SEC Form 4

Instruction 1(b).

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Common Stock, par value \$0.001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

		0	or Section 30(h) of th	ne Inves	tment	Company Act	of 1940	2001							
1. Name and Address of Reporting Pers Sarowitz Steven I		2. Issuer Name and Ticker or Trading Symbol Paylocity Holding Corp [PCTY]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
								х	Director Officer (give title		Owner · (specify				
(Last) (First) C/O 1400 AMERICAN LANE		3. Date of Earliest Transaction (Month/Day/Year) 11/09/2021							below)	belov					
		4	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
(Street)	60173							Lir	ne) X	Form filed by One	e Reporting Pe	rson			
SCHAUMBURG IL									Form filed by More than One Reporting						
(City) (State)	(Zip)									Person					
Tal	ole I - Non-	Derivativ	/e Securities A	cquir	ed, I	Disposed o	of, or E	Benefici	ally	Owned					
1. Title of Security (Instr. 3)	2. Transactio Date (Month/Day/Y		Execution Date,		ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownershi			
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s (Instr. 3 and 4		(Instr. 4)	(Instr. 4)			
Common Stock, par value \$0.001	11/	/09/2021		S		810(1)	D	\$268.8	8 ⁽²⁾	11,967,222	D				
Common Stock, par value \$0.001	11/	/09/2021		S		4,588(1)	D	\$270.3	7 ⁽³⁾	11,962,634	D				
Common Stock, par value \$0.001	11/	/09/2021		S		3,048(1)	D	\$271.2	6 ⁽⁴⁾	11,959,586	D				
Common Stock, par value \$0.001	11/	/09/2021		S		638(1)	D	\$272.33	3 ⁽⁵⁾	11,958,948	D				
Common Stock, par value \$0.001	11/	/09/2021		S		4,271(1)	D	\$273.98	<mark>8</mark> (6)	11,954,677	D				
Common Stock, par value \$0.001	11/	/09/2021		S		4,311 ⁽¹⁾	D	\$274.9	(7)	11,950,366	D				
Common Stock, par value \$0.001	11/	/09/2021		S		11,829 ⁽¹⁾	D	\$275.8	8 ⁽⁸⁾	11,938,537	D				
Common Stock, par value \$0.001	11/	/09/2021		S		45,601(1)	D	\$276.9	1 ⁽⁹⁾	11,892,936	D				
Common Stock, par value \$0.001	11/	/09/2021		S		10,922(1)	D	\$277.84	4 (10)	11,882,014	D				
Common Stock, par value \$0.001	11/	/10/2021		S		400(1)	D	\$262.01	(11)	11,881,614	D				
Common Stock, par value \$0.001	11/	/10/2021		S		800(1)	D	\$263.23	3 ⁽¹²⁾	11,880,814	D				
Common Stock, par value \$0.001	11/	/10/2021		S		845(1)	D	\$264.34	4 ⁽¹³⁾	11,879,969	D				
Common Stock, par value \$0.001	11/	/10/2021		S		3,073(1)	D	\$265.39) ⁽¹⁴⁾	11,876,896	D				
Common Stock, par value \$0.001	11/	/10/2021		S		700 ⁽¹⁾	D	\$266.2	(15)	11,876,196	D				
Common Stock, par value \$0.001	11/	/10/2021		S		700 ⁽¹⁾	D	\$268.06	5 ⁽¹⁶⁾	11,875,496	D				
Common Stock, par value \$0.001	11/	/10/2021		S		1,451 ⁽¹⁾	D	\$269.01	(17)	11,874,045	D				
Common Stock, par value \$0.001	11/	/10/2021		S		275 ⁽¹⁾	D	\$270.13	<mark>3</mark> (18)	11,873,770	D				

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 action

 3A. Deemed
 4.

