017 and 2016:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net sales	100.0%	100.0%	100.0%	100.0%
Costs of goods sold	87.1	86.9	86.1	86.3
Gross profit	12.9	13.1	13.9	13.7
Selling and administrative expenses	10.3	10.3	10.9	11.0
Severance and restructuring expenses, loss on sale of foreign entity and acquisition-related expenses	0.2	0.2	0.3	0.0
Earnings from operations	2.4	2.6	2.7	2.7
Non-operating expense, net	0.4	0.2	0.3	0.2
Earnings before income taxes	2.0	2.4	2.4	2.5
Income tax expense	0.7	0.8	0.8	0.9
Net earnings	1.3%	1.6%	1.6%	1.6%

We experience some seasonal trends in our sales of IT hardware, software and services. Software sales are typically seasonally higher in our second and fourth quarters, particularly the second quarter. Business clients, particularly larger enterprise businesses in the United States, tend to spend more in our fourth quarter and less in our first quarter. Sales to the federal government in the United States are often stronger in our third quarter, while sales in the state and local government and education markets are stronger in our second quarter. Sales to public sector clients in the United Kingdom are often stronger in our first quarter. These trends create overall seasonality in our consolidated results such that net sales and profitability are expected to be higher in the second and fourth quarters of the year.

Net Sales. Net sales for the three months ended September 30, 2017 increased 26% compared to the three months ended September 30, 2016 to $1.76 billion. Excluding the effects of fluctuating foreign currency exchange rates, consolidated net sales increased 25% in the third quarter of 2017 compared to the third quarter of 2016. Net sales for the nine months ended September 30, 2017 increased 22% compared to the nine months ended September 30, 2016 to $4.92 billion. Excluding the effects of fluctuating foreign currency exchange rates, consolidated net sales increased 24% in the first nine months of 2017 compared to the first nine months of 2016. Our net sales by operating segment were as follows for the three and nine months ended September 30, 2017 and 2016 (dollars in thousands):

	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2017	2016	Change	2017	2016	Change
North America	$1,411,079	$1,051,333	34%	$3,803,343	$2,914,475	30%
EMEA	312,194	311,732	—	988,609	976,800	1%
APAC	34,700	29,651	17%	127,596	126,657	1%
Consolidated	$1,757,973	$1,392,716	26%	$4,919,548	$4,017,932	22%

Net sales in North America increased 34%, or $359.7 million, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Net sales of hardware, software and services increased 48%, 6% and 39%, respectively, year over year. The growth in hardware net sales reflects higher volume of sales to large enterprise clients and the acquisition of Datalink effective January 6, 2017, which accounted for approximately one quarter of the year over year growth. The increase in hardware net sales included large hardware device refresh transactions as well as higher sales of servers and storage. The increase in software net sales resulted from the acquisition of Datalink, which accounted for the majority of the year over year increase, partially offset by a decline in software net sales to public sector clients during the third quarter of 2017 compared to the third quarter of 2016. Services net sales improved year over year due to the acquisition of Datalink, which accounted for the year over year services revenue growth in North America.

Net sales in North America increased 30%, or $888.9 million, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. Net sales of hardware, software and services increased 37%, 13% and 46%, respectively, year over year. The growth in hardware net sales reflects higher volume of sales to large enterprise clients, including the acquisition of Datalink, which accounted for approximately 28% of the year over year growth. The increase in software net sales was also affected by the acquisition of Datalink, which accounted for over three quarters of the year over year increase, as well as increased sales to large enterprise clients during the first nine months of 2017 compared to the first nine months of 2016. Services net sales improved year over year due to the acquisition of Datalink, which accounted for the year over year services revenue growth in North America.

Net sales in EMEA remained flat, increasing less than 1% for the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, net sales decreased 2% compared to the third quarter of last year. Net sales of hardware and services increased 7% and 23%, respectively, while net sales of software decreased 6% compared to the third quarter of 2016. Excluding the effects of fluctuating foreign currency exchange rates, hardware and services net sales increased 7% and 20%, respectively, while software net sales decreased 9% compared to the third quarter of last year. The increase in hardware net sales was due primarily to higher volume sales of networking solutions to corporate clients. The increase in services net sales was due primarily to increased sales of license consulting services and partner delivered services to new and existing clients across the region. The decrease in software net sales was driven by a single significant transaction during the prior year period affecting the year over year comparison.

Net sales in EMEA increased 1%, or $11.8 million, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, net sales increased 6% compared to the first nine months of last year. Net sales of hardware and services increased 11% and 15%, respectively, while software net sales decreased 6% compared to the first nine months of 2016. Excluding the effects of fluctuating foreign currency exchange rates, hardware and services net sales increased 19% and 21%, respectively, while software net sales decreased 3% compared to the first nine months of last year. The increase in hardware net sales was due primarily to higher volume sales of client devices, storage and networking solutions to public sector clients. The increase in services net sales was due primarily to increased sales of license consulting services and partner delivered services to new and existing clients across the region. The decrease in software net sales was driven by the negative effect on top-line revenues resulting from a higher volume of sales of software maintenance and cloud subscription products that are recorded on a net sales recognition basis, with net sales equal to the gross profit on the transaction, and the single significant transaction in the prior year period noted above.

