

Paylocity Holding Corp  
Form 4  
August 19, 2015

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Beauchamp Steven R

(Last) (First) (Middle)

C/O 3850 N. WILKE ROAD

(Street)

ARLINGTON HEIGHTS, IL 60004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Paylocity Holding Corp [PCTY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/17/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.001	08/17/2015		A		70,000 (1)	A	\$ 0 2,656,859 D
Common Stock, par value \$0.001	08/17/2015		A		54,600 (2)	A	\$ 0 2,711,459 D
Common Stock, par value \$0.001	08/17/2015		S		40,000 (3)	D	\$ 34.07 (4) 2,671,459 D

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Common  
 Stock, par  
 value 08/18/2015 F 3,787 D \$ 35.28 2,667,672 D  
 \$0.001

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.28	08/17/2015		A	53,000	08/17/2016 <sup>(5)</sup> 08/17/2025	Common Stock	53,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beauchamp Steven R C/O 3850 N. WILKE ROAD ARLINGTON HEIGHTS, IL 60004			President and CEO	

## Signatures

/s/ Scott Mayhew, attorney-in-fact to Steven R. Beauchamp  
 08/19/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Reflects the grant of restricted stock units (RSUs) that will entitle Reporting Person to receive one (1) share of Common Stock per RSU.

- (1) The RSU will vest annually in four equal installments beginning on August 17, 2016. The grant will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.

Reflects the grant of restricted stock units (RSUs) that will entitle Reporting Person to receive one (1) share of Common Stock per RSU.

- (2) The RSUs vest 50% following fiscal year 2018 and 50% following fiscal year 2019, with the ultimate amount vested dependent upon the attainment of certain performance benchmarks. The grant will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.
- (3) The transaction indicated was conducted under an approved 10b5-1 Plan adopted by the reporting person on March 12, 2015

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.10 to \$34.94 inclusive. The reporting person undertakes to provide to Paylocity Holding Corporation, any security holder of Paylocity Holding Corporation, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4.

- (4) Holding Corporation, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4.
- (5) The option is exercisable with respect to 13,250 shares on August 17, 2016, with an additional 13,250 shares exercisable on August 17th of each subsequent year until all option shares are exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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