

PROSPECTUS

**This document constitutes part of a prospectus covering securities
that have been registered under the Securities Act of 1933.**

CBIZ, INC.
2,000,000 SHARES OF COMMON STOCK
(par value \$0.01 per share)

PLAN SUMMARY AND PROSPECTUS

**OFFERED PURSUANT TO THE
CBIZ, INC.
2007 EMPLOYEE STOCK PURCHASE PLAN
(Amended and Restated as of May 12, 2011)**

This prospectus relates to a maximum of 2,000,000 shares of common stock, par value \$0.01 per share, of CBIZ, Inc. that are reserved for issuance under the CBIZ, Inc. 2007 Employee Stock Purchase Plan (amended and restated as of May 12, 2011). Of these shares, (a) 1,000,000 are newly available shares, and (b) 1,000,000 were available for issuance under the Stock Purchase Plan prior to the May 12, 2011 amendment and restatement of the Plan.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 27, 2020.

INTRODUCTION	1
AMENDMENT AND RESTATEMENT OF CBIZ, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN	2
QUESTIONS AND ANSWERS ABOUT THE CBIZ, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN	2
What is the purpose of the Restated Stock Purchase Plan?	2
Who administers the Restated Stock Purchase Plan?	2
How many shares of common stock may be issued under the Restated Stock Purchase Plan?	2
Is the Restated Stock Purchase Plan subject to any provisions of ERISA?	3
How does the Restated Stock Purchase Plan work?	3
Who is eligible to participate in the Restated Stock Purchase Plan?	3
How do I enroll in the Restated Stock Purchase Plan?	4
If I decide not to enroll in the Restated Stock Purchase Plan right now, will I have another opportunity?	4
How much may I contribute?	4
Will my contributions accrue interest?	4
When are share of CBIZ common stock purchased?	4
Can I increase or decrease my payroll withholding election?	4
What price will I pay for shares of common stock?	5
How many shares can I purchase?	5
When will I receive my purchased shares?	5
When do I have the rights of a stockholder?	5
May I withdraw from the Restated Stock Purchase Plan at any time?	5
What happens if I am terminated from the Company?	6
How does the Company use the funds from the Restated Stock Purchase Plan?	6
Can the Restated Stock Purchase Plan be amended?	6
Can my rights to purchase CBIZ common stock with payroll deductions be assigned to anyone else?	6
Are there any restrictions on the resale of the shares I acquire?	6
Are there any actions which could result in forfeiture by me or a penalty to me under the Restated Stock Purchase Plan?	6
FEDERAL INCOME TAX CONSEQUENCES	6
SECURITIES REPORTING BY INSIDERS	8
INCORPORATION OF DOCUMENTS BY REFERENCE	8
AVAILABILITY OF ADDITIONAL INFORMATION	8

CBIZ, INC.

INTRODUCTION

This prospectus contains information about the CBIZ, Inc. 2007 Employee Stock Purchase Plan (the “**Stock Purchase Plan**”), as amended and restated as of May 12, 2011 (the “**Restated Stock Purchase Plan**”), and the common stock, par value \$0.01 per share, of CBIZ, Inc., a Delaware corporation (“**CBIZ**,” the “**Company**,” “**we**” or “**us**”) to be offered to eligible employees of the Company and its subsidiaries. This prospectus does not contain all the information set forth in the Registration Statement on Form S-8 for the Restated Stock Purchase Plan. Read this prospectus carefully before enrolling in the Restated Stock Purchase Plan.

CBIZ provides professional business services, products and solutions that help its clients grow and succeed by better managing their finances and employees. These services are provided to businesses of various sizes, as well as individuals, governmental entities and not-for-profit enterprises throughout the United States and parts of Canada. CBIZ delivers its integrated services through the following three practice groups:

- Financial Services
- Employee Services
- National Practices

For information about the Restated Stock Purchase Plan or CBIZ, you should rely only on the information contained in this prospectus or incorporated by reference. CBIZ has not authorized anyone else to provide you with different or additional information. This prospectus does not constitute an offering in any state in which such offering may not lawfully be made. The information in this prospectus is accurate as of the date on the cover of this prospectus. You should not assume the information in this prospectus is accurate as of any other date. We will periodically update this information by means of supplemental or revised prospectuses, and by the future filing of our reports with the Securities and Exchange Commission, described at the end of this prospectus.

