

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

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

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan
for the purchase or sale of equity
securities of the issuer that is
intended to satisfy the affirmative
defense conditions of Rule 10b5-
1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Beauchamp Steven R</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Executive Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	05/15/2025		S		28,329 ⁽¹⁾	D	\$199.16 ⁽²⁾	1,526,084	D	
Common Stock, par value \$0.001	05/15/2025		F		1,632	D	\$199.47	1,524,452	D	
Common Stock, par value \$0.001	05/16/2025		S		1,671 ⁽¹⁾	D	\$199.29 ⁽³⁾	1,522,781	D	
Common Stock, par value \$0.001								235,000 ⁽⁴⁾	I	by IRIE Family Trust
Common Stock, par value \$0.001								100,000 ⁽⁵⁾	I	by Steven Beauchamp 2025 GRAT
Common Stock, par value \$0.001								69,138 ⁽⁶⁾	I	by Gotham Triple Advantage Strategy LP

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The transaction indicated was conducted under an approved 10b5-1 Plan adopted on November 15, 2024.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$199.00 to \$199.51, 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 this footnote.
3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$199.00 to \$199.50, 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 this footnote.
4. Shares transferred by the reporting person as a gift to the IRIE Family Trust for the benefit of the reporting person's children and for which the reporting person's spouse serves as trustee.
5. Shares held by the Steven Beauchamp 2025 Grantor Retained Annuity Trust ("GRAT"). The shares were previously directly owned by the reporting person.
6. Shares held by Gotham Triple Advantage Strategy Limited Partnership (the "LP") in which the reporting person owns a 99% limited partner interest. The reporting person retains investment control over the Issuer shares held by the LP. The shares were previously directly owned by the reporting person.

Remarks:

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.