

INSIGHT ENTERPRISES INC

Form 8-K

August 15, 2002

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: August 15, 2002

INSIGHT ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-25092

(Commission
File Number)

86-0766246

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

1305 West Auto Drive, Tempe, Arizona

(Address of principal executive offices)

85284

(Zip Code)

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

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Item 5. Other Events

Goodwill and other intangibles

The Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets on January 1, 2002. SFAS No. 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead be tested for impairment at least annually. SFAS No. 142 also requires that intangible assets with definite useful lives be amortized over the respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with SFAS No. 144.

The Company's goodwill balance of \$108.7 million as of December 31, 2001 is in the Company's direct marketing segment. Goodwill was tested for impairment as of January 1, 2002 and will be tested for impairment annually in the fourth quarter. As of January 1, 2002, there was no impairment of goodwill. The fair value of the direct marketing segment was estimated using a valuation based on a market approach, which takes into consideration market values of comparable publicly traded companies.

Application of the provisions of SFAS No. 142 has affected the comparability of current period results of operations with prior periods because the goodwill in the direct marketing segment is no longer being amortized over a twenty-year period. Thus, the following transitional disclosures present net earnings and earnings per share adjusted as shown below:

| | Years Ended December 31, | | | | |
|--|---------------------------------------|----------|----------|----------|----------|
| | 2001 | 2000 | 1999 | 1998 | 1997 |
| | (in thousands, except per share data) | | | | |
| Net earnings | \$33,887 | \$56,672 | \$33,587 | \$20,450 | \$13,218 |
| Add back: amortization of goodwill, net of taxes * | | | | | |
| 1,910 1,642 1,211 418 | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| Adjusted net earnings | \$35,797 | \$58,314 | \$34,798 | \$20,868 | \$13,218 |

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Basic earnings per share

\$0.82 \$1.40 \$0.87 \$0.56 \$0.38

Add back: amortization of goodwill, net of taxes *

0.05 0.04 0.03 0.01

Adjusted basic earnings per share

\$0.87 \$1.44 \$0.90 \$0.57 \$0.38

Diluted earnings per share

\$0.80 \$1.35 \$0.83 \$0.54 \$0.37

Add back: amortization of goodwill, net of taxes *

0.05 0.04 0.03 0.01

Adjusted diluted earnings per share

\$0.85 \$1.39 \$0.86 \$0.55 \$0.38

* Amortization of goodwill was non-deductible for tax purposes; therefore, the tax component of the adjustment for amortization of goodwill is \$0.

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Item 7a. Financial statements of business acquired.

**COMARK, INC. AND AFFILIATES
CONDENSED COMBINED BALANCE SHEETS
(in thousands)**

| | <u>March</u> | <u>December</u> |
|--|--------------|-----------------|
| | 30, | 29, |
| | 2002 | 2001 |
| | (unaudited) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | | |
| \$17,981 | \$ | |
| Accounts receivable, net | | |
| 147,758 | 155,115 | |
| Inventory, net | | |
| 34,947 | 43,342 | |
| Prepaid expenses | | |
| 2,700 | 2,091 | |
| <hr/> | | |
| <hr/> | | |
| Total current assets | | |
| 203,386 | 200,548 | |
| Property and equipment, net | | |
| 14,624 | 15,112 | |
| Other assets | | |
| 43 | 43 | |
| <hr/> | | |
| <hr/> | | |
| \$218,053 | \$215,703 | |
| <hr/> | | |
| <hr/> | | |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | | |

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\$104,900 \$100,800
Accrued liabilities
11,610 19,020

Total current liabilities
116,510 119,820
Deferred compensation
2,977 2,890
Shareholders' equity:

Common stock
8 8
Paid-in capital
5,202 5,202
Retained earnings
93,356 87,783

Total shareholders' equity
98,566 92,993

\$218,053 \$215,703

See accompanying notes to condensed combined financial statements.