A copy of the Restated Stock Purchase Plan has been provided to you with or before the delivery of this prospectus. The following description of the Restated Stock Purchase Plan is qualified in all respects by reference to the Restated Stock Purchase Plan itself.

Our common stock, par value \$0.01 per share, which we refer to in this prospectus as the common stock, trades on the New York Stock Exchange under the symbol “**CBZ**.” Our principal executive offices are located at 6050 Oak Tree Blvd. Suite 500, Cleveland, Ohio 44131 (telephone: (216) 447-9000). Our Internet address is www.CBIZ.com. The information on our website or on any website referring to us is not part of this prospectus.

**AMENDMENT AND RESTATEMENT OF
CBIZ, INC.
2007 EMPLOYEE STOCK PURCHASE PLAN**

Effective May 12, 2011, our board of directors approved an amendment and restatement of the CBIZ, Inc. Employee Stock Purchase Plan and presented it for approval by our stockholders at our 2011 annual meeting of stockholders. Effective May 12, 2011, a majority of our stockholders approved the Restated Stock Purchase Plan. The Restated Stock Purchase Plan amends the Stock Purchase Plan to (1) increase the number of shares reserved for issuance from 1,000,000 shares of common stock to 2,000,000 shares of common stock, (2) extend the term from the original expiration date of June 30, 2012 to June 30, 2017, (3) limit the maximum number of shares that any participant may purchase during any purchase period, (4) permit the discretionary exclusion of certain highly compensated employees from any participation during one or more purchase periods, (5) generally conform to recent changes in the Treasury Regulations under Internal Revenue Code section 423, and (6) add specific guidance regarding the administration of the Stock Purchase Plan in certain situations. The board of directors subsequently extended the life of the Restated Stock Purchase Plan to June 30, 2022.

**QUESTIONS AND ANSWERS ABOUT THE CBIZ, INC.
2007 EMPLOYEE STOCK PURCHASE PLAN**

What is the purpose of the Restated Stock Purchase Plan?

The general purpose of the Restated Stock Purchase Plan is to provide employees of the Company and its participating subsidiaries with an opportunity to purchase shares of our common stock through accumulated payroll deductions. The Restated Stock Purchase Plan allows you to invest a designated portion of your compensation each month in our common stock. You will then be able to purchase the common stock at a discount of up to 15%. The Restated Stock Purchase Plan will continue until June 30, 2022, unless terminated sooner by our board of directors.

Who administers the Restated Stock Purchase Plan?

The Restated Stock Purchase Plan is administered by our board of directors or a designated committee of the board of directors at the Company's expense. The board of directors has delegated administration of the Restated Stock Purchase Plan to the compensation committee of the board of directors. The plan administrator interprets the Restated Stock Purchase Plan and may adopt rules for carrying out the Restated Stock Purchase Plan. All questions of interpretation or application of the Restated Stock Purchase Plan are determined by the plan administrator, whose decisions are final and binding upon all participants.

The board of directors has designated Computershare as the record keeper of the Restated Stock Purchase Plan. As the plan record keeper, Computershare maintains the contribution, purchase and participant account records for the Restated Stock Purchase Plan. The Company will provide reports to participating employees as to the amount and status of their accounts on a quarterly basis.

Members of the board of directors are elected by the stockholders for terms of one year and may be removed from office upon a sufficient vote of stockholders. Members of the board of directors or compensation committee receive no additional compensation for administering the Restated Stock Purchase Plan.

You may obtain additional information about the Restated Stock Purchase Plan and the plan administrator by directing your questions to CBIZ Corporate Investor Communications, 6050 Oak Tree Boulevard, South, Suite 500, Cleveland, OH 44131 or calling (216) 447-9000.

How many shares of common stock may be issued under the Restated Stock Purchase Plan?

By amendment and restatement as of May 12, 2011, we have increased the number of shares of our common stock reserved for issuance under the Restated Stock Purchase Plan by 1,000,000, to a total of 2,000,000 shares of common stock. Subject to the terms of the Restated Stock Purchase Plan, adjustments may be made to the shares reserved under the Restated Stock Purchase Plan for stock splits, stock dividends, or other changes in corporate

capitalization. The shares may be common stock held by us in treasury or common stock that we have purchased on the open market.

