

March 14, 2014

VIA EDGAR

Division of Corporation Finance
United States Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Attention: Barbara C. Jacobs, Assistant Director
Ji Kim, Attorney-Advisor
Mark P. Shuman, Branch Chief — Legal
Laura Veator, Staff Accountant
Stephen Krikorian, Accounting Branch Chief

**Re: Paylocity Holding Corporation
Amendment No. 2 to Registration Statement on Form S-1 (File No. 333-193661)
Form 8-A (File No. 001-36348)**

Acceleration Request

Requested Date: March 18, 2014

Requested Time: 4:00 P.M. Eastern Time

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, and Rule 12d1-2 of the Securities Exchange Act of 1934, as amended, Paylocity Holding Corporation (the "**Registrant**") hereby requests that the above-referenced Registration Statement on Form S-1 (File No. 333-193661) (the "**Registration Statement**") be declared effective at the "Requested Date" and "Requested Time" set forth above or at such later time as the Registrant or its counsel may orally request (the "**Registration Statement Acceleration Request**") via telephone call to the staff (the "**Staff**") of the Division of Corporation Finance of the Securities and Exchange Commission (the "**Commission**"). In connection with the Registration Statement Acceleration Request, the Registrant hereby requests that the above referenced Form 8-A (File No. 001-36348) also be declared effective at the "Requested Date" and "Requested Time" set forth above or at such later time as the Registrant or its counsel may orally request via telephone call to the Staff. The Registrant hereby authorizes John J. Gilluly, III of DLA Piper LLP (US), counsel for the Registrant, to make such request on the Registrant's behalf.

In connection with the acceleration request, the Registrant hereby acknowledges that:

- should the Commission or the Staff, acting pursuant to delegated authority, declare the Registration Statement effective, it does not foreclose the Commission from taking any action with respect to the Registration Statement;
- the action of the Commission or the Staff, acting pursuant to delegated authority, in declaring the Registration Statement effective, does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosure in the Registration Statement; and
- the Registrant may not assert Staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

We request that we be notified of the effectiveness of the Registration Statement by telephone to John J. Gilluly, III of DLA Piper LLP (US) at 512-457-7090. Please also provide a copy of the Commission's order declaring the Registration Statement effective to John J. Gilluly, III via facsimile at 512-457-7001. Thank you for your assistance.

Very truly yours,

/s/ Steven R. Beauchamp

Steven R. Beauchamp

President and Chief Executive Officer

Cc: Peter J. McGrail (Paylocity Holding Corporation)
John J. Gilluly, III (DLA Piper LLP (US))
Christopher J. Austin (Goodwin Procter LLP)
