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

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**FORM S-1**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Paylocity Holding Corporation**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**7372**  
(Primary Standard Industrial  
Classification Code Number)

**46-4066644**  
(I.R.S. Employer  
Identification No.)

**3850 N. Wilke Road**  
**Arlington Heights, Illinois 60004**  
**(847) 463-3200**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

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**Steven R. Beauchamp**  
**President and Chief Executive Officer**  
**3850 N. Wilke Road**  
**Arlington Heights, Illinois 60004**  
**(847) 463-3200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**John J. Gilluly III, P.C.**  
**Anna M. Denton**  
**DLA Piper LLP (US)**  
**401 Congress Avenue, Suite 2500**  
**Austin, Texas 78701**  
**(512) 457-7000**

**Christopher J. Austin**  
**Stephen C. Ashley**  
**Orrick, Herrington & Sutcliffe LLP**  
**51 West 52nd Street**  
**New York, NY 10019-6142**  
**(212) 506-5000**

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**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-200448

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(do not check if a  
smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

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Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$0.001	690,000	\$27.29	\$18,830,100	\$2,189

- (1) Represents only the additional number of shares being registered and includes 90,000 additional shares of common stock issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the registration statement on Form S-1, as amended (File No. 333-200448).
- (2) Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the registrant's common stock as reported on the NASDAQ Global Select Market on December 10, 2014, which is within five business days of the filing of this registration statement. The registrant previously registered securities at an aggregate offering price not to exceed \$121,854,000 on a Registration Statement on Form S-1 (File No. 333-200448), which was declared effective by the Securities and Exchange Commission on December 11, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$18,830,100 is hereby registered.

***The registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.***

## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Paylocity Holding Corporation ("Registrant") is filing this registration statement with the Securities and Exchange Commission ("Commission"). This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-200448) ("Prior Registration Statement"), and which the Commission declared effective on December 11, 2014.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock to be registered for sale by the selling stockholders by 690,000 shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference in this filing.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington Heights, Illinois on the 11th day of December, 2014.

PAYLOCITY HOLDING CORPORATION

By: /s/ STEVEN R. BEAUCHAMP

Steven R. Beauchamp  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ STEVEN R. BEAUCHAMP</u> Steven R. Beauchamp	President and Chief Executive Officer (Principal Executive Officer) and Director	December 11, 2014
<u>/s/ PETER J. MCGRAIL</u> Peter J. McGrail	Chief Financial Officer (Principal Financial and Accounting Officer)	December 11, 2014
<u>*</u> Jeffrey T. Diehl	Director	December 11, 2014
<u>*</u> Mark H. Mishler	Director	December 11, 2014
<u>*</u> Andres D. Reiner	Director	December 11, 2014
<u>*</u> Steven I. Sarowitz	Chairman	December 11, 2014
<u>*</u> Ronald V. Waters, III	Director	December 11, 2014

\*By: /s/ PETER J. MCGRAIL

Peter J. McGrail  
Attorney-in-Fact

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of KPMG, LLP, Independent Registered Public Accounting Firm.
23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).
24.1	Power of Attorney (see page II-6 to the original filing of the Registration Statement on Form S-1 (File No. 333-200448)).

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[EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE](#)

[SIGNATURES](#)

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**DLA Piper LLP (US)**  
401 Congress Avenue, Suite 2500  
Austin, Texas 78701-3799  
www.dlapiper.com  
T 512.457.7000  
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December 11, 2014

Paylocity Holding Corporation  
3850 N. Wilke Road  
Arlington Heights, Illinois 60004

**Re: Registration Statement on Form S-1**

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the "**Registration Statement**") filed by Paylocity Holding Corporation, a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "**Act**") in connection with the registration under the Act of 690,000 shares of the Company's common stock, \$0.001 par value per share (including shares issuable upon exercise of an option granted to the underwriters by certain selling stockholders) (the "**Shares**") held by certain selling stockholders (the "**Selling Stockholders**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-200448) (the "**Prior Registration Statement**"), which was declared effective on December 11, 2014, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Registration Statement, to be entered into by and among the Company, the Selling Stockholders and the underwriters.

We have acted as counsel to the Company in connection with the proposed issuance and sale of the Shares. This opinion is being furnished in accordance with the registration requirements of Item 16(a) of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

As the basis for the opinions hereinafter expressed, we have examined: (i) originals, or copies certified or otherwise identified, of (a) the Registration Statement and the Prior Registration Statement; (b) the Amended and Restated Certificate of Incorporation of the Company; (c) the Amended and Restated Bylaws of the Company; (d) certain resolutions of the Board of Directors of the Company; and (e) such other instruments and documents as we have deemed necessary or advisable for the purposes of this opinion; and (ii) such statutes, including the Delaware General Corporation Law, and regulations as we have deemed necessary or advisable for the purposes of this opinion. We have not independently verified any factual matter relating to this opinion.

We express no opinion other than as to the federal laws of the United States of America and the Delaware General Corporation Law (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

On the basis of the foregoing, we are of the opinion that the Shares have been validly issued and are fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement. In giving our consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

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QuickLinks

[Exhibit 5.1](#)



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Paylocity Holding Corporation:

We consent to the use of our report dated August 22, 2014, with respect to the consolidated balance sheets of Paylocity Holding Corporation as of June 30, 2013 and 2014, and the related consolidated statements of operations, changes in redeemable convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended June 30, 2014, incorporated by reference herein, and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Chicago, Illinois  
December 11, 2014

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[Exhibit 23.1](#)