 5. Number
 6. Date Exercisable and of Exercis

S

s

s

s

s

s

11/10/2021

11/10/2021

11/10/2021

11/10/2021

11/10/2021

11/10/2021

292⁽¹⁾

372⁽¹⁾

628⁽¹⁾

300⁽¹⁾

501⁽¹⁾

200(1)

D

D

D

D

D

D

 $271.35^{(19)}$

\$272.45(20)

\$273.62⁽²¹⁾

\$274.94(22)

\$276.52(23)

\$277.46(24)

11,873,478

11,873,106

11,872,478

11,872,178

11,871,677

11,871,477

D

D

D

D

D

D

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)

		Tal	ole II - Derivati							or	-	d		
			(e.g., pı	its, cal	IS, Wa	arrants,	options, (onvertib	e se	callinges of)			
1. Title of	2.	3. Transaction	3A. Deemed Execution Date.	Code		6A)Num(D)≱r	6xDectisEbler Expiration D			Schalres	8. Price of	9. Number of	10.	11. Nature of Indirect
		Sate Sate was conducted under	if any	Transdet Code (In 8) Plan adop	str. I	Derivative Securities Acquired	(Month/Day/	Year)	Amou Securi 2Under Deriva	ties	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Form: Form: Direct (D) or Indirect	Beneficial Ownership
2. The price	reşecuritiya Col	lumn 4 is a weighted a	verage price. The sh	ares were	sold in	(A) I bi ple trar	sactions at pri	ces ranging fro	n Seiclu i	t 94inst 26			e (\$) 0(inst ie 4) al	tes to
		ng Corporation, any se price within the range						and Exchange	Sann	49 510n, upo	n request, rui	Transaction(s)	raing the num	Der of
		umn 4 is a weighted a			- 1	(Inetr 3 / -		ces ranging fro	om \$269	85 to \$27.	0.82, inclusiv	• (Instr. 4) 'e.	-	
		umn 4 is a weighted a												•
-		umn 4 is a weighted a				-	-							•
6. The price	reported in Col	umn 4 is a weighted a	verage price. The sh	ares were	sold in	nultiple trar	isactions at pri	ces ranging fro	om \$273	3.33 to \$27	4.32, inclusiv	e.	-	•
7. The price	reported in Col	umn 4 is a weighted a	verage price. The sh	ares were	sold in	multiple trar	sactions at pri	ces ranging fro	om \$274	.34 to \$27	5.34, inclusiv	e.		•
8. The price	reported in Col	umn 4 is a weighted a	verage price. The sh	ires were	sold in	multiple trar	sactions at pri	ces ranging fro	om \$275	Amount7	6.34, inclusiv	e.		•
9. The price	- reported in Col	umn 4 is a weighted a	verage price. The sh	ares were	sold in	multiple trar	sactions at pri	ces ranging fro	om \$276	S7 to \$27	7.37, inclusiv	re.	-	
10. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	nares were	e sold in	n multiple tra	n Date ions at p	ric Expination f	rom \$27	6.6 8 to \$2	78.34, inclusi	ve.		
provide to Pa	aylocity Holdin	olumn 4 is a weighted ng Corporation, any se price within the rang	curity holder of Payl	ocity Hold	ling Co	rporation, or	the Securities	and Exchange	Comm	ission, upo				
	1	olumn 4 is a weighted		· · · ·	· · · ·	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		·			63.62, inclusi	ve.		
		olumn 4 is a weighted	• •			-	-	00						
14. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	hares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$26	64.83 to \$2	65.77, inclusi	ve.		
15. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	hares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$26	5.84 to \$2	66.65, inclusi	ve.		
16. The price	e reported in Co	olumn 4 is a weighted	average price. The s	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$26	57.35 to \$2	68.35, inclusi	ve.		
17. The price	e reported in Co	olumn 4 is a weighted	average price. The s	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$26	8.52 to \$2	69.45, inclusi	ve.		
18. The price	e reported in Co	olumn 4 is a weighted	average price. The s	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$26	9.81 to \$2	70.27, inclusi	ve.		
19. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$27	70.92 to \$2	71.88, inclusi	ve.		
20. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	hares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$27	2.05 to \$2	72.69, inclus	ive.		
21. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$27	'3.28 to \$2	74.15, inclusi	ve.		
22. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$27	74.54 to \$2	75.41, inclusi	ve.		
23. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$27	76.05 to \$2	76.81, inclusi	ve.		
24. The price	e reported in Co	olumn 4 is a weighted	average price. The sl	nares were	e sold in	n multiple tra	insactions at p	rices ranging f	rom \$27	7.30 to \$2	77.61, inclusi	ve.		
Remarks	s:													

/s/ Kris Kang, attorney-in-fact 11/12/2021 to Steven I. Sarowitz

** 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.