Is the Restated Stock Purchase Plan subject to any provisions of ERISA?

No, the Restated Stock Purchase Plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), and is not a qualified deferred compensation plan under section 401(a) of the Internal Revenue Code of 1986.

Does participation in the Restated Stock Purchase Plan involve any risk?

There are many risks associated with the ownership of our common stock. Participants must recognize that neither we nor our officers and directors can assure a profit, protect against a loss on the shares purchased under the Restated Stock Purchase Plan, or assure that the value of our common stock will appreciate relative to the purchase price of any common stock acquired under the Restated Stock Purchase Plan.

How does the Restated Stock Purchase Plan work?

Shares of our common stock are offered under the Restated Stock Purchase Plan through a series of consecutive offering periods, or “**Purchase Periods**,” each with a maximum duration of 27 months. We expect to open Purchase Periods from time to time as is necessary to make shares of common stock available for purchase. Beginning on the effective date of this Plan, which was August 16, 2007, each such Purchase Period will generally be from the 16th day of each calendar month (the “**Grant Date**”) until the 15th day of the following month (the “**Expiration Date**”). Purchases occur on the Expiration Date of each Purchase Period.

Any individual who is an Eligible Employee (described below) on the day before the first day of a Purchase Period may participate in the Purchase Period. The plan administrator will determine the price at which the employee may purchase the common stock for each Purchase Period, but the purchase price will never be less than 85% of the “**Fair Market Value**” of our common stock on the Expiration Date. The Fair Market Value is equal to the closing sales price per share of our common stock on any national securities exchange listing the stock for the immediately preceding date.

An Eligible Employee may elect to have his or her compensation withheld for the purpose of purchasing common stock under the Restated Stock Purchase Plan, but the plan administrator reserves the right to limit the maximum amount of stock an Eligible Employee may purchase. Purchases also may be made by sending a subscription agreement and a check or money order to Computershare, the plan record keeper (as provided below). In no event, however, may any employee purchase more than \$25,000 worth of stock (determined using the Fair Market Value under the Plan of such stock at the time such right is granted) for each calendar year in which a purchase right is outstanding. As of the last day of each Purchase Period, each participant is deemed to have elected to purchase that whole number of shares determined by dividing the amount of the participant’s compensation withheld during the Purchase Period by the applicable purchase price.

The Restated Stock Purchase Plan includes provisions for changes in payroll deductions, withdrawal from participation and the effect of termination of employment.

Who is eligible to participate in the Restated Stock Purchase Plan?

You are eligible to participate in the Restated Stock Purchase Plan if:

- you are a regular employee of CBIZ, including executive and other officers who are employees and all employees of any participating subsidiaries, and
- you have completed 90 days of continuous employment with us and customarily work more than five months per calendar year and for more than 20 hours per week.

You may not participate in the Restated Stock Purchase Plan, however, if at the time of enrollment in a Purchase Period, you own, or would acquire through participation in the Restated Stock Purchase Plan, 5% or more of the combined voting power or value of our stock or the stock of any parent or subsidiary, whether directly or indirectly. The administrator of the Restated Stock Purchase Plan also may exclude from any Purchase Period certain “highly compensated employees” who have compensation above a certain level or who are officers subject to the disclosure requirements of section 16(a) of the Securities Exchange Act of 1934 (the “**Exchange Act**”).

How do I enroll in the Restated Stock Purchase Plan?

You may enroll in the Restated Stock Purchase Plan by registering at www.computershare.com/employee/us. Once you have registered on the site, follow the instructions for enrollment. Payroll deductions will begin as soon as administratively possible.

You may request additional information on enrollment or the prospectus by calling the CBIZ Employee Service Center at 1-877-227-4372 or downloading from the Employee Service Center website at www.cbizesc.com

You can also complete a subscription agreement (Election Form) and enclose a check or money order payable to “Computershare as Agent for CBIZ ESPP” in U.S. dollars, drawn on a U.S. bank, for the CBIZ common stock you are purchasing. You do not need to forward a copy of your Election Form to your Payroll Specialist for supplemental purchases of common stock by check or money order. Do not send cash.

