

Smith Bradley Scott
Form 4
May 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
Smith Bradley Scott

(Last) (First) (Middle)

7501 W. MEMORIAL ROAD

(Street)

OKLAHOMA CITY, OK 73142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Paycom Software, Inc. [PAYC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Information Officer

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 or (D) Price		
Common Stock	05/09/2018		G		2,014 ⁽¹⁾	D	
Common Stock	05/09/2018		G		2,014 ⁽¹⁾	I	By Bradley Scott Smith Revocable Trust, dated October 30, 2017 ⁽³⁾
Common Stock	05/10/2018		F		353 ⁽⁴⁾	D	
	05/11/2018		G		\$ 109.52	D	
					27,898 ⁽⁵⁾	D	
					\$ 0	D	
					25,041 ⁽⁵⁾	D	

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).

The reporting person transferred these shares pursuant to a gift to Bradley Scott Smith Revocable Trust, dated October 30, 2017 (the "Bradley Scott Smith Revocable Trust"). See footnote (3) below for additional information regarding the Bradley Scott Smith Revocable Trust.

(2) Includes 24,792 shares of restricted stock.

The Bradley Scott Smith Revocable Trust is a revocable trust for the benefit of the reporting person, his spouse, and his children. The reporting person is the trustor and, with his spouse, a co-trustee of the Bradley Scott Smith Revocable Trust. Accordingly, the reporting person reports beneficial ownership of all of the shares of Paycom Software, Inc.'s (the "Issuer") common stock held by the Bradley Scott Smith Revocable Trust but disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.

Represents shares of common stock of the Issuer withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of 1,200 shares of restricted stock granted to the reporting person on October 4, 2016. No shares were issued or sold in this transaction.

(5) Includes 23,592 unvested shares of restricted stock.

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.