

**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): **April 30, 2015**

PAYLOCITY HOLDING CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36348
(Commission File Number)

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

3850 N. Wilke Road
Arlington Heights, Illinois 60004
(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))

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

On April 30, 2015, Paylocity Holding Corporation (the "Company") appointed Mark S. Kinsey as its Senior Vice President of Operations, effective May 1, 2015.

Mr. Kinsey, 44, previously was the President of Online Data Collection at Ipsos, a global market research firm from January 2012 to April 2015. Prior to joining Ipsos, Mr. Kinsey held several positions at The Nielsen Company, a global information and measurement company, from July 2002 to January 2012, including Head of North America Consumer Operations and Global Product Leader of consumer household panel services. Before joining The Nielsen Company, Mr. Kinsey was a consultant in the general practice with AT Kearney, a management consulting firm, from 1999 to June 2002. Mr. Kinsey holds a B.S. in Finance from Ball State University and an M.B.A. from Indiana University.

In connection with his hiring, Mr. Kinsey entered into an Employment Agreement with Paylocity Corporation, to be effective on May 1, 2015 (the "**Employment Agreement**"). Mr. Kinsey's initial base salary under the Employment Agreement is \$250,000 per year to be reviewed annually. Subject to approval of the Board of Directors, Mr. Kinsey is entitled to a grant of restricted stock units representing the right to receive 25,000 shares of the Company's common stock upon settlement. The restricted stock units vest annually in four equal installments beginning on the one year anniversary of Mr. Kinsey's start date, subject to continuous service to the Company. Mr. Kinsey's target bonus will be 50% of his annual base salary. The bonus will be paid at the direction of the Compensation Committee of the Board of Directors, in its sole discretion based on Mr. Kinsey's achievement of certain goals established by the Compensation Committee and the Board of Directors.

The Employment Agreement provides that if Mr. Kinsey's employment is terminated by the Company without Cause (as defined in the Employment Agreement), he will receive twelve months of his base salary as in effect at the time of termination. Any payments of severance to Mr. Kinsey are subject to Mr. Kinsey signing a general release and waiver of claims against the Company.

There are no arrangements or understandings between Mr. Kinsey and any other persons pursuant to which he was appointed as an executive officer of the Company. There are no transactions between the Company and Mr. Kinsey that would require disclosure under Item 404(a) of Regulation S-K. No family

relationship exists between Mr. Kinsey and any other director or executive officer of the Company.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibits are filed herewith:

Exhibit 99.1 Press release dated May 4, 2015.

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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: May 4, 2015

By: /s/ Steven R. Beauchamp
Steven R. Beauchamp
President and Chief Executive Officer

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 4, 2015.

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**FOR IMMEDIATE RELEASE****Paylocity Announces Mark Kinsey as Senior Vice President of Operations**

ARLINGTON HEIGHTS, Ill., May 4, 2015 — Paylocity (Nasdaq:PCTY) today announced that Mark Kinsey has joined Paylocity as Senior Vice President of Operations. In his new role, Kinsey will lead all operational and customer support efforts to drive seamless service experience to our clients. “We are excited to welcome Mark to the Paylocity family. As we continue to grow our client base and expand our product portfolio, we saw an opportunity to add an experienced, client-focused executive to help us scale operations. We were also very focused on finding someone that shares our values and will continue to drive a strong Paylocity culture,” says Steve Beauchamp, Paylocity President and CEO.

Kinsey brings extensive operational leadership experience, most recently as President of Online Data Collection at Ipsos from 2012 to 2015. Prior to joining Ipsos, Kinsey held several positions at The Nielsen Company from 2002 to 2012, including Head of North America Consumer Operations and Global Product Leader of consumer household panel services. Before joining The Nielsen Company, Kinsey was a consultant in the general practice with AT Kearney, a management consulting firm. He holds a B.S. in Finance from Ball State University and an M.B.A. from Indiana University.

“It’s an honor to be joining Paylocity,” says Kinsey, “I look forward to working with the incredible people at Paylocity and contributing to our growth.”

About Paylocity

Paylocity is a provider of cloud-based payroll and human capital management, or HCM, software solutions for medium-sized organizations. Paylocity’s comprehensive and easy-to-use solutions enable its clients to manage their workforces more effectively. Paylocity’s solutions help drive strategic human capital decision-making and improve employee engagement by enhancing the human resource, payroll and finance capabilities of its clients. For more information, visit www.paylocity.com.

Safe Harbor/forward looking statements

This press release contains forward-looking statements that involve substantial risks and uncertainties, including statements about the functionality and benefits of human capital management software solutions generally as well as the functionality and benefits of Paylocity’s human capital management software solutions. All statements, other than statements of historical facts, included herein regarding Paylocity’s future operations, prospects, plans and objectives of management are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “will,” “would,” “seek” and similar expressions (or the negative of these terms) are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among other things, statements about management’s beliefs, intentions or goals. Paylocity may not actually achieve the expectations disclosed in the forward-looking statements, and you should not place undue reliance on Paylocity’s forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results or events to differ materially from the expectations disclosed in the forward-looking statements, including the risks associated with Paylocity developing and enhancing products and solutions with the functionality necessary to deliver the stated results and the risks associated with the implementation and maintenance of human capital management software solutions, such as Paylocity’s human capital management software solutions. These forward-looking statements represent Paylocity’s expectations as of the date of this press release. Subsequent events may cause these expectations to change, and Paylocity disclaims any obligations to update or alter these forward-looking statements in the future, whether as a result of new information, future events or otherwise.

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