Net sales in APAC increased 17%, or $5.0 million, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, net sales increased 14% compared to the third quarter of last year. The increase was driven by 151% growth in services net sales resulting from Ignia, a business technology consulting and managed services provider acquired in the third quarter of last year, and 61% growth in hardware net sales year over year.

Net sales in APAC increased 1%, or $939,000, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, net sales decreased 1% compared to the first nine months of last year due to the negative effect on top-line revenues resulting from a higher volume of sales of software maintenance and cloud subscription products that are recorded on a net sales recognition basis. This decline was almost fully offset by 173% growth in services net sales resulting from Ignia and 34% growth in hardware net sales year over year.

The percentage of net sales by category for North America, EMEA and APAC were as follows for the three and nine months ended September 30, 2017 and 2016:

	North America Three Months Ended September 30,		EMEA Three Months Ended September 30,		APAC Three Months Ended September 30,	
Sales Mix	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
Hardware	68%	62%	44%	41%	21%	16%
Software	24%	31%	52%	56%	58%	75%
Services	8%	7%	4%	3%	21%	9%
	100%	100%	100%	100%	100%	100%

	North America Nine Months Ended September 30,		EMEA Nine Months Ended September 30,		APAC Nine Months Ended September 30,	
Sales Mix	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
Hardware	65%	62%	40%	37%	14%	11%
Software	27%	31%	56%	60%	72%	84%
Services	8%	7%	4%	3%	14%	5%
	100%	100%	100%	100%	100%	100%

***Gross Profit*.** Gross profit for the three months ended September 30, 2017 increased 24%, or $44.3 million, compared to the three months ended September 30, 2016, with gross margin decreasing approximately 20 basis points to 12.9% for the three months ended September 30, 2017 compared to 13.1% for the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, consolidated gross profit increased 24% year over year in the third quarter of 2017 compared to the third quarter of 2016. Gross profit for the nine months ended September 30, 2017 increased 24%, or $133.6 million, compared to the nine months ended September 30, 2016, with gross margin increasing approximately 20 basis points to 13.9% for the nine months ended September 30, 2017 compared to 13.7% for the nine months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, consolidated gross profit increased 26% year over year in the first nine months of 2017 compared to the first nine months of 2016. We continue to respond to changes in partner funding programs by targeting our sales and marketing activities to maximize our gross profit.

Our gross profit and gross profit as a percentage of net sales by operating segment were as follows for the three and nine months ended September 30, 2017 and 2016 (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2017	% of Net Sales	2016	% of Net Sales	2017	% of Net Sales	2016	% of Net Sales
North America	$176,021	12.5%	$136,818	13.0%	$517,108	13.6%	$391,929	13.4%
EMEA	41,618	13.3%	38,308	12.3%	139,897	14.2%	136,810	14.0%
APAC	8,442	24.3%	6,682	22.5%	28,682	22.5%	23,394	18.5%
Consolidated	$226,081	12.9%	$181,808	13.1%	$685,687	13.9%	$552,133	13.7%

North America's gross profit for the three months ended September 30, 2017 increased 29% compared to the three months ended September 30, 2016. As a percentage of net sales, gross margin decreased approximately 50 basis points to 12.5% for the third quarter of 2017 from 13.0% in the third quarter of 2016. The year to year decline in gross margin was primarily attributable to a 35 basis point decline in margin generated by reduced sales of professional and consulting services. Additionally, a net decrease in product margin, which includes partner funding and freight, of 15 basis points and a decrease in margin from lower fees from enterprise software agreements of 13 basis points contributed to the lower gross margin during the quarter ended September 30, 2017 compared to the quarter ended September 30, 2016. The net decrease in product margin was due primarily to higher sales to large enterprise clients, which generally transact at lower margins, during the quarter ended September 30, 2017 compared to the quarter ended September 30, 2016, offset partially by improvements in hardware product margin, including increased sales of higher margin data center products as a result of the acquisition of Datalink. The decline in professional services margin was offset partially by an 18 basis point increase in margin generated by sales of warranty services year over year.

North America's gross profit for the nine months ended September 30, 2017 increased 32% compared to the nine months ended September 30, 2016. As a percentage of net sales, gross margin increased approximately 20 basis points to 13.6% for the first nine months of 2017 from 13.4% in the first nine months of 2016. The year over year improvement in gross margin was primarily attributable to a net increase in product margin, which includes partner funding and freight, of 28 basis points year over year. The net increase in product margin was due primarily to improvements in hardware and software product margin during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. The product mix included increased sales of higher margin data center products as a result of the acquisition of Datalink. Services margin improved 21 basis points year over year, including an increase in margin generated by sales of warranty services of 15 basis points during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. These increases in margin were partially offset by a decrease in margin from lower fees from enterprise software agreements of 29 basis points during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016.

