

Paycom Software, Inc.
Form SC 13D/A
May 20, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 4) *

PAYCOM SOFTWARE, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

70432V102

(CUSIP Number)

Greg R. Samuel, Esq.

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 14, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of reporting persons.

Ernest Group, Inc.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Oklahoma

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

5,670,999 (2)

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

5,670,999 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

9.7% (3)

14. Type of reporting person (see instructions)

CO

- (1) Represents the aggregate number of shares of Common Stock subject to the Stockholders Agreement as described herein.
- (2) Excludes all shares of Common Stock other than those beneficially owned by the Reporting Person.
- (3) Based on 58,370,980 shares of Common Stock outstanding as of May 1, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed by the Issuer with the SEC on May 13, 2015.

1. Names of reporting persons.

The Ruby Group, Inc.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Oklahoma

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

229,135 (2)

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

229,135 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

0.4% (3)

14. Type of reporting person (see instructions)

CO

- (1) Represents the aggregate number of shares of Common Stock subject to the Stockholders Agreement as described herein.
- (2) Excludes all shares of Common Stock other than those beneficially owned by the Reporting Person.
- (3) Based on 58,370,980 shares of Common Stock outstanding as of May 1, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed by the Issuer with the SEC on May 13, 2015.

1. Names of reporting persons.

Chad Richison

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

10,721,329 (2)

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

10,721,329 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

18.4% (3)

14. Type of reporting person (see instructions)

IN

- (1) Represents the aggregate number of shares of Common Stock subject to the Stockholders Agreement as described herein.
- (2) Includes all shares of unvested restricted stock held by the Reporting Person and excludes all shares of Common Stock other than those beneficially owned by the Reporting Person.
- (3) Based on 58,370,980 shares of Common Stock outstanding as of May 1, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed by the Issuer with the SEC on May 13, 2015, and includes all shares of unvested restricted stock held by the Reporting Person.

1. Names of reporting persons.

SR-EGI, Inc.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Oklahoma

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

1,347,742 (2)

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

1,347,742 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

2.3% (3)

14. Type of reporting person (see instructions)

CO

- (1) Represents the aggregate number of shares of Common Stock subject to the Stockholders Agreement as described herein.
- (2) Excludes all shares of Common Stock other than those beneficially owned by the Reporting Person.
- (3) Based on 58,370,980 shares of Common Stock outstanding as of May 1, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed by the Issuer with the SEC on May 13, 2015.

1. Names of reporting persons.

Shannon Rowe

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

1,347,742 (2)

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

1,347,742 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

2.3% (3)

14. Type of reporting person (see instructions)

IN

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- (2) Excludes all shares of Common Stock other than those beneficially owned by the Reporting Person.
- (3) Based on 58,370,980 shares of Common Stock outstanding as of May 1, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed by the Issuer with the SEC on May 13, 2015.

1. Names of reporting persons.

WK-EGI, Inc.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Oklahoma

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

679,877 (2)

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

679,877 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

1.2% (3)

14. Type of reporting person (see instructions)

CO

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- (2) Excludes all shares of Common Stock other than those beneficially owned by the Reporting Person.
- (3) Based on 58,370,980 shares of Common Stock outstanding as of May 1, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed by the Issuer with the SEC on May 13, 2015.

1. Names of reporting persons.

William X. Kerber, III

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

1,148,175 (2)

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

1,148,175 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

2.0% (3)

14. Type of reporting person (see instructions)

IN

- (1) Represents the aggregate number of shares of Common Stock subject to the Stockholders Agreement as described herein.
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1. Names of reporting persons.

Jeffrey D. York

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,177,482 (1)

9. Sole dispositive power

reporting

person

1,170,391 (2)

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

1,170,391 (2)

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11)

2.0% (3)

14. Type of reporting person (see instructions)

IN

- (1) Represents the aggregate number of shares of Common Stock subject to the Stockholders Agreement as described herein.
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1. Names of reporting persons.

ELK II 2012 Descendants Trust u/a dated December 26, 2012

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Florida

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

30,177,482 (1)

reporting

person

with