If I decide not to enroll in the Restated Stock Purchase Plan right now, will I have another opportunity?

Yes. You may enroll before the start of any subsequent Purchase Period during which the Restated Stock Purchase Plan is in effect.

How much may I contribute?

You may authorize payroll deductions in whole dollar amounts of at least \$25 per Purchase Period for the purchase of CBIZ common stock. Once you have authorized payroll deductions, they will be deducted from your paycheck each pay period. Your payroll deductions are made on an after-tax basis, and will not reduce your taxable income.

You can also make one or more individual purchases directly through the plan administrator, without using the payroll deduction method, up to the total annual contribution limit of \$25,000 (including the 15% discount). Your combined purchases through individual purchases and payroll deductions cannot exceed \$25,000 (including the 15% discount) worth of shares during any calendar year. The value of purchased shares is based on the Fair Market Value of our common stock on the first day of the Purchase Period for such shares.

Will my contributions accrue interest?

No. Contributions held during a Purchase Period in your name under the Restated Stock Purchase Plan do not accrue any interest or earnings.

When are shares of CBIZ common stock purchased?

The shares of common stock are actually purchased only at the end of a Purchase Period, on the Expiration Date.

Can I increase or decrease my payroll withholding election?

Except as described below, once you have elected a payroll withholding amount, the periodic payroll deduction for that Purchase Period cannot be decreased or increased without terminating your enrollment for that Purchase Period. Nevertheless:

- You may make a single election during a Purchase Period to increase or decrease the rate of your payroll deductions during the Purchase Period without terminating your enrollment by properly completing and submitting a new Election Form.
- You may make a single election change during a Purchase Period to increase or decrease the rate of your payroll deductions without terminating your enrollment at www.computershare.com/employee/us. Follow instructions at the website to change your per paycheck election.

What price will I pay for shares of common stock?

The administrator of the Restated Stock Purchase Plan will determine the purchase price, which will not be less than 85% of the Fair Market Value of a share of CBIZ common stock on the last day of the Purchase Period. The Fair Market Value will generally be the closing price of the common stock on the day before the last day of the Purchase Period.

How many shares can I purchase?

The number of shares of our common stock you can purchase during a Purchase Period is determined by dividing the sum of permitted contributions made by you during the Purchase Period by the Fair Market Value of one share of common stock on the Expiration Date of the Purchase Period. However, no more than 5,000 shares of CBIZ common stock may be purchased by any employee during any Purchase Period.

The right to purchase shares is limited to \$25,000 (including the 15% discount) worth of common stock in any calendar year, determined using the Fair Market Value of such shares on the *first day* of the Purchase Period in which such shares are purchased. If your contributions exceed the amount necessary to purchase the maximum number of shares, excess contributions will be returned to you after the end of the applicable Purchase Period.

Within this limit, the number of shares purchased depends on the Fair Market Value of the common stock on the *last day* of the Purchase Period and the total amount of your contributions by the end of the Purchase Period. On the last day of the Purchase Period, your accumulated contributions will be used to purchase whole shares at the purchase price.

If the number of shares with respect to which purchase rights are to be exercised exceeds the number of shares available under the Restated Stock Purchase Plan, then the plan administrator will allocate the available shares pro rata to participants in as near a uniform manner as practical, and promptly refund to participants any remaining accumulated payroll deductions not applied to the purchase of shares of common stock.

When will I receive my purchased shares?

As soon as practicable after the last day of the Purchase Period, the shares will be delivered to you by providing you with a certificate, depositing the shares in a brokerage account established in your name or recording your ownership in a book entry account system for recording ownership of shares of common stock in lieu of issuing share certificates (“book entry share ownership account system”).

When do I have the rights of a stockholder?

You have no stockholder rights until a stock certificate for the shares is issued and delivered to you, deposited in a brokerage account in your name or recorded in the Company’s book entry share ownership account system.

May I withdraw from the Restated Stock Purchase Plan at any time?

Yes. If you wish to withdraw from the Restated Stock Purchase Plan, simply login at www.computershare.com/employee/us and take your per paycheck deduction to “0”. Your payroll deductions will stop as soon as administratively possible. Once you have withdrawn from the Restated Stock Purchase Plan, you may not rejoin the Restated Stock Purchase Plan until the next Purchase Period.