EMEA's gross profit increased 9% for the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, gross profit increased 6% compared to the third quarter of last year. As a percentage of net sales, gross margin increased approximately 100 basis points to 13.3% for the third quarter of 2017 from 12.3% in the third quarter of 2016. The year over year improvement in gross margin was primarily attributable to a net increase in product margin, which includes partner funding and freight, of 50 basis points and an increase in higher margin services net sales, which contributed 45 basis points of the margin expansion during the three months ended September 30, 2017 compared to the three months ended September 30, 2016. The improvement in product margin primarily resulted from an increase in hardware product margin due to higher volume and an increase in software product margin due to the mix and size of deals transacted during the quarter ended September 30, 2017 compared to the quarter ended September 30, 2018. The increase in margin from services net sales resulted from a higher volume of higher margin services net sales year over year.

EMEA's gross profit increased 2% for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, gross profit increased 7% compared to the first nine months of last year. Gross margin improved approximately 20 basis points to 14.2% for the first nine months of 2017 from 14.0% in the first nine months of 2016. The year over year improvement in gross margin was primarily attributable to a 37 basis point increase in gross margin due to higher volume of higher margin services net sales during the first nine months of 2017 compared to the first nine months of 2016. The improvement in gross margin resulting from higher margin services net sales was partially offset by a net decrease in product margin, which includes partner funding and freight, of 30 basis points during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. The decline in product margin primarily resulted from lower margins on large enterprise and public sector deals transacted during the first nine months of 2017.

APAC's gross profit increased 26% for the three months ended September 30, 2017 compared to the three months ended September 30, 2016, with gross margin increasing to 24.3% for the three months ended September 30, 2017 compared to 22.5% for the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, gross profit increased 23% compared to the third quarter of last year. The improvement in gross margin in the third quarter of 2017 compared to the third quarter of 2016 was due primarily to an increase in the mix of higher margin services net sales during the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Additionally, as we are expanding our offerings across the APAC region, increased hardware sales also contributed to the increase in margin year over year.

APAC's gross profit increased 23% for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016, with gross margin increasing to 22.5% for the nine months ended September 30, 2017 compared to 18.5% for the nine months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, gross profit increased 21% compared to the first nine months of last year. The improvement in gross margin in the first nine months of 2017 compared to the first nine months of 2016 was due primarily to an increase in the mix of higher margin services net sales, the positive effect on margin that results from the higher volume of sales that are recorded on a net sales recognition basis and the margin contribution from increased hardware net sales during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016.

Operating Expenses.

Selling and Administrative Expenses. Selling and administrative expenses increased $36.5 million, or 25%, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, consolidated selling and administrative expenses increased 24% year over year in the third quarter of 2017 compared to the third quarter of 2016. Selling and administrative expenses increased $98.6 million, or 22%, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. Excluding the effects of fluctuating foreign currency exchange rates, consolidated selling and administrative expenses increased 24% year over year in the first nine months of 2017 compared to the first nine months of 2016. Our selling and administrative expenses as a percent of net sales by operating segment were as follows for the three and nine months ended September 30, 2017 and 2016 (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2017	% of Net Sales	2016	% of Net Sales	2017	% of Net Sales	2016	% of Net Sales
North America	$132,853	9.4%	$ 99,845	9.5%	$395,423	10.4%	$301,147	10.3%
EMEA	39,948	12.8%	37,893	12.2%	121,863	12.3%	121,663	12.5%
APAC	7,589	21.9%	6,134	20.7%	21,488	16.8%	17,367	13.7%
Consolidated	$180,390	10.3%	$143,872	10.3%	$538,774	10.9%	$440,177	11.0%

North America's selling and administrative expenses increased 33%, or $33.0 million, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016 and decreased approximately 10 basis points year to year as a percentage of net sales to 9.4%. The increase in expenses was primarily driven by a $17.4 million increase in salaries and wages, contract labor and teammate benefit expenses and a $7.3 million increase in variable compensation on increased sales and gross profit for the three months ended September 30, 2017 compared to the three months ended September 30, 2016. These increases in teammate expenses primarily resulted from the addition of Datalink to our North America business effective January 6, 2017. Additionally, depreciation and amortization expense, professional services and travel and entertainment each increased by approximately $2.0 million for the three months ended September 30, 2017 compared to the three months ended September 30, 2016, due primarily to the addition of Datalink to our business.

North America's selling and administrative expenses increased 31%, or $94.3 million, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 and increased approximately 10 basis points year over year as a percentage of net sales to 10.4%. The increase in expenses was primarily driven by a $42.4 million increase in salaries and wages, contract labor and teammate benefit expenses and a $24.9 million increase in variable compensation on increased sales and gross profit for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016. These increases in teammate expenses primarily resulted from the addition of Datalink to our North America business effective January 6, 2017. Additionally, professional services, travel and entertainment and marketing expenses increased by $8.3 million, $5.4 million and $3.1 million, respectively, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016, due primarily to the addition of Datalink to our business. Depreciation and amortization expense also increased approximately $4.1 million year over year, as amortization expense of $8.6 million, associated with the intangible assets acquired from Datalink, was offset partially by the year over year effect of intangible assets acquired in previous acquisitions being fully amortized in the third quarter of the prior year.