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COMARK, INC. AND AFFILIATES
CONDENSED COMBINED STATEMENTS OF INCOME
(in thousands)
(unaudited)

| | Three Months Ended | |
|---|--------------------|-------------------|
| | March 30, 2002 | March 31, 2001 |
| Net sales | \$ 345,859 | \$ 379,438 |
| Cost of sales | | |
| 312,390 349,267 | | |
| <hr style="border: 0.5px solid black;"/> <hr style="border: 0.5px solid black;"/> | | |
| Gross profit | | |
| 33,469 30,171 | | |
| Selling, general and administrative expenses | | |
| 25,642 25,177 | | |
| <hr style="border: 0.5px solid black;"/> <hr style="border: 0.5px solid black;"/> | | |
| Income from operations | | |
| 7,827 4,994 | | |
| Non-operating expenses, net | | |
| 127 1,115 | | |
| <hr style="border: 0.5px solid black;"/> <hr style="border: 0.5px solid black;"/> | | |
| Income before state income taxes | | |
| 7,700 3,879 | | |
| State income tax expense | | |
| 150 70 | | |
| <hr style="border: 0.5px solid black;"/> <hr style="border: 0.5px solid black;"/> | | |
| Net income | | |
| \$7,550 \$3,809 | | |



See accompanying notes to condensed combined financial statements.

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COMARK, INC. AND AFFILIATES
CONDENSED COMBINED STATEMENT OF RETAINED EARNINGS
(in thousands)
(unaudited)

| | Retained Earnings |
|---------------------------------|------------------------------|
| Balance at December 29, 2001 | \$87,783 |
| Net income | |
| 7,550 | |
| Subchapter S distributions paid | |
| (1,977) | |
| <hr/> | |
| Balance at March 30, 2002 | |
| \$93,356 | |

See accompanying notes to condensed combined financial statements.

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COMARK, INC. AND AFFILIATES
CONDENSED COMBINED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

| | Three Months Ended | |
|---|---------------------------|-----------------------|
| | March 30, 2002 | March 31, 2001 |
| Cash flows from operating activities: | | |
| Net income | \$7,550 | \$3,809 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 1,206 | 1,310 |
| Provision for losses on accounts receivable | 534 | 456 |
| Change in assets and liabilities: | | |
| Decrease in accounts receivable | 6,823 | 41,689 |
| Decrease in inventory | 8,395 | 7,439 |
| Increase in prepaid expenses | (609) | (591) |
| Decrease in other assets | 73 | |
| Increase (decrease) in accounts payable | 4,100 | (38,405) |
| (Decrease) increase in accrued liabilities | (7,410) | 12,283 |
| Increase in deferred compensation | 87 | |
| | | |
| | | |
| Net cash provided by operating activities | 20,676 | 28,063 |

Cash flows from investing activities:

Purchases of property and equipment
(718) (2,054)

Net cash used in investing activities
(718) (2,054)

Cash flows from financing activities:

Net repayment under notes payable to bank
(22,900)
Subchapter S distributions paid
(1,977) (3,109)

Net cash used in financing activities
(1,977) (26,009)

Increase in cash and cash equivalents
17,981
Cash and cash equivalents at beginning of period

Cash and cash equivalents at
end of period
\$17,981 \$

See accompanying notes to condensed combined financial statements.

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COMARK, INC. AND AFFILIATES
NOTES TO CONDENSED COMBINED FINANCIAL STATEMENTS
(unaudited)

1. Basis of Presentation

Effective April 19, 1994, Comark, Inc. spun-off in a non-cash distribution three separate companies: Comark Corporate Sales, Inc., Comark Government and Education sales, Inc., and W.C. Enterprises, Inc. (formerly known as USA Flex, Inc.). USA Fulfillment, Inc. was organized in 1996 and Comark Investments, Inc. was organized in 1998. On January 20, 2000, W.C. Enterprises, Inc. merged with Comark, Inc. in a non-cash transaction. Effective December 30, 2001, Comark Corporate Sales, Inc., Comark Government and Education Sales, Inc. and USA Fulfillment, Inc. became wholly-owned subsidiaries of Comark, Inc. Effective December 29, 2001, a new entity, 99% owned by Comark, Inc. and 1% owned by the shareholders of Comark, Inc. was also formed. This new entity, Comark Capital, LLC, was formed in a tax-free organization with all related assets and liabilities transferred from Comark, Inc. Comark Investments, Inc., formed in 1998, still remains a separate legal entity under common ownership with Comark, Inc. The accompanying financial statements combine the accounts of Comark, Inc. and Comark Investments, Inc., collectively referred to as Comark, due to common ownership.

