

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001432704
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Paylocity Holding Corp
SEC File Number 001-36348
Address of Issuer 1400 AMERICAN LANE
SCHAUMBURG
ILLINOIS
60173
Phone 800-520-2687
Name of Person for Whose Account the Securities are To Be Sold ADAMS STREET CO-INVESTMENT FUND II LP

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Shareholder

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Class A	Merrill 555 California Floor 18 San Francisco CA 94104	2893	574347.29	55921143	09/08/2023	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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Transaction	Whom Acquired	a Gift?	Acquired	Acquired
Class A	03/19/2014 Private Placement Issuer	<input type="checkbox"/>	2893	03/19/2014 Cash

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Adams Street 2007 Direct Fund LP 1 N Wacker Drive Suite 2700 Chicago IL 60606	Class A	06/16/2023	1874	346500.55
Adams Street 2008 Direct Fund LP 1 N Wacker Drive Suite 2700 Chicago IL 60606	Class A	06/16/2023	2112	390506.49
Adams Street 2009 Direct Fund LP 1 N Wacker Drive Suite 2700 Chicago IL 60606	Class A	06/16/2023	2312	427486.27

144: Remarks and Signature

Remarks

Date of Notice

09/08/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

Mark Lutostanski

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)