EMEA's selling and administrative expenses increased 5%, or $2.1 million, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016 and increased approximately 60 basis points year over year as a percentage of net sales to 12.8%. Excluding the effects of fluctuating foreign currency exchange rates, selling and administrative expenses increased 3% compared to the third quarter of last year. The increase in expenses was primarily driven by increased salaries and wages and teammate benefits expenses due to increased headcount. This year over year increase in selling and administrative expenses was offset partially by a decline in amortization expense during the three months ended September 30, 2017 compared to the three months ended September 30, 2016, as intangible assets acquired in previous acquisitions were fully amortized in the third quarter of the prior year.

EMEA's selling and administrative expenses increased less than 1%, or $200,000, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 and decreased approximately 20 basis points year to year as a percentage of net sales to 12.3%. Excluding the effects of fluctuating foreign currency exchange rates, selling and administrative expenses increased 5% compared to the first nine months of last year. The increase in expenses was primarily driven by increased salaries and wages and teammate benefits expenses due to increased headcount. This year over year increase in selling and administrative expenses was offset partially by a decline in amortization expense during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016, as intangible assets acquired in previous acquisitions were fully amortized in the third quarter of the prior year. The decrease in selling and administrative expenses as a percentage of net sales year to year was the result of our ability to manage selling and administrative costs while growing our top-line revenue during the first nine months of 2017 compared to the first nine months of 2016.

APAC's selling and administrative expenses increased 24%, or $1.5 million, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016, and increased approximately 120 basis points year over year as a percentage of net sales to 21.9%. Excluding the effects of fluctuating foreign currency exchange rates, selling and administrative expenses increased 19% compared to the third quarter of last year. The year over year increase was primarily driven by increased selling and administrative expenses as a result of the acquisition of Ignia effective September 1, 2016. Excluding Ignia, selling and administrative expenses were relatively flat year over year.

APAC's selling and administrative expenses increased 24%, or $4.1 million, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016, and increased approximately 310 basis points year over year as a percentage of net sales to 16.8%. Excluding the effects of fluctuating foreign currency exchange rates, selling and administrative expenses increased 21% compared to the first nine months of last year. The year over year increase was primarily driven by increased selling and administrative expenses as a result of the acquisition of Ignia, effective September 1, 2016. Excluding Ignia, selling and administrative expenses were relatively flat year over year.

Severance and Restructuring Expenses. During the three months ended September 30, 2017, North America, EMEA and APAC recorded severance expense, net of adjustments, of approximately $398,000, $53,000 and $43,000, respectively. During the nine months ended September 30, 2017, North America, EMEA and APAC recorded severance expense, net of adjustments, of approximately $2.0 million, $4.1 million and $104,000, respectively. The North America charges for the nine months ended September 30, 2017 primarily related to severance actions taken to realign roles and responsibilities subsequent to the acquisition of Datalink. The EMEA charges for the nine months ended September 30, 2017 primarily related to headcount reductions in France, Germany and the Netherlands as part of our cost reduction and restructuring initiatives. The APAC charges for the nine months ended September 30, 2017 primarily related to severance actions taken subsequent to the acquisition of Ignia. Current period charges were offset by adjustments for changes in estimates of previous accruals as cash payments were made. Comparatively, during the three months ended September 30, 2016, North America and EMEA recorded severance expense, net of adjustments, of approximately $643,000 and $145,000, respectively. For the nine months ended September 30, 2016, North America, EMEA and APAC recorded severance expense, net of adjustments, of approximately $2.5 million, $487,000 and $115,000, respectively.

Loss on Sale of Foreign Entity. On July 19, 2017, we concluded the sale of our operations in Russia, formerly a part of our EMEA operating segment. We incurred a loss on the sale of the foreign entity of approximately $3.6 million, including a $2.9 million charge upon the release of our cumulative translation adjustment account balance as of the sale date.

Acquisition-related Expenses. During the three and nine months ended September 30, 2017, we incurred $106,000 and $3.3 million, respectively, in direct third-party transaction costs related to the acquisitions of Caase.com, which was completed on September 26, 2017, and Datalink, which was completed on January 6, 2017. Comparatively, during the three and nine months ended September 30, 2016, we incurred $741,000 in direct third-party transaction costs related to the acquisitions of Ignia, which was completed on September 1, 2016, and Datalink. See Note 10 to the Consolidated Financial Statements in Part I, Item 1 of this report for further discussion of the acquisitions.

Non-Operating (Income) Expense.

Interest Income. Interest income for the three and nine months ended September 30, 2017 and 2016 was generated from interest earned on cash and cash equivalent bank balances. The increase in interest income for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 was primarily due to higher interest rates earned on such balances and to higher average interest-bearing cash and cash equivalent balances during the nine months ended September 30, 2017.

