

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Sarowitz Steven I</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	08/13/2018		S		34,392 <sup>(1)</sup>	D	\$63.5 <sup>(2)</sup>	14,858,738	D	
Common Stock, par value \$0.001	08/13/2018		S		7,279 <sup>(1)</sup>	D	\$64.25 <sup>(3)</sup>	14,851,459	D	
Common Stock, par value \$0.001	08/13/2018		S		4,139 <sup>(1)</sup>	D	\$65.37 <sup>(4)</sup>	14,847,320	D	
Common Stock, par value \$0.001	08/13/2018		S		4,824 <sup>(1)</sup>	D	\$66.55 <sup>(5)</sup>	14,842,496	D	
Common Stock, par value \$0.001	08/13/2018		S		5,593 <sup>(1)</sup>	D	\$67.33 <sup>(6)</sup>	14,836,903	D	
Common Stock, par value \$0.001	08/13/2018		S		400 <sup>(1)</sup>	D	\$68.17 <sup>(7)</sup>	14,836,503	D	
Common Stock, par value \$0.001	08/13/2018		S		33,649 <sup>(8)</sup>	D	\$63.5 <sup>(9)</sup>	256,351	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/13/2018		S		7,045 <sup>(8)</sup>	D	\$64.23 <sup>(10)</sup>	249,306	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/13/2018		S		3,900 <sup>(8)</sup>	D	\$65.37 <sup>(11)</sup>	245,406	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/13/2018		S		4,831 <sup>(8)</sup>	D	\$66.57 <sup>(12)</sup>	240,575	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/13/2018		S		5,011 <sup>(8)</sup>	D	\$67.38 <sup>(13)</sup>	235,564	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/13/2018		S		100 <sup>(8)</sup>	D	\$68.5	235,464	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/14/2018		S		1,720 <sup>(1)</sup>	D	\$64.36 <sup>(14)</sup>	14,834,783	D	
Common Stock, par value \$0.001	08/14/2018		S		4,968 <sup>(1)</sup>	D	\$65.68 <sup>(15)</sup>	14,829,815	D	
Common Stock, par value \$0.001	08/14/2018		S		10,285 <sup>(1)</sup>	D	\$66.35 <sup>(16)</sup>	14,819,530	D	
Common Stock, par value \$0.001	08/14/2018		S		1,524 <sup>(1)</sup>	D	\$66.99 <sup>(17)</sup>	14,818,006	D	
Common Stock, par value \$0.001	08/14/2018		S		1,700 <sup>(8)</sup>	D	\$64.36 <sup>(18)</sup>	233,764	I	by the Julian Grace Foundation

**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	08/14/2018		S		3,509 <sup>(6)</sup>	D	\$65.61 <sup>(19)</sup>	230,255	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/14/2018		S		8,755 <sup>(6)</sup>	D	\$66.33 <sup>(20)</sup>	221,500	I	by the Julian Grace Foundation
Common Stock, par value \$0.001	08/14/2018		S		500 <sup>(6)</sup>	D	\$67	221,000	I	by the Julian Grace Foundation

**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	Expiration Date					

**Explanation of Responses:**

- The transaction indicated was conducted under an approved 10b5-1 Plan adopted by the reporting person on December 6, 2017.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$62.97 to \$63.97, 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 2, 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 \$63.98 to \$64.97, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$64.99 to \$65.99, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.00 to \$67.00, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.01 to \$67.72, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.04 to \$68.50, inclusive.
- The transaction indicated was conducted under an approved 10b5-1 Plan adopted by the Julian Grace Foundation on May 14, 2018.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$62.97 to \$63.97, 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 9, 10, 11, 12 and 13 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 \$63.98 to \$64.97, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$64.99 to \$65.99, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.00 to \$67.00, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.01 to \$68.00, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.79 to \$64.74, 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 14, 15, 16 and 17 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 \$64.94 to \$65.93, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.95 to \$66.95, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.96 to \$67.00, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.77 to \$64.77, 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 18, 19 and 20 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 \$64.93 to \$65.93, inclusive.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.95 to \$66.95, inclusive.

**Remarks:**

/s/ Scott Mayhew, attorney-in-  
fact to Steven I. Sarowitz      08/15/2018

\*\* 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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