| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 |
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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

| 1. Name and Address of Reporting Person [*] Haske Michael R | 2. Issuer Name and Ticker or Trading Symbol Paylocity Holding Corp [PCTY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
|---|--|---|--|--|--|--|
| (Last) (First) (Middle) C/O 1400 AMERICAN LANE | 3. Date of Earliest Transaction (Month/Day/Year) 07/08/2022 | X below) Chief Operating Officer | | | | |
| (Street) SCHAUMBURG IL 60173 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | <u> </u> | | | | |

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. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|------------------------------|---|-------------------------------------|---------------|---|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (|
| Common Stock, par value \$0.001 | 07/08/2022 | | М | | 60,000 ⁽¹⁾ | A | \$4.88 | 835,885 | D | |
| Common Stock, par value \$0.001 | 07/08/2022 | | F | | 26,645 | D | \$200 | 809,240 | D | |
| Common Stock, par value \$0.001 | 07/08/2022 | | S | | 33,355 ⁽¹⁾ | D | \$200 | 775,885 | 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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/) | ate | 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 | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$4.88 | 07/08/2022 | | М | | | 60,000 | 07/01/2013 | 08/21/2022 | Common Stock, par value \$0.001 | 60,000 | \$4.88 | 0 | D | |

Explanation of Responses:

1. The transaction indicated was conducted under an approved 10b5-1 Plan adopted by the reporting person on December 6, 2021.

Remarks:

/s/ Kris Kang, attorney-in-fact 07/12/2022 to Michael R. Haske

** 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.