

Haske Michael R
 Form 4
 August 17, 2017

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 *
 Haske Michael 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)
 08/15/2017

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 COO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.001	08/15/2017		A		42,000 ⁽¹⁾	A	\$ 0 1,228,860 D
Common Stock, par value \$0.001	08/15/2017		A		21,000 ⁽²⁾	A	\$ 0 1,249,860 D
Common Stock, par value \$0.001	08/15/2017		S		4,200 ⁽³⁾	D	\$ 45.06 ⁽⁴⁾ 1,245,660 D

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Common
 Stock, par value \$0.001
 08/15/2017
 S 7,200 (3) D 45.91 (5) 1,238,460 D

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
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Reporting Owners

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

Signatures

/s/ Scott Mayhew, attorney-in-fact to Michael R. Haske
 08/17/2017
 **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).
 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 RSUs will vest annually in four equal installments beginning on August 15, 2018. The grant will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.

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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.

- (2) The RSUs vest 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 August 22, 2016.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.59 to \$45.55 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 footnotes 4 and 5 of this Form 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 footnotes 4 and 5 of this Form 4.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.60 to \$46.20, inclusive.

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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