

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 1, 2024**

PAYLOCITY HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36348
(Commission File Number)

46-4066644
(I.R.S. Employer Identification
Number)

1400 American Lane
Schaumburg, Illinois 60173
(Address of principal executive offices, including zip code)

(847) 463-3200
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	PCTY	The NASDAQ Global Select Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 1, 2024, the Board of Directors (the “*Board*”) of Paylocity Holding Corporation (the “*Company*”) appointed Craig A. Conway to serve on the Board, effective immediately. In connection with the appointment, the Board increased its size from 10 to 11 directors, and Mr. Conway will join the Board to fill the resulting vacancy. The Board has not yet determined Mr. Conway’s committee assignments.

The Board has determined that Mr. Conway is an independent director and meets the applicable director independence requirements of the NASDAQ Stock Market and rules promulgated by the Securities and Exchange Commission.

Mr. Conway was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person, and there are no related party transactions between Mr. Conway and the Company that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”).

In connection with his appointment to the Board, Mr. Conway will participate in the standard compensation package offered to the Company’s non-employee directors, as described under the heading “Compensation of Directors” in the Company’s definitive proxy statement for the 2024 Annual Meeting of Stockholders filed with the SEC on October 20, 2023. In addition, the Company intends to enter into its standard form of indemnification agreement for non-employees with Mr. Conway.

Item 7.01 Regulation FD Disclosure.

On March 4, 2024, the Company issued a press release announcing the appointment of Mr. Conway to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Paylocity Holding Corporation dated March 4, 2024.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PAYLOCITY HOLDING CORPORATION

Date: March 4, 2024

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

Paylocity adds Craig Conway to Board of Directors

SCHAUMBURG, Ill., March 4, 2024 (GLOBE NEWSWIRE) — Paylocity (Nasdaq: PCTY), a leading provider of cloud-based HCM and payroll software solutions, today announced Craig Conway has joined the Company’s Board of Directors.

“We are excited to welcome Craig to Paylocity’s Board of Directors,” said Steve Beauchamp, Co-Chief Executive Officer of Paylocity. “Craig’s leadership experience in technology as a public company CEO and Board member will be a great asset to Paylocity and our Board.”

Mr. Conway previously served as President and Chief Executive Officer of PeopleSoft, Inc., an enterprise application software company, from 1999 to 2004. Mr. Conway also served as President and Chief Executive Officer of One Touch Systems from 1996 to 1999 and TGV Software from 1993 to 1996. Prior to that, Mr. Conway held executive management positions at a variety of leading technology companies. Mr. Conway currently serves as a member of the Board of Directors of Salesforce, Inc. a cloud-based customer relationship management company and Nutanix, Inc. a provider of enterprise cloud platforms. Mr. Conway also served as a director of Guidewire Software, Inc., a provider of insurance analytics software from December 2010 until January 2019 and Advanced Micro Devices, Inc., a semiconductor company from September 2009 until May 2013.

“I’m excited to join Paylocity’s Board of Directors,” said Mr. Conway. “I’m impressed with Paylocity’s track record in innovation as they continue to modernize the employee experience.”

About Paylocity

Paylocity is a leading provider of cloud-based HCM and payroll software solutions headquartered in Schaumburg, IL. Founded in 1997 and publicly traded since 2014, Paylocity offers an intuitive, easy-to-use product suite that helps businesses tackle today’s challenges while moving them toward the promise of tomorrow. Known for its unique culture and consistently recognized as one of the best places to work, Paylocity accompanies its clients on the journey to create great workplaces and help people achieve their best through automation, data-driven insights, and engagement. For more information, visit www.paylocity.com.

CONTACT: Ryan Glenn
investors@paylocity.com
www.paylocity.com