

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>08/15/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/15/2022		A		30,079 <sup>(1)</sup>	A	\$0	141,416	D	
Common Stock, par value \$0.001	08/15/2022		F		16,483	D	\$264.94	124,933	D	
Common Stock, par value \$0.001	08/15/2022		S		710 <sup>(2)</sup>	D	\$265.61 <sup>(3)</sup>	124,223	D	
Common Stock, par value \$0.001	08/15/2022		S		900 <sup>(2)</sup>	D	\$266.71 <sup>(4)</sup>	123,323	D	
Common Stock, par value \$0.001	08/15/2022		S		1,312 <sup>(2)</sup>	D	\$267.77 <sup>(5)</sup>	122,011	D	
Common Stock, par value \$0.001	08/15/2022		S		3,478 <sup>(2)</sup>	D	\$268.78 <sup>(6)</sup>	118,533	D	
Common Stock, par value \$0.001	08/15/2022		S		1,600 <sup>(2)</sup>	D	\$269.68 <sup>(7)</sup>	116,933	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
Market Stock Units	\$0.0	08/15/2022		A		30,079 <sup>(8)</sup>	09/01/2025 <sup>(9)</sup>	<sup>(10)</sup>	Common Stock, par value \$0.001	30,079	\$0	30,079	D	

**Explanation of Responses:**

- Reflects the grant of restricted stock units (RSUs) that will entitle Reporting Person to receive one (1) share of Common Stock per RSU. The RSUs will vest over four years beginning on the date of grant at a rate of 6.25% vesting every three months. The grant will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.
- The transaction indicated was conducted under an approved 10b5-1 Plan adopted by the reporting person on March 16, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$265.12 to \$266.07, 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 3, 4, 5, 6 and 7 of this Form 4.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$266.14 to \$267.07, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$267.17 to \$268.14, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$268.22 to \$269.21, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$269.23 to \$270.07, inclusive.
- Reflects the grant of a target number of market stock units (MSUs) subject to the award as presented in the table which will entitle Reporting Person to receive one (1) share of Common Stock per MSU. The number of MSUs that vest may be 0%-200% of this number ("awarded units"), depending upon performance. Following the achievement by the Issuer of certain total shareholder return objectives, the awarded units will vest on September 1, 2025. The grant will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.
- Represents the vesting and release date for these awards.
- Restricted 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 08/17/2022

\*\* 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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