

Paylocity Holding Corp
Form 4
December 01, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGrail Peter J

(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)
11/27/2015

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 ____ Other (specify
below) below)

Chief Financial 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	11/27/2015 ⁽¹⁾		M		41,164	A	\$ 1.31 120,714
Common Stock, par value \$0.001	11/27/2015 ⁽¹⁾		M		6,715	A	\$ 1.31 127,429
Common Stock, par value \$0.001	11/27/2015 ⁽¹⁾		F ⁽²⁾		22,695	D	\$ 44.02 104,734

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Common Stock, par value \$0.001	11/30/2015	S	25,184	D	\$ 43.87 (3)	79,550	D
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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 1.31	11/27/2015 ⁽¹⁾		M	41,164	06/21/2011 06/21/2020	Common Stock, par value \$0.001 41
Non-Qualified Stock Option (right to buy)	\$ 1.31	11/27/2015 ⁽¹⁾		M	6,715	06/21/2012 06/21/2020	Common Stock, par value \$0.001 6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGrail Peter J C/O 3850 N. WILKE ROAD ARLINGTON HEIGHTS, IL 60004			Chief Financial Officer	

Signatures

/s/ Scott Mayhew, attorney-in-fact to Peter McGrail

11/27/2015

____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).

(1) The exercise occurred after the close of trading on November 27, 2015.

(2) After the close of trading on November 27, 2015, Mr. McGrail exercised 47,879 Employee Stock Options and, under the net settlement provisions of the stock options, 22,695 shares of common stock were withheld in payment of the exercise price and related taxes.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.61 to \$44.17 inclusive. The reporting person undertakes to provide to Paylocity Holding Corporation, any security holder of Paylocity

(3) 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 3.

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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