

Gaty Edward W  
 Form 4  
 December 04, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Gaty Edward W

(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)  
 12/03/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 SVP of Product and Technology

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock, par value \$0.001 | 12/03/2018                           |  | M                              |   | 11,250<br>(1)   | A  | \$ 7.04 122,642 D                 |
| Common Stock, par value \$0.001 | 12/03/2018                           |  | F                              |   | 5,641   | D  | \$ 67.08 117,001 D                |
| Common Stock, par value \$0.001 | 12/03/2018                           |  | S                              |   | 1,608<br>(1)  | D  | \$ 66.94 115,393<br>(2) D         |

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Common Stock, par value \$0.001      12/03/2018      S      4,001<sup>(1)</sup>      D      \$ 67.94<sup>(3)</sup>      111,392      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      SEC 1474 (9-02)

**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 Underlying Security (Instr. 3 and 4) |                                 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                           | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                             | (D)                        |
| Non-Qualified Stock Option (right to buy)  | \$ 7.04  | 12/03/2018                           |  | M                              | 11,250  | 07/08/2014   | 07/08/2023  | Common Stock, par value \$0.001 | 11                         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Gaty Edward W<br>C/O 1400 AMERICAN LANE<br>SCHAUMBURG, IL 60173 |               |           | SVP of Product and Technology |       |

## Signatures

/s/ Scott Mayhew, attorney-in-fact to Edward Gaty      12/04/2018

\_\_Signature of Reporting Person      Date

## Explanation of Responses:

- \* 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).
- (1) The transaction indicated was conducted under an approved 10b5-1 Plan adopted by the reporting person on June 15, 2018.

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.29 to \$67.23, 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 and 3 of this Form 4.
- (2)
- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.46 to \$68.08, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.