

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) <p style="text-align: center;"><b>President and Co-CEO</b></p>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/07/2023</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	09/07/2023		M		8,679 <sup>(1)</sup>	A	\$0	127,639	D	
Common Stock, par value \$0.001	09/07/2023		F		4,188	D	\$201.5	123,451	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					
Market Stock Units	\$0	09/07/2023		M			7,232 <sup>(2)</sup>	(3)	(4)	Common Stock, par value \$0.001	\$0	0	D	

**Explanation of Responses:**

- Represents shares of Issuer Common Stock issued upon the settlement of Market Stock Units granted on August 14, 2020, based on the achievement by the Issuer of certain total shareholder return objectives over the three-year performance period ending August 31, 2023.
- Each Market Stock Unit entitles the Reporting Person to a payout of shares of Issuer Common Stock equal to between 0% and 200% of such Market Stock Unit depending on the relative performance of the total shareholder return of Issuer Common Stock compared with that of a peer group over a three-year performance period ending August 31, 2023.
- The Market Stock Units vested upon determination by the Compensation Committee of the level of achievement of the performance criteria.
- 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 09/11/2023

\*\* 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.