All significant intercompany balances and transactions have been eliminated. Comark reports on a 52-53 week year-end.

2. Description of Business

Comark sells brand-name computers, peripherals, networking products, software and accessories principally in the United States of America using a multi-channel distribution strategy. Comark sells, through a dedicated sales force, to corporate and institutional customers, federal and state governments and agencies, and value-added dealers.

3. Notes Payable to Bank

Comark currently has an extended credit agreement with a bank expiring May 15, 2002, which provides for a revolving line of credit whereby Comark may borrow \$111,817,000. The line of credit bears interest, based on Comark's option, at the bank's corporate base rate, the swing line rate or the bank's LIBOR-based rate (3.60%, 3.0% and 3.125%, respectively at March 30, 2002). At March 30, 2002, no amounts were outstanding under the line of credit and \$111,817,000 of additional borrowings were available. The credit facility is secured by substantially all of the assets of Comark. The credit facility contains various covenants, including the requirement that Comark maintain a specific dollar amount of tangible net worth and certain leverage and interest coverage ratios. On April 25, 2002, Comark signed a new credit agreement. (see Note 4.)

Additionally, Comark has an inventory-based line of credit, which allows Comark to borrow the lesser of \$15,000,000 or 60% of eligible inventory. The line bears interest at 3.125% and is collateralized by certain inventory. There was no availability or outstanding balance on the line of credit at March 30, 2002.

4. Subsequent Events

On April 25, 2002, Comark entered into a Stock Purchase Agreement to sell Comark to Insight Enterprises, Inc.

Effective February 1, 1999, Comark adopted the Comark, Inc. Long-Term Incentive Plan that provides long-term incentive awards to certain employees of Comark. Amounts granted to employees are determined annually at the sole discretion of the board of directors and vest in 20% increments over a 5-year period. Employees are eligible to receive their yearly awards upon full vesting, and in certain instances, may receive the vested portion of their account upon termination. In addition, Comark has entered into employment contracts with certain employees, which provide for deferred compensation measured by the value of Comark and a portion of which is earned and vested over periods ending in 2004. Accelerated vesting of the deferred compensation can be triggered only upon certain events including a change in control. The sale of Comark to Insight Enterprises, Inc. triggered the change of control provisions under the Comark, Inc. Long-term Incentive Plan and under certain employment contracts, resulting in accelerated incentive compensation payments totaling \$7,376,371.

On April 25, 2002, Comark signed a new credit agreement extending the existing credit agreement to April 23, 2003, at a maximum credit amount of \$100,000,000. As part of the credit agreement, \$50,000,000 was immediately borrowed against the facility and loaned to Insight Enterprises, Inc. as an additional source of funds for its acquisition of Comark.

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Item 7b. Pro forma financial information.

**INSIGHT ENTERPRISES, INC. AND SUBSIDIARIES
INTRODUCTION TO UNAUDITED PRO FORMA
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2002**

On April 25, 2002, Insight Enterprises, Inc. (the Company) acquired all of the outstanding stock of Comark, Inc. and Comark Investments, Inc. (collectively, Comark). The purchase price was paid by delivery of \$100,000,000 in cash and 2,306,964 shares of Insight Enterprises, Inc. common stock valued at \$50,000,000. The original purchase price of \$150,000,000 has subsequently been reduced by \$780,388 due to Comark not meeting the minimum net book value requirement of \$85,500,000 on the date of acquisition. The reduction in the purchase price will be refunded in cash.

The following Unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2002 assumes the completion of the Company s acquisition of Comark as of March 31, 2002. The Unaudited Pro Forma Condensed Consolidated Statement of Earnings for the three months ended March 31, 2002 gives effect to the business combination involving the Company and Comark as if the combination occurred on January 1, 2002.

The following unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and does not purport to present the consolidated financial position or consolidated results of operations of Insight Enterprises, Inc. and Comark had the acquisition and the other events assumed therein occurred on the dates specified, nor is it necessarily indicative of the results of operations as they may be in the future or as they may have been had the acquisition and such other events been consummated on the dates shown. The Unaudited Pro Forma Condensed Consolidated Financial Statements are based on certain assumptions and adjustments described in the related Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements and should be read in conjunction with the Stock Purchase Agreement, the unaudited historical consolidated financial statements and related notes thereto of Insight Enterprises, Inc., included in our Quarterly Report on Form 10-Q for the three months ended March 31, 2002 and the unaudited historical condensed combined financial statements and related notes thereto of Comark, Inc. and Affiliates for the three months ended March 30, 2002, included in Item 7(a) of this Form 8-K.

