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**THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS COVERING SECURITIES  
THAT HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933**

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**CBIZ, INC.**

**COMMON STOCK**  
**(par value \$0.01 per share)**

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**PLAN SUMMARY AND PROSPECTUS**

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**OFFERED PURSUANT TO THE  
CBIZ, INC.  
2007 EMPLOYEE STOCK PURCHASE PLAN**

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This prospectus contains information about the CBIZ, Inc. 2007 Employee 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. Our common stock is traded 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).

*These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any contrary representation is a criminal offense.*

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The date of this prospectus is August 16, 2007

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## INTRODUCTION

This prospectus contains information about us and the Stock Purchase Plan but does not contain all the information set forth in the Registration Statement on Form S-8 for the Stock Purchase Plan. Before enrolling in the Plan, read this prospectus carefully.

CBIZ provides professional business services that help clients manage their finances, employees and technology. 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 Toronto, Canada. CBIZ delivers its integrated services through four practice groups: Financial Services, Employee Services, National Practices and CBIZ Medical Management Professionals. CBIZ employs approximately 5,200 people. CBIZ's principal executive offices are located at 6050 Oak Tree Boulevard, South, Suite 500, Cleveland, Ohio 44131 (telephone: (216) 447-9000).

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

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

### ***What is the Stock Purchase Plan?***

The CBIZ, Inc. 2007 Employee Stock Purchase Plan provides you with the opportunity to acquire shares of CBIZ common stock from us at a discounted price.

The 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 Stock Purchase Plan is not a qualified deferred compensation plan under Section 401(a) of the Internal Revenue Code of 1986, and is not subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Stock Purchase Plan will continue until June 30, 2012, unless terminated sooner by the board of directors. We have reserved a total of 1,000,000 shares of our common stock for issuance under the Stock Purchase Plan. The shares may be common stock held by us in treasury or common stock that we have purchased on the open market.

### ***How does the Stock Purchase Plan work?***

Shares of our common stock are offered under the Stock Purchase Plan through a series of consecutive offering periods, each with a maximum duration of 27 months (each, a "*Purchase Period*"). 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 is 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 last day of each Purchase Period.

Any individual who is an Eligible Employee 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 in no event will the purchase price be less than 85% of the "*Fair Market Value*" of our common stock on the purchase date. The Fair Market Value is equal to the closing per share sales price of our stock on any national securities exchange listing our common 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 Stock Purchase Plan, but the plan administrator reserves the right to limit the maximum amount of stock an Eligible Employee may purchase. Purchases may also be made by sending a subscription agreement and a check or money order to Compushare, 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 Stock Purchase Plan includes provisions for changes in payroll deductions, withdrawal from participation and the effect of termination of employment.

### ***Who is eligible?***

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

- you are an employee of ours, 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 Stock Purchase Plan, however, if at the time of enrollment in a Purchase Period, you own, or would acquire through participation in the 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.

***How do I enroll in the Stock Purchase Plan?***

You may enroll in the Stock Purchase Plan by printing and completing a subscription agreement in the form of an Election Form, posted at the Employee Service Center website ([www.cbizesc.com](http://www.cbizesc.com)) and submitting it to your Payroll Specialist. Payroll deductions will begin as soon as administratively possible after receipt of a completed Election Form. .

You may request additional information on enrollment or the prospectus by calling the CBIZ Employee Service Center (the “ESC”) at 1-877-227-4372 or downloading from the ESC website at [www.cbizesc.com](http://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 right now, will I have another opportunity?***

Yes. You may enroll before the start of any subsequent Purchase Period during which the 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 contribution limit of \$25,000. Your combined purchases through individual purchases and payroll deductions can not exceed \$25,000 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 Stock Purchase Plan do not accrue any interest or earnings.

***Will I own a share of CBIZ common stock as soon as its cost has been deducted from my compensation?***

No. The shares of common stock are actually purchased only once a month at the end of the Purchase Period.

***Can I increase or decrease my payroll withholding obligation?***

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.
- The plan administrator may permit a supplemental purchase of common stock on the Expiration Date through payment by check or money order.

***What price will I pay?***

The plan administrator will determine the purchase price, which shall 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 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.

The right to purchase shares is limited to \$25,000 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. Fractional share purchases are not permitted.

If the number of shares with respect to which purchase rights are to be exercised exceeds the number of shares available under the Stock Purchase Plan, then the available shares will be allocated among the participants on a pro rata basis.

***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 or depositing the shares in a brokerage account established in your name.

***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 or deposited in a brokerage account in your name.

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

Yes. If you wish to withdraw from the Stock Purchase Plan, simply notify the plan administrator in writing at any time up to five business days before the last day of the Purchase Period. Your payroll deductions will stop, and any payroll deductions already collected for the Purchase Period will be refunded to you without interest. *Once you have withdrawn from the Stock Purchase Plan, you may not rejoin the 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 and all of your payroll deductions for the Purchase Period will be refunded to you (or to your estate in the event of your death) without interest.