Interest Expense. Interest expense primarily relates to borrowings under our financing facilities and imputed interest under our inventory financing facility. Interest expense for the three months ended September 30, 2017 increased 121%, or $3.0 million, compared to the three months ended September 30, 2016. Interest expense for the nine months ended September 30, 2017 increased 117%, or $7.5 million, compared to the nine months ended September 30, 2016. These increases were due primarily to higher average daily balances on our debt facilities in 2017 as a result of our increased borrowings to fund our acquisition of Datalink and to fund working capital needs given the growth in our business year over year. Imputed interest under our inventory financing facility was $1.9 million and $4.7 million for the three and nine months ended September 30, 2017, respectively, compared to $1.1 million and $2.5 million for the three and nine months ended September 30, 2016, respectively. The increases were a result of an increase in usage, the addition of Datalink to the facility and an increase in our average incremental borrowing rate used to compute the imputed interest amounts during the 2017 periods. For a description of our various financing facilities, see Note 3 to our Consolidated Financial Statements in Part I, Item 1 of this report.

Net Foreign Currency Exchange Losses. These losses result from foreign currency transactions, including foreign currency derivative contracts and intercompany balances that are not considered long-term in nature. The change in net foreign currency exchange losses is due primarily to the underlying changes in the applicable exchange rates, partially mitigated by our use of foreign exchange forward contracts to offset the effects of fluctuations in foreign currencies on certain of our non-functional currency assets and liabilities.

Other Expense, Net. Other expense, net, consists primarily of bank fees associated with our cash management activities.

Income Tax Expense. Our effective tax rate of 36.8% for the three months ended September 30, 2017 was higher than our effective tax rate of 35.0% for the three months ended September 30, 2016. Our effective tax rate of 35.6% for the nine months ended September 30, 2017 was lower than our effective tax rate of 36.8% for the nine months ended September 30, 2016. The increase in our effective tax rate for the three months ended September 30, 2017 compared to the three months ended September 30, 2016 was due primarily to the loss on the sale of a foreign entity during the three months ended September 30, 2017 being non-deductible for tax purposes. The decrease in our effective tax rate for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 was due primarily to the recognition of $2.3 million of tax benefits on the settlement of employee share-based awards during the first nine months of 2017 in accordance with a new accounting standard, which was adopted effective January 1, 2017. See further discussion in Note 1 to the Consolidated Financial Statements in Part I, Item 1 of this report.

Liquidity and Capital Resources

The following table sets forth certain consolidated cash flow information for the nine months ended September 30, 2017 and 2016 (in thousands):

	Nine Months Ended September 30,	
	2017	2016
Net cash used in operating activities	$(323,560)	$(124,850)
Net cash used in investing activities	(201,321)	(18,633)
Net cash provided by financing activities	538,963	125,858
Foreign currency exchange effect on cash and cash equivalent balances	19,447	5,342
Increase (decrease) in cash and cash equivalents	33,529	(12,283)
Cash and cash equivalents at beginning of period	202,882	187,978
Cash and cash equivalents at end of period	$ 236,411	$ 175,695

Cash and Cash Flow

Our primary uses of cash during the nine months ended September 30, 2017 were to acquire Datalink and Caase.com for an aggregate of approximately $186.9 million, net of cash and cash equivalents acquired, to fund working capital requirements and for capital expenditures. Operating activities used $323.6 million in cash during the nine months ended September 30, 2017, compared to $124.9 million of cash used in operating activities during the nine months ended September 30, 2016. Both the 2017 and 2016 results are affected by individually significant transactions at the beginning of each period, whereby a single significant payment to a supplier was due and paid in January, but the related receivable was collected from a client in the fourth quarter of the previous year, as discussed in more detail below. Additionally, higher working capital needs associated with higher sales resulted in a higher use of cash to pay down our accounts payable balances during the nine months ended September 30, 2017. We typically pay our partners on average terms that are shorter than the average terms we grant to our clients in order to take advantage of supplier discounts. Further, the decrease in accounts payable reflected as cash used in operating activities during the nine months ended September 30, 2017 was also affected by the increased use of our inventory financing facility in 2017 to facilitate the purchase of inventory from various suppliers. Increases in accounts payable under this facility are reflected as cash provided by financing activities, as discussed below. During the nine months ended September 30, 2017, we had net borrowings under our inventory financing facility of $45.6 million, up from $29.5 million in during the nine months ended September 30, 2016. We also had combined net borrowings under our revolving facility and ABS facility that increased our outstanding long-term debt by $504.9 million, including the expansion of our revolving facility by $175.0 million in the form of an incremental Term Loan A ("TLA") to fund, in part, the acquisition of Datalink. Capital expenditures were $15.9 million in the nine months ended September 30, 2017, an increase of 64% compared to the total capital expenditures made in the prior year period, reflecting planned investments in IT infrastructure upgrades, our global web site and our digital marketing platforms. Cash and cash equivalent balances in the nine months ended September 30, 2017 and 2016 were positively affected by $19.4 million and $5.3 million, respectively, as a result of foreign currency exchange rates.

We anticipate that cash flows from operations, together with the funds available under our financing facilities, will be adequate to support our presently anticipated cash and working capital requirements for operations as well as other strategic investments over the next 12 months. We currently do not intend nor foresee a need to repatriate any foreign undistributed earnings. We expect existing domestic cash and cash flows from operations to continue to be sufficient to fund our domestic operating cash activities and cash commitments for investing and financing activities, such as capital expenditures and debt repayments, for at least the next 12 months. See further discussion under the heading "Undistributed Foreign Earnings" later in this section.

