

Smith Bradley Scott  
 Form 4  
 September 26, 2018

**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 \*  
 Smith Bradley Scott

(Last) (First) (Middle)

7501 W. MEMORIAL ROAD

(Street)

OKLAHOMA CITY, OK 73142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Paycom Software, Inc. [PAYC]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/24/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/07/2018                           |  | G V                            | Amount 1,134 (1) D Price \$ 0                                     | 22,194 (2)  | D  |   |

|              |            |  |     |                               |        |   |  |
|--------------|------------|--|-----|-------------------------------|--------|---|--|
| Common Stock | 08/07/2018 |  | G V | Amount 1,134 (1) A Price \$ 0 | 30,794 | I |  |
|--------------|------------|--|-----|-------------------------------|--------|---|--|

By  
 Bradley  
 Scott  
 Smith  
 Revocable  
 Trust,  
 dated  
 October  
 30, 2017  
 (3)

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|              |            |   |                     |   |                              |        |   |  |
|--------------|------------|---|---------------------|---|------------------------------|--------|---|--|
| Common Stock | 09/24/2018 | S | 100 <sup>(4)</sup>  | D | \$ 151.04                    | 30,694 | I | By<br>Bradley<br>Scott<br>Smith<br>Revocable<br>Trust,<br>dated<br>October<br>30, 2017<br><u>(3)</u> |
| Common Stock | 09/24/2018 | S | 200 <sup>(4)</sup>  | D | \$ 152.855<br><u>(5)</u>     | 30,494 | I | By<br>Bradley<br>Scott<br>Smith<br>Revocable<br>Trust,<br>dated<br>October<br>30, 2017<br><u>(3)</u> |
| Common Stock | 09/24/2018 | S | 1,097<br><u>(4)</u> | D | \$<br>154.4153<br><u>(6)</u> | 29,397 | I | By<br>Bradley<br>Scott<br>Smith<br>Revocable<br>Trust,<br>dated<br>October<br>30, 2017<br><u>(3)</u> |
| Common Stock | 09/24/2018 | S | 3,803<br><u>(4)</u> | D | \$<br>155.0187<br><u>(7)</u> | 25,594 | I | By<br>Bradley<br>Scott<br>Smith<br>Revocable<br>Trust,<br>dated<br>October<br>30, 2017<br><u>(3)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

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

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| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Smith Bradley Scott<br>7501 W. MEMORIAL ROAD<br>OKLAHOMA CITY, OK 73142 |               |           | Chief Information Officer |       |

**Signatures**

/s/ Bradley Scott Smith                      09/25/2018

\*\*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).
- (1) The reporting person transferred these shares pursuant to a gift to Bradley Scott Smith Revocable Trust, dated October 30, 2017 (the "Bradley Scott Smith Revocable Trust"). See footnote (3) below for additional information regarding the Bradley Scott Smith Revocable Trust.
- (2) Includes 21,592 unvested shares of restricted stock.
- (3) The Bradley Scott Smith Revocable Trust is a revocable trust for the benefit of the reporting person, his spouse, and his children. The reporting person is the trustor and, with his spouse, a co-trustee of the Bradley Scott Smith Revocable Trust. Accordingly, the reporting person reports beneficial ownership of all of the shares of Paycom Software, Inc.'s (the "Issuer") common stock held by the Bradley Scott Smith Revocable Trust but disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.
- (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2018.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.37 to \$153.34, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.66 to \$154.63, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.675 to (7) \$155.50, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.