

Paycom Software, Inc.  
Form 4  
March 10, 2015

**FORM 4**

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RATHER JONATHAN M**

(Last) (First) (Middle)

**C/O WELSH, CARSON,  
ANDERSON & STOWE, 320 PARK  
AVENUE, SUITE 2500**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/09/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|

|                 |            |  |                  | (A)<br>or<br>(D) | Price |            |   |
|-----------------|------------|--|------------------|------------------|-------|------------|---|
| Common<br>Stock | 03/09/2015 |  | J <sup>(1)</sup> | 4,947,427        | D     | 16,979,027 | I |

By Welsh,  
Carson,  
Anderson &  
Stowe X,  
L.P. <sup>(2)</sup>

|                 |            |  |                  |         |   |         |   |
|-----------------|------------|--|------------------|---------|---|---------|---|
| Common<br>Stock | 03/09/2015 |  | J <sup>(1)</sup> | 52,573  | D | 180,425 | I |
| Common<br>Stock | 03/09/2015 |  | J <sup>(1)</sup> | 134,998 | A | 134,998 | D |

By WCAS  
Capital  
Partners IV,  
L.P. <sup>(2)</sup>

# Edgar Filing: Paycom Software, Inc. - Form 4

|                 |            |                  |        |   |            |         |   |                                                        |
|-----------------|------------|------------------|--------|---|------------|---------|---|--------------------------------------------------------|
| Common<br>Stock | 03/09/2015 | J <sup>(1)</sup> | 30,548 | A | <u>(1)</u> | 30,548  | I | By JMR4<br>Holdings<br>LLC <sup>(3)</sup>              |
| Common<br>Stock | 03/09/2015 | J <sup>(1)</sup> | 53,101 | A | <u>(1)</u> | 170,811 | I | By WCAS<br>Management<br>Corporation<br><sup>(2)</sup> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

RATHER JONATHAN M  
C/O WELSH, CARSON, ANDERSON & STOWE  
320 PARK AVENUE, SUITE 2500  
NEW YORK, NY 10022

X

## Signatures

/s/David Mintz,  
Attorney-in-Fact 03/09/2015

          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) In kind distribution of shares by Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. pro rata to their respective partners.

The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. and the controlling stockholder of WCAS Management Corporation. Pursuant to Instruction (4)(b)(iv) of

- (2) Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

- (3) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein.

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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