Net cash used in operating activities. Cash flows from operations for the nine months ended September 30, 2017 and 2016 reflect our net earnings, adjusted for non-cash items such as depreciation, amortization, stock-based compensation expense and write-offs and write-downs of assets, as well as changes in asset and liability balances. Net earnings for the nine months ended September 30, 2017 was also adjusted for the loss on sale of our Russia business, which included a non-cash charge for the release of our cumulative translation adjustment balance upon sale of the foreign entity. In both periods, exclusive of the acquisition of Datalink's accounts receivable balances and the assumption of Datalink's accounts payable balances on January 6, 2017, we anticipated the cash inflows from decreases in accounts receivable and cash outflows from decreases in accounts payable due to the seasonal changes in net sales from the fourth quarter to the third quarter. However, the 2017 results are also affected by a single significant payment to a supplier of approximately $160 million that was due and paid in January 2017 for which the related receivable was collected from the client in the fourth quarter of 2016, as noted previously. In the first quarter of 2016, we had a similar experience with a payment to a supplier of approximately $60 million that was due and paid in the first quarter of 2016, but the related receivable was collected from the client in the fourth quarter of 2015. In addition, the cash outflows from decreases in accounts payable were higher than the prior year period due to higher working capital needs associated with higher sales during the third quarter of 2017 and the increased use of our inventory financing facility discussed previously. For both periods, the increase in inventories is primarily attributable to an increase in inventory levels at September 30 to support specific large enterprise client engagements and increased hardware sales near period end that are in transit to clients as of September 30, such that delivery was not deemed to have occurred until the product was received by the client in early October.

Our consolidated cash flow operating metrics were as follows:

	Three Months Ended September 30,	
	2017	2016
Days sales outstanding in ending accounts receivable ("DSOs") (a)	78	77
Days inventory outstanding ("DIOs") (b)	13	12
Days purchases outstanding in ending accounts payable ("DPOs") (c)	(54)	(57)
Cash conversion cycle (days) (d)	37	32

(a) Calculated as the balance of accounts receivable, net at the end of the quarter divided by daily net sales. Daily net sales is calculated as net sales for the quarter divided by 92 days.

(b) Calculated as average inventories (excluding inventories not available for sale) divided by daily costs of goods sold. Average inventories is calculated as the sum of the balances of inventories at the beginning of the quarter plus inventories at the end of the quarter divided by two. Daily costs of goods sold is calculated as costs of goods sold for the quarter divided by 92 days.

(c) Calculated as the sum of the balances of accounts payable – trade and accounts payable – inventory financing facility at the end of the quarter divided by daily costs of goods sold. Daily costs of goods sold is calculated as costs of goods sold for the quarter divided by 92 days.

(d) Calculated as DSOs plus DIOs, less DPOs.

Our cash conversion cycle was 37 days in the third quarter of 2017, up 5 days from the third quarter of 2016. The increase resulted from the net effect of a one day increase in DSOs and three day decrease in DPOs due to the timing of client receipts and supplier payments during the respective quarters and a one day increase in DIOs due to investment in inventory for specific client engagements.

We expect that cash flow from operations will be used, at least partially, to fund working capital as we typically pay our partners on average terms that are shorter than the average terms we grant to our clients in order to take advantage of supplier discounts. We intend to use cash generated in the remainder of 2017 in excess of working capital needs to pay down our debt balances and to support our capital expenditures for the year. We also may use cash to fund potential acquisitions to add select capabilities within our current geographic operating segments.

Net cash used in investing activities. Capital expenditures were $15.9 million and $9.7 million for the nine months ended September 30, 2017 and 2016, respectively. We expect capital expenditures for the full year 2017 to be between $20.0 million and $22.0 million, primarily for technology and facility related upgrade projects. During the nine months ended September 30, 2017, we acquired Datalink in North America and Caase.com in EMEA for an aggregate of approximately $186.9 million, net of cash and cash equivalents acquired.

Net cash provided by financing activities. During the nine months ended September 30, 2017, we had net combined borrowings under our revolving facility and our ABS facility that increased our outstanding long-term debt balance by $504.9 million, including the expansion of our revolving facility by $175.0 million in the form of an incremental TLA to fund, in part, the acquisition of Datalink. We also had net borrowings under our inventory financing facility of $45.6 million during the nine months ended September 30, 2017. Comparatively, during the nine months ended September 30, 2016, we had net combined borrowings under our revolving facility and our ABS facility that increased our outstanding debt balance by $153.5 million and had net borrowings under our inventory financing facility of $29.5 million.

Financing Facilities

Our revolving facility and our ABS facility contain various covenants customary for transactions of this type, including limitations on the payment of dividends and the requirement that we comply with maximum leverage and minimum fixed charge ratio requirements, comply with a minimum receivable requirement and meet monthly, quarterly and annual reporting requirements. If we fail to comply with these covenants, the lenders would be able to demand payment within a specified time period. At September 30, 2017, we were in compliance with all such covenants. Further, the terms of the ABS facility identify various circumstances that would result in an "amortization event" under the facility. At September 30, 2017, no such "amortization event" had occurred.