***How is the Stock Purchase Plan Administered?***

The board of directors of the Company or a designated committee of the board of directors will administer the Stock Purchase Plan at the Company's expense. We currently expect the board of directors to delegate administration of the Stock Purchase Plan to the compensation committee of the board of directors. The plan administrator will interpret the Stock Purchase Plan and may adopt rules for carrying out the Stock Purchase Plan.

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

All questions of interpretation or application of the Stock Purchase Plan are determined by the plan administrator, whose decisions are final and binding upon all participants.

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 Stock Purchase Plan.

You can obtain additional information about the 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 does the Company use the funds from the Stock Purchase Plan?***

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

***Can the Stock Purchase Plan be amended?***

Yes, our board of directors may amend the Stock Purchase Plan, 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 Stock Purchase Plan to anyone else.

***What restrictions might apply to the resale of the shares I acquire?***

Shares purchased under the Stock Purchase Plan may not be resold until they have been held for at least one year after the date of purchase. 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 Stock Purchase Plan.

In addition, certain officers and directors of the Company may be deemed to be "affiliates" of the Company as that term is defined in Rule 144(a) of the Securities Act. The registered shares of CBIZ common stock acquired under the Stock Purchase Plan by an affiliate may only be reoffered or resold in compliance with all of Rule 144 requirements, other than the one-year holding period requirement.

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

No. Common stock that you have acquired under the 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.

**EMPLOYEE STOCK PURCHASE PLAN TAX IMPLICATIONS**

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.

***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:

- At the time you sell the shares (or at the time of your death—whenever occurring), you will recognize taxable income in an amount equal to the lesser of: (a) the excess of the fair market value of the shares at the Grant Date over the discounted price calculated as if the Grant Date had been the purchase date; or (b) (if the fair market value of the shares at the time you sell the shares is less than the fair market value of the shares at the Grant Date) the excess of the sale price over the purchase price. Such amount is taxable as ordinary income, and any further gain 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:

- At the time you sell the shares, the difference between your purchase price and the Fair Market Value of the shares on the date of purchase is taxable as ordinary income (even if the Fair Market Value on the date of sale is less than the Fair Market Value on the date of purchase).
- The difference between the amount you receive on the sale of the shares and the Fair Market Value of the shares on the date of purchase is taxable as capital gain or loss.

***Tax Deduction by the Company***

If you sell your shares before the end of the Statutory Holding Periods, the Company is 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 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. At any time, the Company may, but will not be obligated to, withhold from your compensation the amount necessary for the Company to meet applicable withholding obligations.



### ***Disposition Other than Sale***

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, you will recognize compensation in an amount equal to the lesser of: (a) the excess of the Fair Market Value of the shares at the Grant Date over the discounted price calculated as if the Grant Date had been the purchase date; or (b) if the Fair Market Value of the shares at the time you sell the shares is less than the Fair Market Value of the shares at the Grant Date, the excess of the sale price over the purchase price. Such amount is taxable as ordinary income, and any further gain is taxable as long-term capital gain.

### ***Tax Consultation***

Since tax implications of the 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 share owner who owns more than 10 percent of the Company’s shares, director or 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.

## **AVAILABILITY OF ADDITIONAL INFORMATION**

CBIZ files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission (which we refer to as the “*Commission*”). You may read and copy any such reports, statements or other information that we file, at the Commission’s Public Reference Room at 100 F Street N.E., Washington DC 20549. Please call the Commission 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 Commission at <http://www.sec.gov>.

CBIZ will provide, without charge, a copy of any or all of the documents incorporated by reference in this prospectus (but not exhibits to such documents, unless specifically incorporated by reference in such documents). Direct your inquiries and requests for copies for CBIZ Corporate Investor Communications, 6050 Oak Tree Boulevard, South, Suite 500, Cleveland, OH 44131 (telephone: (216) 447-9000). Information about CBIZ is also available at CBIZ’s Internet site at <http://inside.cbiz.com>

## **INCORPORATION OF DOCUMENTS BY REFERENCE**

We filed a registration statement with the Commission with respect to the shares of common stock issuable pursuant to the Stock Purchase Plan on August 16, 2007. The Commission allows us to incorporate by reference the information we file with the Commission, 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 Commission (other than the information furnished pursuant to Item 2.02 on Form 8-K) are hereby incorporated by reference and deemed a part of this prospectus:

- Our Annual Report on Form 10-K for the year ended December 31, 2006, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”);
- Our Quarterly Reports on Form 10-Q for the period ended March 31, 2007, as filed with the Commission on May 10, 2007, and for the period ended June 30, 2007, as filed with the Commission on August 9, 2007;

- Our Current Reports on Form 8-K, as filed with the Commission on March 23, 2007, May 9, 2007, May 16, 2007, and August 10, 2007; and
- The description of our Common Stock contained in our Registration Statement on Form 8-A, as filed with the Commission on July 26, 2006, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act 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.