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INSIGHT ENTERPRISES, INC. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
March 31, 2002
(in thousands)

| ASSETS | Insight | Comark, | Pro | Forma |
|---|---------------------|-------------------|------------------------|-----------------|
| | Inc. | Inc. | and Adjustments | Pro |
| | and | and | (Note 2) | Forma |
| | subsidiaries | affiliates | As | Adjusted |
| | _____ | _____ | _____ | _____ |
| Current assets: | | | | |
| Cash and cash equivalents | | | | |
| \$62,006 | \$17,981 | \$ | \$79,987 | |
| Accounts receivable, net | | | | |
| 307,356 | 147,758 | | 455,114 | |
| Inventories, net | | | | |
| 32,795 | 34,947 | | 67,742 | |
| Prepaid expenses and other current assets | | | | |
| 9,069 | 2,700 | 1,400(a) | 13,169 | |
| _____ | | | | |
| _____ | | | | |
| _____ | | | | |
| _____ | | | | |
| Total current assets | | | | |
| 411,226 | 203,386 | 1,400 | 616,012 | |
| Property and equipment, net | | | | |
| 104,174 | 14,624 | (15)(b) | 118,783 | |
| Goodwill, net | | | | |
| 106,730 | 56,840(c) | | 163,570 | |
| Other assets | | | | |
| 71 | 43 | | 114 | |
| _____ | | | | |
| _____ | | | | |
| _____ | | | | |
| _____ | | | | |
| | \$622,201 | \$218,053 | \$58,226 | \$898,479 |

LIABILITIES AND STOCKHOLDERS EQUITY

Current liabilities:

Current portion of long-term debt and capital leases

\$3,041 \$ \$ 3,041

Lines of credit

32,737 99,220(d) 131,957

Accounts payable

197,549 104,900 302,449

Accrued expenses and other current liabilities

31,782 11,610 3,172(e) 46,564

Deferred compensation

7,376(f) 7,376

Total current liabilities

265,109 116,510 109,769 491,387

Deferred compensation

2,977 (2,977)(f)

Long-term debt and capital leases, less current portion

14,901 14,901

280,010 119,487 106,792 506,288

Stockholders equity:

Preferred stock

Common stock

434 8 15(g) 457

Additional paid-in capital

182,599 5,202 44,775(g) 232,576

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| | | | | |
|--|--------|-------------|---------|---------|
| Retained earnings | | | | |
| 186,353 | 93,356 | (93,356)(g) | 186,353 | |
| Accumulated other comprehensive income | | | | foreign |
| currency translation adjustment | | | | |
| (3,886) | | (3,886) | | |
| Treasury stock | | | | |
| (23,309) | | (23,309) | | |

| | | | | |
|---------------------------|--------|----------|---------|--|
| Total stockholders equity | | | | |
| 342,191 | 98,566 | (48,566) | 392,191 | |

\$622,201 \$218,053 \$58,226 \$898,479

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

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**INSIGHT ENTERPRISES, INC. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
THREE MONTHS ENDED MARCH 31, 2001
(in thousands, except per share amounts)**

| | Insight Enterprises, Inc. and subsidiaries | Comark, Inc. and affiliates | Pro Forma Adjustments (Note 2) | Pro Forma as Adjusted |
|-------------------------------------|--|-----------------------------------|--------------------------------------|--------------------------|
| Net sales | \$527,963 | \$345,859 | \$(11,566)(h) | \$862,256 |
| Cost of goods sold | | | | |
| 462,393 312,390 (11,251)(h) 763,532 | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| Gross profit | | | | |
| 65,570 33,469 (315) 98,724 | | | | |
| Operating expenses: | | | | |
| Selling and administrative expenses | | | | |
| 45,732 25,642 71,374 | | | | |
| Amortization | | | | |
| 467(i) 467 | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| Earnings from operations | | | | |
| 19,838 7,827 (782) 26,883 | | | | |
| Non-operating expense, net | | | | |
| 797 127 864(j) 1,788 | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |

