FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Sarowitz Steven I		2. Issuer Name and Ticker or Trading Symbol Paylocity Holding Corp [PCTY]								S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last) C/O 140	(Fir	,	Aiddle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2020							Officer (give title Other (specify below) below)					
(Street)	MBURG II	. 6	50173	4. If Amendn	nent, Dat	e of (Origina	al Filed (Month	n/Day/Ye	ear)	Line	e) <mark>X</mark> Form	filed by 0	one Rep	ng (Check A porting Pers In One Rep	son
(City)	(Sta	ate) (Z						Person								
		Table	I - Non-Deriva	tive Secur	ities A	cqu	ired,	Disposed	l of, o	r Benefi	cia	lly Own	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		if any	Execution Date, Transa		4. Securities Action Disposed Of (D) e (Instr.				i)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct In Be t (I) O	Nature of direct eneficial vnership str. 4)		
					C	ode	v	Amount	(A) or (D)	Price		Reported Transacti (Instr. 3 a	on(s)			
Common	Stock, par	value \$0.001	08/11/2020			S		24,400 ⁽¹⁾	D	\$132.3	(2)	59,6	600	I	Ji G	the lian race oundation
Common	Stock, par	value \$0.001	08/11/2020			S		9,531(1)	D	\$133.00	6 ⁽³⁾	50,0)69	I	Ji G	the lian race oundation
Common	Stock, par	value \$0.001	08/11/2020			S		7,469 ⁽¹⁾	D	\$134.0	5 ⁽⁴⁾	42,6	600	I	Ju G	the lian race oundation
Common	Stock, par	value \$0.001	08/11/2020			S		600 ⁽¹⁾	D	\$134.8	1 ⁽⁵⁾	42,0	000	I	Ji G	the lian race oundation
Common	Stock, par	value \$0.001	08/11/2020			S		16,900(6)	D	\$131.3	(7)	13,55	2,432	Γ)	
Common	Stock, par	value \$0.001	08/11/2020			S		34,000(6)	D	\$132.30	6 ⁽⁸⁾	13,51	3,432	Γ)	
Common	Stock, par	value \$0.001	08/11/2020			S		22,424 ⁽⁶⁾	D	\$133.18	B (9)	13,49	5,008	Γ)	
Common	Stock, par	value \$0.001	08/11/2020			S		8,109(6)	D	\$134.16	(10)	13,48	7,899	Ι)	
Common	Stock, par	value \$0.001	08/11/2020			S		530 ⁽⁶⁾	D	\$134.91	(11)	13,48	7,369	Ι)	
Common	Stock, par	value \$0.001	08/12/2020			S		19,863 ⁽⁶⁾	D	\$125.47	7(12)	13,46	7,506	Γ)	
Common	Stock, par	value \$0.001	08/12/2020			S		64,332(6)	D	\$126.36		13,40	3,174	Ι		
Common	Stock, par	value \$0.001	08/12/2020			S		26,874 ⁽⁶⁾	D	\$127.12		13,37	5,300	Ι		
Common	Stock, par	value \$0.001	08/12/2020			S		4,048(6)	D	\$128.39	(15)	13,37	2,252	Ι		
Common	Stock, par	value \$0.001	08/12/2020			S		960(6)	D	\$129.14	(16)	13,37	1,292	Γ)	
Common	Stock, par	value \$0.001	08/12/2020			S		700(6)	D	\$130.4	(17)	13,37	0,592	Ι)	
Common	Stock, par	value \$0.001	08/12/2020			S		1,260 ⁽⁶⁾	D	\$131.21	(18)	13,369	9,332	Ι		
		Tal	ole II - Derivati (e.g., pu	ve Securiti ts, calls, w	ies Acc	quir s. o	ed, [Disposed ons. conve	of, or l	Benefici securitie	ially es)	y Owne	t			
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	4. Transaction Code (Instr. 8)	5. Number of Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, and 5)	er 6 Eve (I	. Date xpirat	Exercisable ar ion Date ion Date Day/Year)	nd 7. An Se Ur De Se	Title and nount of ceurities derlying erivative ceurity (Instant 4)	8 1 5	3. Price of Derivative Security Instr. 5)	9. Numb derivativ Securiti Benefici Owned Followin Reporte Transac (Instr. 4)	re es ally ig d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Tal	ole II - Derivat (e.g., pı					options,	onvertib	e se	ı or	1 -	d		
1. Title of	2.	3. Transaction	3A. Deemed	⊈ ode		(5A)Nur	m(D) r	ExPertis Elater		7itTëtl	e Salnadres	8. Price of	9. Number of	10.	11. Nature