What happens if I am terminated from the Company?

If you are terminated for any reason, including retirement or death, before the last day of the Purchase Period, your purchase right will automatically terminate.

How does the Company use the funds from the Restated Stock Purchase Plan?

Funds received by the Company for the purchase of common stock under the Restated Stock Purchase Plan will be added to the Company's general funds and may be used for any corporate purpose.

Can the Restated Stock Purchase Plan be amended?

Yes, our board of directors may amend the Restated Stock Purchase Plan at any time, except that certain amendments will require stockholder approval.

Can my rights to purchase CBIZ common stock with payroll deductions be assigned to anyone else?

No. You may not assign your purchase right under the Restated Stock Purchase Plan to anyone else.

Are there any restrictions on the resale of the shares I acquire?

Shares purchased under the Restated Stock Purchase Plan may not be resold until they have been held for at least 12 months after the date of purchase, even if your employment is terminated. This restriction will be lifted upon any tender offer made by the Company for more than 15% of the Company's outstanding shares of common stock, or upon any "change in control" as defined in the Restated Stock Purchase Plan.

Certain officers and directors of the Company may be deemed to be "affiliates" of the Company under Rule 144(a) of the Securities Act of 1933, as amended. In addition to the 12-month holding period described above, the registered shares of CBIZ common stock acquired under the Restated Stock Purchase Plan by an affiliate may be reoffered or resold only in compliance with all applicable Rule 144 requirements.

Are there any actions which could result in forfeiture by me or a penalty to me under the Restated Stock Purchase Plan?

No. Common stock that you have acquired under the Restated Stock Purchase Plan will never be forfeited, and there are no penalties under the Plan. Your right to purchase common stock at the end of any Purchase Period will automatically terminate, however, if your employment with the Company is terminated for any reason.

FEDERAL INCOME TAX CONSEQUENCES

IRS Circular 230 Notice Requirement. *This communication is not given in the form of a covered opinion, within the meaning of Circular 230 issued by the United States Secretary of the Treasury. Thus, we are required to inform you that you cannot rely upon any tax advice contained in this communication for the purpose of avoiding United States federal tax penalties. In addition, any tax advice contained in this communication may not be used to promote, market or recommend a transaction to another party.*

The discussion below summarizes the federal income tax consequences of the grant and exercise of a right to acquire stock under an "employee stock purchase plan," as defined in section 423 of the Internal Revenue Code of 1986, as amended (referred to as the "**Code**"). It also summarizes the tax consequences of the subsequent sale or other disposition of shares acquired under such options. This summary is not intended to be exhaustive and may not cover all tax aspects of every situation.

The applicable rules are complex and may change, and income tax consequences may depend on an individual's particular circumstances. **CBIZ cannot provide you with tax advice regarding your participation in the Restated Stock Purchase Plan and is not providing such advice in this summary and prospectus. Each participant should therefore consult his or her own tax advisor concerning his or her participation in the Restated Stock Purchase Plan.** This prospectus does not describe state or local tax consequences or foreign tax consequences.

First Day of the Purchase Period

You are not taxed when you are granted a purchase right at the beginning of the Purchase Period.

Date of Purchase of Stock

You are not taxed when shares of common stock are purchased for you at the end of the Purchase Period, even though your purchase price may be at 85% of the Fair Market Value on the last day of the Purchase Period.

Date of Sale of Shares

If you sell your shares at least one year after the date of purchase *and* at least two years after the first day of the Purchase Period (the “*Statutory Holding Periods*”), then:

- When you sell the shares, you recognize taxable ordinary income in an amount equal to the lesser of the following:
 - (1) the amount by which the Fair Market Value of the shares on the Grant Date exceeds the purchase price for such shares calculated as if the shares had been purchased on the Grant Date, and
 - (2) the amount by which the amount realized for such shares on the date of the disposition exceeds your purchase price for such shares.

Any additional gain in excess of such amount is taxable as long-term capital gain.

- Any loss is treated as long-term capital loss, and there will be no ordinary income.

