
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Paylocity Holding Corporation

(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	7372 (Primary Standard Industrial Classification Code Number)	46-4066644 (I.R.S. Employer Identification No.)
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**3850 N. Wilke Road
Arlington Heights, Illinois 60004
(847) 463-3200**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Steven R. Beauchamp
President and Chief Executive Officer
3850 N. Wilke Road
Arlington Heights, Illinois 60004
(847) 463-3200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**John J. Gilluly III, P.C.
DLA Piper LLP (US)
401 Congress Avenue,
Suite 2500
Austin, Texas 78701
(512) 457-7000**

**Christopher J. Austin
Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018
(212) 813-8800**

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-193661

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(do not check if a
smaller reporting company)

Smaller reporting company

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$0.001	431,250	\$17.00	\$7,331,250	\$944.27

- (1) Represents only the additional number of shares being registered and includes 56,250 additional shares of common stock issuable upon the exercise of the underwriters' overallotment option. Does not include the securities that the registrant previously registered on the registration statement on Form S-1, as amended (File No. 333-193661).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The registrant previously registered securities with an aggregate offering price not to exceed \$122,728,000 on a registration statement on Form S-1, as amended (File No. 333-193661), which was declared effective by the Securities and Exchange Commission on March 18, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$7,331,250 are hereby registered, which includes shares issuable upon the exercise of the underwriters' overallotment option.

The registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Paylocity Holding Corporation ("Registrant") is filing this registration statement with the Securities and Exchange Commission ("Commission"). This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-193661) ("Prior Registration Statement"), and which the Commission declared effective on March 18, 2014.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 431,250 shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington Heights, Illinois on the 18th day of March, 2014.

PAYLOCITY HOLDING CORPORATION

By: /s/ STEVEN R. BEAUCHAMP

Steven R. Beauchamp
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ STEVEN R. BEAUCHAMP</u> Steven R. Beauchamp	President and Chief Executive Officer (Principal Executive Officer) and Director	March 18, 2014
<u>/s/ PETER J. MCGRAIL</u> Peter J. McGrail	Chief Financial Officer (Principal Financial and Accounting Officer)	March 18, 2014
* <u>Jeffrey T. Diehl</u>	Director	March 18, 2014
* <u>Mark H. Mishler</u>	Director	March 18, 2014
* <u>Steven I. Sarowitz</u>	Executive Chairman	March 18, 2014
* <u>Ronald V. Waters, III</u>	Director	March 18, 2014

*By: /s/ PETER J. MCGRAIL

Peter J. McGrail
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of KPMG, LLP, Independent Registered Public Accounting Firm.
23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).
24.1†	Power of Attorney (see page II-5 to the original filing of the Registration Statement on Form S-1 (File No. 333-193661)).

† Previously filed.

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[EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE](#)

[SIGNATURES](#)

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DLA Piper LLP (US)
401 Congress Avenue, Suite 2500
Austin, Texas 78701-3799
www.dlapiper.com
T 512.457.7000
F 512.457.7001

March 18, 2014

Paylocity Holding Corporation
3850 N. Wilke Road
Arlington Heights, Illinois 60004

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the "**Registration Statement**") filed by Paylocity Holding Corporation, a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "**Act**") in connection with the registration under the Act of 431,250 shares of the Company's common stock, \$0.001 par value per share (including shares issuable upon exercise of an option granted to the underwriters by certain selling stockholders) (the "**Shares**") held by certain selling stockholders (the "**Selling Stockholders**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-193661) (the "**Prior Registration Statement**"), which was declared effective on March 18, 2014, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Registration Statement, to be entered into by and among the Company, the Selling Stockholders and the underwriters.

We have acted as counsel to the Company in connection with the proposed issuance and sale of the Shares. This opinion is being furnished in accordance with the registration requirements of Item 16(a) of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

As the basis for the opinions hereinafter expressed, we have examined: (i) originals, or copies certified or otherwise identified, of (a) the Registration Statement and the Prior Registration Statement; (b) the Amended and Restated Certificate of Incorporation of the Company, as amended to date; (c) the Bylaws of the Company; (d) certain resolutions of the Board of Directors of the Company; and (e) such other instruments and documents as we have deemed necessary or advisable for the purposes of this opinion; and (ii) such statutes, including the Delaware General Corporation Law, and regulations as we have deemed necessary or advisable for the purposes of this opinion. We have not independently verified any factual matter relating to this opinion.

We express no opinion other than as to the federal laws of the United States of America and the Delaware General Corporation Law (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

On the basis of the foregoing, we are of the opinion that the Shares have been validly issued and are fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement. In giving our consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

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[Exhibit 5.1](#)

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Paylocity Holding Corporation:

We consent to the use of our report dated December 5, 2013, except as to note 17, which is as of March 6, 2014, with respect to the consolidated balance sheets of Paylocity Holding Corporation as of June 30, 2011, 2012 and 2013, and the related consolidated statements of operations, changes in redeemable convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended June 30, 2013, incorporated by reference herein, and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Chicago, Illinois
March 18, 2014

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[Exhibit 23.1](#)

[Consent of Independent Registered Public Accounting Firm](#)