

**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 26, 2020**

**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)

**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)

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

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

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))

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 26, 2020, the Board of Directors (the “Board”) of Paylocity Holding Corporation (the “Company”) announced that it had appointed Mr. Robin Pederson and Mr. Ken Robinson as a director to fill the current vacancies on the Board, effective as of March 26, 2020. Mr. Pederson will serve as a Class II director with a term expiring at the Company’s 2022 Annual Meeting of Stockholders. Mr. Robinson will serve as a Class III director with a term expiring at the Company’s 2023 Annual Meeting of Stockholders. The Board determined that each of Mr. Pederson and Mr. Robinson is independent in accordance with the applicable rules of the NASDAQ Stock Market. The Company’s Board has not yet determined on which committees, if any, Mr. Pederson and Mr. Robinson will serve.

Neither Mr. Pederson nor Mr. Robinson was 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 either of them and the Company that would require disclosure under Item 404(a) of Regulation S-K. Each of Mr. Pederson and Mr. Robinson will receive cash compensation and will be granted restricted stock units for his services on the Board and any applicable committees, in accordance with the Company’s standard director compensation package as described in the Company’s Notice of 2020 Annual Meeting of Stockholders filed with the SEC on October 25, 2019, which description is incorporated into this Item 5.02 by reference.

A copy of the press release announcing the appointment of Mr. Pederson and Mr. Robinson is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Paylocity Holding Corporation on March 26, 2020.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release issued by Paylocity Holding Corporation on March 26, 2020.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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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: March 26, 2020

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

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press release

#### Paylocity adds Robin Pederson and Ken Robinson to Board of Directors

SCHAUMBURG, Ill., March 26, 2020 (GLOBE NEWSWIRE) — Paylocity (Nasdaq: PCTY), a leading provider of payroll and human capital management software solutions, today announced Robin Pederson and Ken Robinson have joined the Company's Board of Directors. The two appointments bring the board total to nine.

"Robin and Ken are strong additions to the Board of Directors," said Steve Beauchamp, Chief Executive Officer of Paylocity. "Robin's operational and strategic experience in the technology industry and Ken's strong background in all aspects of accounting, finance and risk management will be great assets to our Board and executive team."

Mr. Pederson has served as an executive in the technology industry for over thirty years. He currently serves as Executive Chairman of Alula, Power Reviews, Sauce Labs and Frontsteps. He served as an Operating Executive at Marlin Equity Partners, a global investment firm with over \$6.7 billion of capital under management from 2013 to 2017. Mr. Pederson holds a B.S.B.A from the University of North Dakota.

Mr. Robinson was the Senior Vice President of Audit Services at Exelon Corporation, an integrated power and utility company, from 2016 to 2020. Prior to Exelon, Mr. Robinson spent almost 40 years at The Procter & Gamble Company in a variety of senior finance leadership roles, including Chief Financial Officer – Global Personal Beauty Care and Global Chief Audit Executive. Mr. Robinson serves as a Trustee of the Financial Accounting Foundation, which oversees the Financial Accounting Standards Board and the Governmental Accounting Standards Board. Mr. Robinson holds a B.S. from Mississippi State University and an M.B.A from the University of Memphis.

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“Joining the Board of Directors of Paylocity is a great opportunity,” said Mr. Pederson. “Paylocity’s industry-leading technology and laser focus on client service makes it a leader in the human capital management industry.”

“I’m very excited to join the Board of Directors of Paylocity,” said Mr. Robinson. “I’ve been impressed with Paylocity’s ability to scale the business over the last several years while also maintaining an excellent culture for its employees.”

In addition to Robin Pederson and Ken Robinson, Paylocity’s Board of Directors consists of Steve Sarowitz, Founder and Chairman of Paylocity; Steve Beauchamp, CEO of Paylocity; Jeff Diehl, Managing Partner & Head of Investments with Adams Street Partners; Ronald Waters, business consultant and former President, Director and CEO of LoJack; Andres Reiner, President, CEO and Director of PROS Holdings, Inc.; Ellen Carnahan, Principal of Machrie Enterprises; and Ginnie Breen, who serves as a Director of Calamos Investments, Jones Lang LaSalle Income Property Trust, Neuberger Berman Investments and UBS Alternative Investments US.

#### About Paylocity

Paylocity is a leading provider of cloud-based HR 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](http://www.paylocity.com).

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