If you sell your shares before the end of the Statutory Holding Periods:

- When you sell the shares, the difference between the Fair Market Value of the shares on the last day of the Purchase Period and your purchase price is taxable as ordinary income.
- The difference between the amount you receive on the sale of the shares and the Fair Market Value of the shares on the last day of the Purchase Period is taxable as capital gain or loss.

Disposition Other than Sale, Including Death

If you give away or otherwise dispose of your shares before the end of the Statutory Holding Periods, the difference between your purchase price for the shares and their Fair Market Value on the date of purchase is taxable to you as ordinary income.

If you give away or otherwise dispose of the shares after the Statutory Holding Periods have elapsed (or at the time of your death—whenever occurring), you will recognize compensation in an amount equal to the lesser of the following:

- (1) the excess of the Fair Market Value of the shares at the Grant Date over the purchase price calculated as if the Grant Date had been the purchase date; or

- (2) the excess, if any, of the Fair Market Value on the disposition date over your purchase price for the shares.

Such amount is taxable as ordinary income, and any further gain is taxable as long-term capital gain.

Tax Consequences to the Company

If you sell your shares before the end of the Statutory Holding Periods, the Company will be entitled to a tax deduction corresponding to the ordinary income you recognize under the rules discussed above. For this reason, when you sell any shares you purchased under the Restated Stock Purchase Plan, *you must notify the Company in writing within 30 days of the sale.* In addition, if you are an officer of the Company or other insider, special reporting may be required under the securities laws for any stock transactions. The Company is not obligated to withhold any amount from your compensation for your tax obligations under the Restated Stock Purchase Plan.

Tax Consultation

Since tax implications of the Restated Stock Purchase Plan can be complex, we suggest that you contact your tax advisor with questions specific to your situation.

SECURITIES REPORTING BY INSIDERS

If you are an “insider” (a major stockholder who owns more than 10% of the Company’s shares, a director or an executive officer in charge of a major business function) you are required to file a Form 4 reporting stock option grants and exercises within two business days after the transaction. However, with respect to sales or other transactions involving shares acquired under the Plan, all executive officers are advised to consult with our legal counsel and with their own personal advisors regarding restrictions, reporting and short-swing profit liability prior to the sale of any shares of common stock acquired under the Plan.

INCORPORATION OF DOCUMENTS BY REFERENCE

We filed a registration statement with the SEC with respect to the shares of common stock issuable pursuant to the Restated Stock Purchase Plan on August 10, 2011. The SEC allows us to incorporate by reference the information we file with the SEC, which means that we can disclose important information to you simply by referring you to those documents. The following documents and information heretofore filed by the Company with the SEC (other than the information furnished pursuant to Items 2.02 or 7.01 of Form 8-K) are hereby incorporated by reference and deemed a part of this prospectus:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed with the SEC on February 26, 2020; and
- The description of our common stock contained in our Registration Statement on Form 8-A, as filed with the SEC on July 26, 2006, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, unless otherwise stated therein) after the date of this prospectus and before the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this prospectus and to be part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, as the case may be, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

AVAILABILITY OF ADDITIONAL INFORMATION

CBIZ files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission (SEC). You may read and copy any such reports, statements or other information that we file, at the SEC's Public Reference Room at 100 F Street N.E. , Washington DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our filings are also available from the New York Stock Exchange, from commercial document retrieval services and from the Internet site maintained by the SEC at <http://www.sec.gov>.

We will provide without charge to any participant, upon written or oral request, (1) a copy of any and all of the information that has been or may be incorporated by reference in this prospectus (but not exhibits to such documents, unless specifically incorporated by reference in such documents), and (2) a copy of any other documents required to be delivered to participants under the Restated Stock Incentive Plan pursuant to Rule 428(b) under the Securities Act, including our annual report to stockholders, proxy statement, and other communications distributed to our stockholders generally. Direct your inquiries and requests for copies to CBIZ, Inc., 6050 Oak Tree Boulevard South, Suite 500, Cleveland, OH 44131, Attention: Corporate Secretary (telephone: (216) 447-9000). Information about CBIZ is also available at CBIZ's Internet site at <http://inside.cbiz.com>.

You should rely only on the information incorporated by reference or provided in this prospectus or any supplements. We have not authorized anyone to give you different information. You should not assume that the information incorporated by reference or provided in this prospectus or any supplements is accurate as of any date other than the date on the front of this document.