Earnings before income taxes
19,041 7,700 (1,646) 25,095
Income tax expense
6,976 150 2,180(k) 9,306

Net earnings
\$12,065 \$7,550 \$(3,826) \$15,789

Earnings per share:

Basic
\$0.29 \$ \$ 0.35

Diluted
\$0.28 \$ \$ 0.34

Shares used in per share calculation:

Basic

42,173 2,307 44,480

Diluted

43,620 2,307 45,927

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

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INSIGHT ENTERPRISES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED PRO FORMA
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2002

(1) General Information

The Unaudited Pro Forma Condensed Consolidated Financial Statements reflect the payment of \$100,000,000 in cash and the issuance of 2,306,964 shares of Insight Enterprises, Inc. common stock valued at \$50,000,000, subject to adjustments for: (i) an \$85,500,000 minimum net book value requirement for Comark as of April 25, 2002; and (ii) certain contingent cash payments of up to \$3,600,000 based on the post-closing performance of Comark, Inc. and affiliates (Comark) during the period from April 25, 2002 through December 31, 2003. The original purchase price of \$150,000,000 has subsequently been reduced by \$780,388 due to Comark not meeting the minimum net book value requirement of \$85,500,000 on the date of acquisition. The reduction in the purchase price will be refunded in cash. The acquisition has been recorded as a purchase transaction in accordance with accounting principles generally accepted in the United States of America and accordingly Comark's assets and liabilities are recorded at their estimated fair values at the date of the acquisition.

For pro forma purposes, the purchase price has been allocated to the assets acquired and liabilities assumed as follows (in thousands):

Purchase price paid as:

| | |
|-------------------------------|----------|
| Borrowings on lines of credit | \$99,220 |
| Common stock | 23 |
| Additional paid-in capital | 49,977 |
| Acquisition costs | 3,172 |

Total purchase price
152,392

Fair value of net assets acquired:

| | |
|--------------------------------|-----------|
| Current assets | \$203,386 |
| Intangible assets - trade name | 1,400 |
| Property and equipment | 14,609 |
| Other assets | 43 |
| Current liabilities | (123,886) |

Total fair value of net
assets acquired
95,552

Excess purchase price
over fair value of net
assets acquired
(goodwill)
\$56,840

(2) Pro forma Adjustments

The unaudited pro forma condensed consolidated financial statements reflect the acquisition and give effect to the following adjustments:

- (a) To reflect the preliminary fair market value of identifiable intangibles.
- (b) To reflect the decrease in fixed assets to reflect fair market value.
- (c) To reflect the excess purchase price over the estimated fair value of net assets acquired (goodwill).
- (d) To reflect the borrowings on lines of credit to finance the cash portion of the purchase price.
- (e) To reflect direct acquisition costs and severance costs of Comark employees.
- (f) To reflect the increase in amount and reclassification to current liabilities for the accelerated vesting of deferred compensation due to the acquisition.
- (g) To reflect the elimination of the stockholders' equity accounts of Comark and to reflect the issuance of Insight Enterprises, Inc. common stock as partial consideration for the purchase.
- (h) To reflect the elimination of sales and cost of sales for historical sales between Comark and Insight Enterprises, Inc.
- (i) To reflect amortization of identifiable intangibles.
- (j) To reflect the increase in interest expense resulting from the borrowings on lines of credit to finance the cash portion of the purchase price. The interest rate is assumed to be a blended rate of 3.48 percent. A change of 1/8 percent in the interest rate would result in a change in interest expense and net earnings of \$31,000 and \$19,000, respectively, for the three-month period.
- (k) To reflect the income tax effect of pro forma adjustments and to reflect income taxes on historical net earnings of Comark at an effective rate of 38.49 percent.

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The pro forma adjustments are based on the information and assumptions available as of the date of this Form 8-K. The unaudited pro forma condensed consolidated financial statements do not give effect to any cost savings or synergies that may result from the integration of the operations of Comark and 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 hereunto duly authorized.

Date: August 15, 2002 /s/ Stanley Laybourne

Stanley Laybourne
Chief Financial Officer,
Secretary and Treasurer