

INSIGHT ENTERPRISES INC

Form 10-K/A

March 11, 2005

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

FORM 10-K/A

(Amendment No. 1)

(Mark One)

**Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2004**

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
(State or other jurisdiction of
incorporation or organization)

86-0766246
(IRS Employer
Identification No.)

1305 West Auto Drive, Tempe, Arizona, 85284
(Address of principal executive offices, Zip Code)

Registrant's telephone number, including area code: **(480) 902-1001**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

None

N/A

Securities registered pursuant to Section 12(g) of the Act:

Common stock, par value \$0.01
(Title of Class)

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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 report(s)), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes

No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based upon the closing price of the Registrant's common stock as reported on the Nasdaq National Market on June 30, 2004, the last business day of the Registrant's most recently completed second fiscal quarter, was \$842,502,894.

The number of outstanding shares of the Registrant's common stock on February 28, 2005 was 49,647,989.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement relating to its 2005 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

On March 7, 2005, Insight Enterprises, Inc. (the Company) filed its Annual Report on Form 10-K for its fiscal year ended December 31, 2004 (the 2004 Form 10-K). The Company is filing this Amendment No. 1 on Form 10-K/A solely to amend the original 2004 Form 10-K by replacing Exhibits 31.1, 31.2 and 32.1 thereto with the corrected versions of those exhibits submitted herewith.

The original Exhibits 31.1 and 31.2 correctly included paragraph 4b regarding internal control over financial reporting, but mistakenly omitted the introductory language in paragraph 4 of the certification that refers to the certifying officers responsibility for establishing and maintaining internal control over financial reporting for the registrant.

The Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 (the Section 906 Certification), which was furnished as Exhibit 32.1 to the 2004 Form 10-K, mistakenly identified, in the lead paragraph, Timothy A. Crown as the Chief Executive Officer of the Company. The Section 906 Certification was signed, however, by Richard A. Fennessy, the Company s Chief Executive Officer, as well as by Stanley Laybourne, the Company s Chief Financial Officer.

The Company hereby amends the 2004 Form 10-K by resubmitting corrected versions of Exhibits 31.1, 31.2 and 32.1 with this Amendment to correct these inadvertent clerical errors. This Amendment does not reflect events occurring after the filing of the original 2004 Form 10-K, and, other than amending the stated Exhibits, does not modify or update the disclosures in the original 2004 Form 10-K in any way.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned; thereunto duly authorized, in the City of Tempe, State of Arizona, on this 11th day of March, 2005.

INSIGHT ENTERPRISES, INC.

By /s/ Richard A. Fennessy

Richard A. Fennessy
Chief Executive Officer