

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No.    )**

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Pursuant to §240.14a-12

**BARRETT BUSINESS SERVICES, INC.**

(Name of registrant as specified in its charter)

ESTATE OF WILLIAM W. SHERERTZ  
KIMBERLY J. JACOBSEN SHERERTZ  
CHARLES M. GILLMAN

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Headline: BBSI Shareholder Group Concerned about Employee Change in Control Agreements

Vancouver, Washington – A shareholder group that includes Kimberly J. Jacobsen Sherertz, the estate of her late husband William Sherertz, and others commented today that in its opinion, the Change in Control Agreements of executive management at Barrett Business Services, Inc. (“BBSI”) need to be revised to conform with industry standards and best practices, for the mutual benefit of BBSI’s management, its board, and shareholders. In particular, industry norms need to be adhered to in terms of the cause of a change in control and the length of the “golden parachute,” which is currently three years in the agreements. The shareholder group believes change in control agreements are useful when they have value for management and shareholders. A reputable industry compensation consultant should advise BBSI regarding these agreements, and changes should be approved by BBSI shareholders. “Say on pay” by shareholders is an important method of ensuring alignment between a company and its shareholders. If these agreements are not modified in accordance with the shareholder group’s views and approved by shareholders, the group’s anticipated slate of directors, if elected, would plan to review the existing agreements and consider all of its alternatives with respect to them.

THE PARTICIPANTS IN THE SOLICITATION AND THEIR DIRECT OR INDIRECT INTERESTS ARE: DIRECT OWNERSHIP BY THE ESTATE OF WILLIAM W. SHERERTZ OF 2,538,429 SHARES OF COMMON STOCK INCLUDING OPTIONS TO PURCHASE 102,697 SHARES (APPROXIMATELY 25.66% OF BBSI’S COMMON STOCK); DIRECT OWNERSHIP BY MS. KIMBERLY J. JACOBSEN SHERERTZ OF 55,349 SHARES OF COMMON STOCK, INCLUDING 40,349 SHARES HELD ON BEHALF OF HER MINOR CHILDREN (APPROXIMATELY 0.56%); DEEMED BENEFICIAL OWNERSHIP OF THE ESTATE’S HOLDINGS BY MS. SHERERTZ AS ITS SOLE PERSONAL REPRESENTATIVE IN POSSESSION OF SOLE VOTING AND INVESTMENT POWER FOR THE COMMON STOCK HELD BY IT; DEEMED BENEFICIAL OWNERSHIP BY MS. SHERERTZ OF 2,593,778 SHARES OF THE COMMON STOCK (APPROXIMATELY 26.22%); NO DIRECT OWNERSHIP BY MR. CHARLES M. GILLMAN BUT POTENTIAL DEEMED BENEFICIAL OWNERSHIP OF THE COMMON STOCK BENEFICIALLY OWNED BY MS. SHERERTZ AND THE ESTATE (WHICH OWNERSHIP IS EXPRESSLY DISCLAIMED). WHEN A PROXY STATEMENT IS COMPLETED AND FILED, BBSI SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION, AND SECURITY HOLDERS SHOULD RELY ON SUCH PROXY STATEMENT AND NOT ON THIS RELEASE. THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS RELATED TO SOLICITATION OF PROXIES WILL BE AVAILABLE FOR NO CHARGE AT THE SEC’S WEBSITE, [WWW.SEC.GOV](http://WWW.SEC.GOV).

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