

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Williams Toby J.</u> (Last) (First) (Middle) <u>C/O 1400 AMERICAN LANE</u> (Street) <u>SCHAUMBURG IL 60173</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Paylocity Holding Corp [PCTY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	08/15/2024		A		49,338 ⁽¹⁾	A	\$0	148,939	D	
Common Stock, par value \$0.001	08/15/2024		F		1,800	D	\$151.43	147,139	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Market Stock Units ⁽²⁾	\$0	08/15/2024		A		16,775 ⁽³⁾		(4)	(5)	Common Stock, par value \$0.001	16,775	\$0	16,775	D	

Explanation of Responses:

- Reflects the grant of restricted stock units (RSUs) that will entitle Reporting Person to receive one (1) share of Common Stock per RSU. The RSUs will vest over four years beginning on the date of grant at a rate of 6.25% vesting every three months. The grant will be settled pursuant to the terms of the Issuer's 2023 Equity Incentive Plan.
- Each market stock unit (MSU) represents the contingent right to receive one (1) share of Issuer common stock.
- Reflects the grant of a target number MSUs subject to the award as presented in the table. The number of MSUs that ultimately vest may be 0%-200% of this number, depending upon the achievement by the Issuer of certain total shareholder return objectives.
- The MSUs have four separate performance periods, which begin August 31, 2024 and end November 30, 2026, February 28, 2027, May 31, 2027 and August 31, 2027, respectively. Twenty five percent (25%) of the total award may be earned after the end of each performance period and, to the extent earned, will vest quarterly.
- Market stock units do not expire; they either vest or are canceled prior to or upon the vesting date.

Remarks:

/s/ Kris Kang, attorney-in-fact to Toby J. Williams 08/19/2024

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.