ESepolaritatio		લ્\$ fonth/Day/Year)	Execution Date, if any	Transa Code (Instr.	Deriva		Expiration Do (Month/Day/	Year)	Secui	rities	Derivative Security	derivative Securities	Ownership Form:	Beneficial
(Instr. 3) 1. The transa	Price of ction indicated	was conducted under	(Month/Day/Year)	Plan ad	opted b	Secur	rities	race Foundatio	on on Decemb	Unde er Deriv	dying ative	(Instr. 5)	Beneficially Owned	Direct (D) or Indirect	Ownership (Instr. 4)
2. The price i	re Şecuritiy n Col	umn 4 is a weighted a	average price. The sh	ares wer	e sold i	in (:A):İoi ŋ	ple tra	nsactions at pri	ces ranging fi	roi Sédu i	itg4Insfr13	2.64, inclusiv	e Föllowing ting p	e (3) >(1nstrle4) al	ces to
		g Corporation, any se							and Exchang	e Gand	n 4) sion, upo	on request, ful	l Réponte thn rega Transaction(s)	irding the num	ber of
snares solu ai	each separate	price within the rang	e set fortii ili footilote	. 2, 3, 4	and 5 ((Instr.	3, 4	<u>:</u>		-				-	-
3. The price i	reported in Col	umn 4 is a weighted	everage price. The sh	ares wei	e sold i	n and 5	ple tra	nsactions at pri	ces ranging fi	rom \$13	2.65 to \$13	3.65, inclusiv	e.		
4. The price i	reported in Col	umn 4 is a weighted a	average price. The sh	ares wer	e sold i	n multip	ple tra	nsactions at pri	ces ranging fi	rom \$13	3.66 to \$13	34.63, inclusiv	e.		
5. The price i	reported in Col	umn 4 is a weighted a	verage price. The sh	ares wei	e sold i	n multii	ple tra	nsactions at pri	ces ranging fi	rom \$13	4.68 to \$13	35.03, inclusiv	e.	•	.
	• -	was conducted under										•		-	-
		umn 4 is a weighted a									Amount	21 72 inclusiv	The reporting r	orcon undortal	ros to
provide to Pa	vlocity Holdin	g Corporation, any se	curity holder of Payl	ocity He	oldina (li illuluj Tornorat	pie ira	r the Securities	and Evehand	e Comn	0.75 to \$13	on request ful	e. The reporting p Linformation rega	rding the num	her of
shares sold at	t each separate	price within the rang	e set forth in footnote	s 7. 8. 9	. 10 and	d 11 of t	this Fo					m request, rui	i inioimation rege	name are nam	001 01
		umn 4 is a weighted							_ Expiration ce Pate nging fi		. of 1 .94are\$ 13	32.74, inclusiv	e.	•	

- 9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$132.75 to \$133.75, inclusive.
- 10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$133.76 to \$134.72, inclusive.
- 11. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$134.77 to \$135.02, inclusive.
- 12. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$124.78 to \$125.78, inclusive. The reporting person undertakes to provide to Paylocity Holding Corporation, any security holder of Paylocity Holding Corporation, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes 12, 13, 14, 15, 16, 17 and 18 of this Form 4.
- 13. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$125.79 to \$126.79, inclusive.
- 14. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$126.80 to \$127.79, inclusive.
- 15. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$127.81 to \$128.80, inclusive.
- 16. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$128.84 to \$129.52, inclusive.

 17. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$129.85 to \$130.85, inclusive.
- 18. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$130.86 to \$131.46, inclusive.

Remarks:

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

08/13/2020

** 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.

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