SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Sarowitz Steven I (Last) (First) (Middle) C/O 1400 AMERICAN LANE (Street) SCHAUMBURG IL 60173 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Paylocity Holding Corp [PCTY] 3. Date of Earliest Transaction (Month/Day/Year) 11/05/2020 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001	11/05/2020		S		7,717[1]	D	$188.92[2]	13,362,821	D	
Common Stock, par value $0.001	11/05/2020		S		16,625[1]	D	$189.84[3]	13,346,196	D	
Common Stock, par value $0.001	11/05/2020		S		18,935[1]	D	$190.99[4]	13,327,261	D	
Common Stock, par value $0.001	11/05/2020		S		16,485[1]	D	$191.89[5]	13,310,776	D	
Common Stock, par value $0.001	11/05/2020		S		14,000[1]	D	$192.99[6]	13,296,776	D	
Common Stock, par value $0.001	11/05/2020		S		7,700[1]	D	$194.04[7]	13,289,076	D	
Common Stock, par value $0.001	11/05/2020		S		53,000[1]	D	$195.09[8]	13,236,076	D	
Common Stock, par value $0.001	11/05/2020		S		24,546[1]	D	$195.97[9]	13,211,530	D	
Common Stock, par value $0.001	11/05/2020		S		12,756[1]	D	$196.97[10]	13,198,774	D	
Common Stock, par value $0.001	11/05/2020		S		5,400[1]	D	$197.99[11]	13,193,374	D	
Common Stock, par value $0.001	11/05/2020		S		4,960[1]	D	$199.12[12]	13,188,414	D	
Common Stock, par value $0.001	11/05/2020		S		2,126[1]	D	$200.19[13]	13,186,288	D	
Common Stock, par value $0.001	11/05/2020		S		2,900[1]	D	$201.33[14]	13,183,388	D	
Common Stock, par value $0.001	11/05/2020		S		7,300[1]	D	$202.22[15]	13,176,088	D	
Common Stock, par value $0.001	11/05/2020		S		3,450[1]	D	$203.15[16]	13,172,638	D	
Common Stock, par value $0.001	11/05/2020		S		1,600[1]	D	$204.13[17]	13,171,038	D	
Common Stock, par value $0.001	11/05/2020		S		100[1]	D	$204.72	13,170,938	D	
Common Stock, par value $0.001	11/05/2020		S		400[1]	D	$206.31	13,170,538	D	
Common Stock, Par Value $0.001								42,000	I	by the Julian Grace Foundation

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $188.42 to $189.39, inclusive. The reporting person undertakes to provide to Paylocity Holding Corporation, any security holder of Paylocity Holding Corporation, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16 and 17 of this Form 4.

3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $189.45 to $190.45, inclusive.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $190.46 to $191.46, inclusive.

5. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $191.47 to $192.46, inclusive.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $192.48 to $193.48, inclusive.

7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $193.49 to $194.48, inclusive.

8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $194.51 to $195.51, inclusive.

9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $195.52 to $196.52, inclusive.

10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $196.53 to $197.52, inclusive.

11. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $197.56 to $198.50, inclusive.

12. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $198.59 to $199.59, inclusive.

13. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $199.66 to $200.65, inclusive.

14. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $200.67 to $201.65, inclusive.

15. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $201.68 to $202.66, inclusive.

16. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $202.70 to $203.69, inclusive.

17. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $203.71 to $204.65, inclusive.

Remarks:

/s/ Kris Kang, attorney-in-fact to Steven I. Sarowitz	11/09/2020
** 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 4 (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.

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