Paylocity Holding Corp Form 4 August 19, 2015

# FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

(Print or Type Responses)

1(b).

See Instruction

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

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First)

C/O 3850 N. WILKE ROAD

(Middle)

Paylocity Holding Corp [PCTY]

2. Issuer Name and Ticker or Trading

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

08/17/2015

(Check all applicable)

Director Officer (give title below)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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response...

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burden hours per

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

President and CEO

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### ARLINGTON HEIGHTS, IL 60004

(Street)

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
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 ( <u>3)</u>	D	\$ 34.07 (4)	2,671,459	D	

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Common

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

\$0.001

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 35.28	08/17/2015		A	53,000	08/17/2016 <u>(5)</u>	08/17/2025	Common Stock	53,0

# **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. 08/19/2015 Beauchamp

> \*\*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).

Reporting Owners 2

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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.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.