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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

PAYLOCITY HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

1400 American Lane
Schaumburg, Illinois 60173

(Address of Principal Executive Offices, including Zip Code)

Amended and Restated 2023 Equity Incentive Plan
(Full title of the plan)

Ryan Glenn
Chief Financial Officer
1400 American Lane
Schaumburg, Illinois 60173
(Name and address of agent for service)

(847) 463-3200
(Telephone number, including area code, of agent for service)

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 ("Registration Statement") is being filed for the purpose of registering an additional 444,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of Paylocity Holding Corporation (the "Company" or "Registrant") reserved for issuance under the Registrant's Amended and Restated 2023 Equity Incentive Plan (the "Plan"). These additional shares of Common Stock are additional securities of the same class as other securities for which an original registration statement (File No. 333-275800) on Form S-8 was filed with the U.S. Securities and Exchange Commission (the "Commission") on November 30, 2023 (the "Prior Registration Statement"). These additional shares of Common Stock were reserved for issuance in connection with the amendment and restatement of the Plan, which was approved by stockholders on December 4, 2025 at the Company's 2026 Annual Meeting of Stockholders.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Prior Registration Statement, except that the provisions contained in Part II of such Prior Registration Statement is modified as set forth below.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of documents by reference

The Registrant hereby incorporates by reference in this Registration Statement the following documents:

- (a) The Registrant's [Annual Report on Form 10-K for the fiscal year ended June 30, 2025](#) filed with the Commission on August 6, 2025 (the "Annual Report") pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) All other reports filed with the Commission pursuant to Sections 13(a) or 15(d) since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) The description of the Registrant's common stock, par value \$0.001, included as [Exhibit 4.2](#) to the Annual Report referred to in (a) above, including any amendment or report filed for the purpose of updating such description.

All documents that the Registrant files pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents (other than information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless expressly stated otherwise therein).

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The following exhibits are filed or incorporated by reference as part of this Registration Statement:

Number	Index to Exhibits
4.1	<u>Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Commission on December 4, 2023).</u>
4.2	<u>Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the Commission on December 4, 2023).</u>
4.3	<u>Amended and Restated 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Form Current Report on Form 8-K filed with the Commission on December 5, 2025).</u>
5.1*	<u>Opinion of DLA Piper LLP (US).</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of DLA Piper LLP (US) (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
107*	<u>Filing Fee Table.</u>

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Schaumburg, State of Illinois, on this 5th day of December, 2025.

PAYLOCITY HOLDING CORPORATION

By: /s/ Ryan Glenn
Ryan Glenn
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officers and directors of Paylocity Holding Corporation, a Delaware corporation, do hereby constitute and appoint Toby J. Williams and Ryan Glenn, and each of them, the lawful attorneys-in-fact and agents with full power of substitution, each with power to act alone, and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on December 5, 2025.

Signature

Title

/s/ Toby J. Williams
Toby J. Williams

President, Chief Executive Officer (Principal Executive Officer) and Director

/s/ Ryan Glenn
Ryan Glenn

Chief Financial Officer (Principal Financial Officer)

/s/ Nicholas Rost
Nicholas Rost

Vice President Chief Accounting Officer and Treasurer (Principal Accounting Officer)

/s/ Steven R. Beauchamp
Steven R. Beauchamp

Executive Chairman and Director

/s/ Linda M. Breard
Linda M. Breard

Director

/s/ Virginia G. Breen
Virginia G. Breen

Director

/s/ Craig A. Conway
Craig A. Conway

Director

/s/ Robin L. Pederson
Robin L. Pederson

Director

/s/ Andres D. Reiner
Andres D. Reiner

Director

/s/ Kenneth B. Robinson
Kenneth B. Robinson

Director

/s/ Steven I. Sarowitz
Steven I. Sarowitz

Director

/s/ Ronald V. Waters, III
Ronald V. Waters, III

Director

Calculation of Filing Fee Table

Form S-8

(Form Type)

Paylocity Holding Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	Other ⁽²⁾	444,000	\$147.74 ⁽²⁾	\$65,596,560.00 ⁽²⁾	\$138.10 per million dollars	\$ 9,058.88
Total Offering Amounts							\$ 9,058.88
Total Fee Offsets							\$ —
Net Fees Due							\$ 9,058.88

⁽¹⁾ This registration statement covers a total of 444,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), of Paylocity Holding Corporation (the “Registrant”) reserved for issuance under the Registrant’s Amended and Restated 2023 Equity Incentive Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock that become issuable under the Plan, as may be amended from time to time, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.

⁽²⁾ Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$147.74 per share of Common Stock, which represents the average of the high and low price per share of the Registrant’s Common Stock on December 1, 2025 as reported on the Nasdaq Global Select Market.

DLA Piper LLP (US)
303 Colorado Street, Suite 3000
Austin, Texas 78701
www.dlapiper.com

T 512.457.7000
F 512.457.7001

December 5, 2025

Paylocity Holding Corporation
1400 American Lane
Schaumburg, Illinois 60173

Ladies and Gentlemen:

As legal counsel for Paylocity Holding Corporation, a Delaware corporation (the “*Company*”), we are rendering this opinion in connection with the registration on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Securities Act*”), of up to 444,000 shares (the “*Shares*”) of the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), which may be issued pursuant to awards granted under the Company’s Amended and Restated 2023 Equity Incentive Plan (the “*2023 Incentive Plan*”).

We have examined such instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. We express no opinion concerning any law other than the law of the State of Texas, the corporation laws of the State of Delaware and the federal law of the United States. As to matters of Delaware corporation law, we have based our opinion solely upon our examination of such laws and the rules and regulations of the authorities administering such laws, all as reported in standard, unofficial compilations. We have not obtained opinions of counsel licensed to practice in jurisdictions other than the State of Texas.

Based on such examination, we are of the opinion that the Shares which may be issued under the 2023 Incentive Plan are duly authorized shares of the Company’s Common Stock, and, when issued against receipt of the consideration therefore in accordance with the provisions of the 2023 Incentive Plan, will be validly issued, fully paid and nonassessable. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement referred to above and the use of our name wherever it appears in such Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K.

This opinion letter is given to you solely for use in connection with the issuance of the Shares in accordance with the Registration Statement and is not to be relied on for any other purpose. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares or the Registration Statement.

Very truly yours,

/s/ DLA Piper LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated August 6, 2025, with respect to the consolidated financial statements of Paylocity Holding Corporation, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Chicago, Illinois
December 5, 2025