

**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): **October 4, 2023**

**PAYLOCITY HOLDING CORPORATION**

(Exact name of registrant as specified in its 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)

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))

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

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

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 October 4, 2023, the Board of Directors (the “**Board**”) of Paylocity Holding Corporation (the “**Company**”) appointed Linda M. Breard to serve on the Board, effective October 4, 2023. Ms. Breard was also appointed to serve on the Audit Committee of the Board. The initial term as a director for Ms. Breard will continue until the Company’s 2024 annual meeting of stockholders.

The Board has determined that Ms. Breard is an independent director and meets the applicable director independence requirements of the NASDAQ Stock Market and rules promulgated by the Securities and Exchange Commission.

Ms. Breard was not 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 Ms. Breard and the Company that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”).

In connection with her appointment to the Board, Ms. Breard will participate in the standard compensation package offered to the Company’s non-employee directors, as described under the heading “Compensation of Directors” in the Company’s definitive proxy statement for the 2023 Annual Meeting of Stockholders filed with the SEC on October 20, 2022. In addition, the Company intends to enter into its standard form of indemnification agreement for directors with Ms. Breard.

**Item 7.01 Regulation FD Disclosure.**

On October 5, 2023, the Company issued a press release announcing the appointment of Ms. Breard to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release issued by Paylocity Holding Corporation dated October 5, 2023.</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: October 5, 2023

By: /s/ Ryan Glenn  
Ryan Glenn  
Chief Financial Officer and Treasurer

**Paylocity adds Linda Breard to Board of Directors**

SCHAUMBURG, Ill., October 5, 2023 (GLOBE NEWSWIRE) — Paylocity (Nasdaq: PCTY), a leading provider of cloud-based HCM and payroll software solutions, today announced Linda Breard has joined the Company’s Board of Directors.

“Linda is a strong addition to the Board of Directors,” said Steve Beauchamp, Co-Chief Executive Officer of Paylocity. “Linda’s operational experience as a public company CFO and Board member will be a great asset to our Board and executive team as we continue to grow our business.”

Ms. Breard has over 25 years of leadership experience in finance and accounting. Ms. Breard is a Certified Public Accountant and currently serves as a director at Insight Enterprises, Inc., a publicly traded Fortune 500 global technology company since February 2018, where she is the Audit Committee chair and also serves on the Compensation Committee. Additionally, Ms. Breard serves as a Director for PotlatchDeltic Corporation since October 2015, a publicly traded forest products company, where she is the Audit Committee chair and a member of the Compensation Committee. From February 2017 to July 2017, she served as the Executive Vice President and Chief Financial Officer of Kaiser Foundation Health Plan of Washington, which provides health insurance and medical care. From February 2016 to January 2017, Ms. Breard was the Executive Vice President and Chief Financial Officer of Group Health Cooperative, a health maintenance organization. From 2006 to 2016, she held various positions including Senior Vice President and Chief Financial Officer of Quantum Corporation, a leading data storage company. From 1998 to 2006, she served in a variety of roles for Advanced Digital Information Corporation, a publicly traded technology company, last serving as Vice President, Global Accounting and Finance.

“I’m very excited to join the Paylocity Board of Directors,” said Ms. Breard. “Paylocity provides the most modern software in the human capital management industry and strong client service, all supported by an award-winning culture.”

**About Paylocity**

Paylocity is a leading provider of cloud-based HCM 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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