

**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): **November 9, 2016**

PAYLOCITY HOLDING CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36348
(Commission File Number)

46-4066644
(I.R.S. Employer Identification
Number)

3850 N. Wilke Road
Arlington Heights, Illinois 60004
(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 9, 2016, the Board of Directors (the "Board") of Paylocity Holding Corporation (the "Company") resolved to increase the size of the Board from six directors to seven, and appointed Ms. Ellen Carnahan as a director to fill the vacancy created upon the expansion in the size of the Board. Ms. Carnahan will serve as a Class I director with a term expiring at the Company's 2018 Annual Meeting of Stockholders. The Board determined that Ms. Carnahan is independent in accordance with the applicable rules of the NASDAQ Stock Market. The Company's Board has not yet determined on which committees, if any, Ms. Carnahan will serve.

Ms. Carnahan 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. Carnahan and the Company that would require disclosure under Item 404(a) of Regulation S-K. Ms. Carnahan will receive cash compensation and will be granted restricted stock units for her services on the Board and any applicable committees, in accordance with the Company's standard director compensation package as described in the Company's Notice of 2017 Annual Meeting of Stockholders filed with the SEC on October 25, 2016, which description is incorporated into this Item 5.02 by reference.

A copy of the press release announcing Ms. Carnahan's appointment is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Paylocity Holding Corporation on November 9, 2016.

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: November 9, 2016

By: /s/ Steven R. Beauchamp
Steven R. Beauchamp
President and Chief Executive Officer

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Paylocity Holding Corporation on November 9, 2016.

4

Paylocity Announces Ellen Carnahan Joining Board of Directors

ARLINGTON HEIGHTS, Ill., Nov. 9, 2016 (GLOBE NEWSWIRE) — Paylocity (Nasdaq: PCTY) a leading provider of cloud based payroll and human capital management software, today announced Ellen Carnahan has joined the company's Board of Directors. Carnahan's appointment brings the board total to seven.

"Ellen is an excellent addition to our Board of Directors," said Steve Beauchamp, Paylocity President and CEO. "Her extensive experience and knowledge will help drive Paylocity in our mission to elevate Payroll and HR across the backroom and into the boardroom."

Ms. Carnahan is currently Principal of Machrie Enterprises, where she has served since 2008 as an advisor to venture capital funds and invests in private companies and venture funds. She previously spent more than 18 years at William Blair Capital Management, where she served as Managing Director and Head of Technology Investing. From 1983 to 1987, Ms. Carnahan served as Vice President of Marketing and Planning at SPSS, Inc., an analytics software vendor now part of IBM Corporation. Ms. Carnahan has served on the boards of directors for numerous public companies, including since 2015 as a director of Enova International, Inc., a technology and analytics company focused on providing online financial services, and from 2003 to 2015 as a director for Integrys Energy Group, Inc., an energy holding company whose operating subsidiaries provided natural gas and electricity in regulated and non-regulated markets. Ms. Carnahan also serves as a trustee of The JNL Funds, a registered investment fund, and has served on its audit committee since 2013. Ms. Carnahan is an active member of Chicago's corporate and entrepreneurship community. In 2010 she was appointed to the Illinois Governor's Economic Recovery Commission, and in 2010 and 2015 she was named one of the Techweek100 Top Technology Leaders in Chicago. Ms. Carnahan holds an M.B.A. from the Booth School at the University of Chicago and a B.B.A. from the University of Notre Dame.

"Becoming a part of Paylocity's Board of Directors is a wonderful opportunity," said Ms. Carnahan. "Paylocity is leading its industry in payroll and HCM technology and is making a difference for its clients. Along with the other board members and the executive team, I look forward to contributing to the growth and shareholder value of Paylocity."

In addition to Ellen Carnahan, Paylocity's board of directors consists of Steve Sarowitz, Paylocity founder and Chairman; Steve Beauchamp, Paylocity President and CEO; Jeffrey Diehl, Managing Partner & Head of Investments with Adams Street Partners; Mark Mishler, Director of Interstate National Corporation; Ronald

Waters, business consultant and former President, Director and CEO of LoJack; and Andres Reiner, PROS President, CEO and Director.

About Paylocity

Paylocity is a provider of cloud-based payroll and human capital management, or HCM, software solutions for medium-sized organizations. Paylocity's comprehensive and easy-to-use solutions enable its clients to manage their workforces more effectively. Paylocity's solutions help drive strategic human capital decision-making and improve employee engagement by enhancing the human resource, payroll and finance capabilities of its clients. For more information, visit www.paylocity.com.

CONTACT: Rebecca Everding
Director of Marketing
reverding@paylocity.com
M: 222.254.0088
www.paylocity.com
