

Haske Michael R
Form 4
August 17, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 1400 AMERICAN LANE

(Street)

SCHAUMBURG, IL 60173

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2018

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 (D) Price | | |
| Common Stock, par value \$0.001 | 08/15/2018 | | A | | 33,080 (1) | A | \$ 0 1,010,693 D |
| Common Stock, par value \$0.001 | 08/15/2018 | | A | | 14,345 (2) | A | \$ 0 1,025,038 D |
| Common Stock, par value \$0.001 | 08/15/2018 | | F | | 4,652 | D | \$ 67 1,020,386 D |

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| | | | | | | | |
|---------------------------------|------------|---|---------------|---|-----------------|-----------|---|
| Common Stock, par value \$0.001 | 08/15/2018 | S | 17,358 (3) | D | \$ 65.74 (4) | 1,003,028 | D |
| Common Stock, par value \$0.001 | 08/15/2018 | S | 12,061 (3) | D | \$ 66.26 (5) | 990,967 | D |
| Common Stock, par value \$0.001 | 08/15/2018 | S | 81 (3) | D | \$ 67.35 | 990,886 | D |
| Common Stock, par value \$0.001 | 08/16/2018 | S | 800 (3) | D | \$ 65.67 (6) | 990,086 | D |
| Common Stock, par value \$0.001 | 08/16/2018 | S | 5,705 (3) | D | \$ 66.64 (7) | 984,381 | D |
| Common Stock, par value \$0.001 | 08/16/2018 | S | 21,495 (3) | D | \$ 67.63 (8) | 962,886 | D |

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.

SEC 1474
(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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Haske Michael R C/O 1400 AMERICAN LANE SCHAUMBURG, IL 60173 | | | President and COO | |

Signatures

/s/ Scott Mayhew, attorney-in-fact to Michael R.
Haske 08/17/2018

__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).
 - 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, 2019. 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 following fiscal year 2020 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 16, 2017.
 - (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.09 to \$66.09, 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.
 - (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.10 to \$67.09, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.01 to \$65.93, 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 6, 7 and 8 of this Form 4.
 - (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.13 to \$67.03, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.16 to \$67.94, inclusive.

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.