Our consolidated debt balance that can be outstanding at the end of any fiscal quarter under our revolving facility, our TLA and our ABS facility is limited by certain financial covenants, particularly a maximum leverage ratio. The maximum leverage ratio is calculated as aggregate debt outstanding divided by the sum of the Company's trailing twelve month net earnings (loss) plus (i) interest expense, excluding non-cash imputed interest on our inventory financing facility, (ii) income tax expense (benefit), (iii) depreciation and amortization, (iv) non-cash stock-based compensation, (v) extraordinary or non-recurring non-cash losses or expenses and (vi) certain cash restructuring and acquisition-related charges and synergies, not to exceed specified caps ("adjusted earnings"). The maximum leverage ratio permitted under the agreements is 3.50 times our trailing twelve-month adjusted earnings. We anticipate that we will be in compliance with our maximum leverage ratio requirements over the next four quarters. However, a significant drop in the Company's adjusted earnings would limit the amount of indebtedness that could be outstanding at the end of any fiscal quarter to a level that would be below the Company's consolidated maximum facility amount. Based on the maximum permitted leverage ratio as of September 30, 2017, the Company's debt balance that could have been outstanding under our revolving facility and our ABS facility was the full amount of the maximum borrowing capacity of $768.4 million, of which $216.0 million was outstanding under our revolving facility, $168.4 million was outstanding under our TLA and $160.0 million was outstanding under our ABS facility at September 30, 2017. Our debt balance as of September 30, 2017 was $549.7 million, including our capital lease obligations for certain IT equipment and other financing obligations. As of September 30, 2017, the current portion of our long-term debt includes $12.0 million in amortization payments due through September 30, 2018 under our TLA. The remaining $3.3 million of current debt relates to our capital leases and our other financing obligations acquired from Datalink.

Undistributed Foreign Earnings

Cash and cash equivalents held by foreign subsidiaries are generally subject to U.S. income taxation upon repatriation to the United States. We do not provide for U.S. income taxes on the undistributed earnings of those of our foreign subsidiaries where earnings are reinvested and, in the opinion of management, will continue to be reinvested indefinitely outside of the United States. As of September 30, 2017, we had approximately $193.4 million in cash and cash equivalents in certain of our foreign subsidiaries where we consider undistributed earnings of these foreign subsidiaries to be indefinitely reinvested. As of September 30, 2017, the majority of our foreign cash resides in the Netherlands, Canada and Australia. Certain of these cash balances will be remitted to the United States by paying down intercompany payables generated in the ordinary course of business. This repayment would not change our policy to indefinitely reinvest earnings of our foreign subsidiaries. We intend to use undistributed earnings for general business purposes in the foreign jurisdictions as well as to fund our capital expenditures and potential acquisitions.

Off-Balance Sheet Arrangements

We have entered into off-balance sheet arrangements, which include indemnifications. The indemnifications are discussed in Note 8 to the Consolidated Financial Statements in Part I, Item 1 of this report and such discussion is incorporated by reference herein. We believe that none of our off-balance sheet arrangements have, or are reasonably likely to have, a material current or future effect on our business, financial condition or results of operations.

Recently Issued Accounting Standards

The information contained in Note 1 to the Consolidated Financial Statements in Part I, Item 1 of this report concerning a description of recently issued accounting standards which affect or may affect our financial statements, including our expected dates of adoption and the estimated effects on our results of operations and financial condition, is incorporated by reference herein.

Contractual Obligations

At September 30, 2017, our contractual obligations were as follows (in thousands):

	Payments due by period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt (a)	$544,438	$ 12,031	$197,188	$335,219	$ —
Capital lease obligations and other financing agreements, including interest payments	6,227	3,563	2,664	—	—
Inventory financing facility (b)	224,072	224,072	—	—	—
Operating lease obligations (c)	59,936	16,461	23,570	11,580	8,325
Severance and restructuring obligations (d)	3,742	3,742	—	—	—
Other contractual obligations (e)	49,440	15,347	23,601	8,364	2,128
Total	$887,855	$275,216	$247,023	$355,163	$ 10,453

(a) Reflects the $160.0 million outstanding at September 30, 2017 under our ABS facility as due in June 2019, the date at which the facility matures, $216.0 million outstanding at September 30, 2017 under our revolving facility as due in June 2021, the date at which the facility matures, and $168.4 million outstanding at September 30, 2017 under our TLA. The TLA requires amortization payments of 5%, 7.5%, 10%, 12.5% and 15% of the original principal balance in years one through five, respectively, to be paid quarterly through March 31, 2021, with the remaining balance of $107.2 million due at maturity on June 23, 2021. See further discussion in Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(b) As of September 30, 2017, this amount has been included in our contractual obligations table above as being due in less than 1 year due to the 30- to 60-day stated vendor terms. See further discussion in Note 3 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(c) As there were no material changes in our operating lease obligations during the quarter ended September 30, 2017, amounts included in the table reflect our operating lease obligations as of June 30, 2017 less the estimated payments made in the third quarter of 2017. Amounts in the table above exclude non-cancellable rental income of approximately $1.6 million due in less than one year and a total of approximately $2.0 million due in years one through three.

