

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Scutt Joshua</u> (Last) (First) (Middle) <u>C/O 1400 AMERICAN LANE</u> (Street) <u>SCHAUMBURG IL 60173</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/01/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Paylocity Holding Corp [PCTY]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President Sales</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$0.001</u>	<u>24,884</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Market Stock Units</u>	<u>09/01/2023⁽¹⁾</u>	<u>(2)</u>	<u>Common Stock, par value \$0.001</u>	<u>1,826⁽³⁾</u>	<u>0.0</u>	<u>D</u>
<u>Market Stock Units</u>	<u>09/01/2024⁽¹⁾</u>	<u>(2)</u>	<u>Common Stock, par value \$0.001</u>	<u>1,690⁽⁴⁾</u>	<u>0.0</u>	<u>D</u>
<u>Market Stock Units</u>	<u>09/01/2025⁽¹⁾</u>	<u>(2)</u>	<u>Common Stock, par value \$0.001</u>	<u>4,728⁽⁵⁾</u>	<u>0.0</u>	<u>D</u>

Explanation of Responses:

- Represents the vesting and release date for these awards.
- Market stock units do not expire; they either vest or are canceled prior to or upon the vesting date.
- Reflects a target number of market stock units (MSUs) subject to an 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, 2023 and will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.
- Reflects a target number of market stock units (MSUs) subject to an 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, 2024 and will be settled pursuant to the terms of the Issuer's 2014 Equity Incentive Plan.
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Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Kris Kang, attorney-in-fact to Joshua Scutt 12/05/2022

** 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 5 (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.

Exhibit 24
JOSHUA SCUTT
POWER OF ATTORNEY
FOR SECTION 16 REPORTING PURPOSES

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ryan Glenn, Steven Beauchamp, Toby J. Williams, Amber

- 1) prepare, execute for and on behalf of the undersigned Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of :
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such
- (3) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney in-fact, may be of b

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of November 14, 2022.

/s/ Joshua Scutt
Joshua Scutt