(d) As a result of approved severance and restructuring plans, we expect future cash expenditures related to employee termination benefits. See further discussion in Note 4 to the Consolidated Financial Statements in Part I, Item 1 of this report.

(e) The table above includes:

I. Estimated interest payments of $3.4 million during the 12 months ending September 30, 2018 and $2.6 million during the nine months to maturity in 2019, based on the current debt balance at September 30, 2017 of $160.0 million under our ABS facility, multiplied by the weighted average interest rate for the quarter ended September 30, 2017 of 2.14% per annum.

II. Estimated interest payments of $5.8 million during the 12 months ending September 30, 2018, 2019 and 2020, and $4.4 million during the nine months to maturity in 2021, based on the current debt balance at September 30, 2017 of $216.0 million under our ABS facility, multiplied by the weighted average interest rate for the quarter ended September 30, 2017 of 2.70% per annum.

III. Estimated interest payments of $4.5 million during the 12 months ending September 30, 2018, $4.1 million during the 12 months ending September 30, 2019, $3.6 million during the 12 months ending September 30, 2020 and $2.3 million during the nine months to maturity in 2021, based on the projected average debt balance under our TLA, multiplied by the weighted average interest rate for the quarter ended September 30, 2017 of 2.74% per annum.

IV. Amounts totaling $261,000 through 2018 for other contractual obligations.

V. We estimate that we will owe $6.9 million in future years in connection with the obligations to perform asset-retirement activities that are conditional on a future event as of September 30, 2017.

The table above excludes $3.9 million of unrecognized tax benefits, including $276,000 related to accrued interest, as we are unable to reasonably estimate the ultimate amount or timing of settlement. See further discussion in Note 6 to the Consolidated Financial Statements in Part I, Item 1 of this report.

Although we set purchase targets with our partners tied to the amount of supplier reimbursements we receive, we have no material contractual purchase obligations with our partners.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes in our reported market risks, as described in "Quantitative and Qualitative Disclosures About Market Risk" in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act) and determined that as of September 30, 2017 our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Change in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Internal Control Over Financial Reporting

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

Part II – OTHER INFORMATION

Item 1. Legal Proceedings.

For a discussion of legal proceedings, see "– Legal Proceedings" in Note 8 to the Consolidated Financial Statements in Part I, Item 1 of this report, which section is incorporated by reference herein.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors", in our Annual Report on Form 10-K for the year ended December 31, 2016, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no unregistered sales of equity securities during the three months ended September 30, 2017.

We have never paid a cash dividend on our common stock, and we currently do not intend to pay any cash dividends in the foreseeable future. Our revolving facility, our ABS facility, our TLA and our inventory financing facility contain restrictions on the payment of cash dividends.

Issuer Purchases of Equity Securities

We did not repurchase shares of our common stock during the three months ended September 30, 2017.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference: Form	File No.	Exhibit Number	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of Insight Enterprises, Inc.	10-K	000-25092	3.1	February 17, 2006	
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Insight Enterprises, Inc.	8-K	000-25092	3.1	May 21, 2015	
3.3	Amended and Restated Bylaws of Insight Enterprises, Inc.	8-K	000-25092	3.2	May 21, 2015	
4.1	Specimen Common Stock Certificate (P)	S-1	33-86142	4.1	January 20, 1995	
31.1	Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rule 13a-14					X
31.2	Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rule 13a-14					X
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101	Interactive data files pursuant to Rule 405 of Regulation S-T					X

(P) Paper exhibit.

INSIGHT ENTERPRISES, INC.

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 thereunto duly authorized.

Date: November 7, 2017

INSIGHT ENTERPRISES, INC.

By: /s/ Kenneth T. Lamneck
Kenneth T. Lamneck
President and Chief Executive Officer
(Duly Authorized Officer)

By: /s/ Glynis A. Bryan
Glynis A. Bryan
Chief Financial Officer
(Principal Financial Officer)

By: /s/ Dana A. Leighty
Dana A. Leighty
Vice President, Finance
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Kenneth T. Lamneck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Insight Enterprises, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2017

By: /s/ Kenneth T. Lamneck
Kenneth T. Lamneck
Chief Executive Officer

INSIGHT ENTERPRISES, INC.

Exhibit 31.2

CERTIFICATION

I, Glynis A. Bryan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Insight Enterprises, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2017

By: /s/ Glynis A. Bryan
Glynis A. Bryan
Chief Financial Officer

INSIGHT ENTERPRISES, INC.

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Insight Enterprises, Inc. (the “Company”) for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Kenneth T. Lamneck, Chief Executive Officer of the Company, and Glynis A. Bryan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Kenneth T. Lamneck
Kenneth T. Lamneck
Chief Executive Officer
November 7, 2017

By: /s/ Glynis A. Bryan
Glynis A. Bryan
Chief Financial Officer
November 7, 2017