

Sarowitz Steven I
 Form 4
 February 14, 2019

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 *
 Sarowitz Steven I

2. Issuer Name and Ticker or Trading Symbol
 Paylocity Holding Corp [PCTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O 1400 AMERICAN LANE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/12/2019

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

SCHAUMBURG, IL 60173

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock, par value \$0.001	02/12/2019		S		47,726 ⁽¹⁾	D	
					\$ 83.08 ⁽²⁾		14,688,004
Common Stock, par value \$0.001	02/12/2019		S		27,859 ⁽¹⁾	D	
					\$ 83.47 ⁽³⁾		14,660,145
Common Stock, par value \$0.001	02/13/2019		S		700 ⁽¹⁾	D	
					\$ 81.91 ⁽⁴⁾		14,659,445

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Common Stock, par value \$0.001	02/13/2019	S	39,807 <u>(1)</u>	D	\$ 82.84 <u>(5)</u>	14,619,638	D	
Common Stock, par value \$0.001	02/13/2019	S	22,623 <u>(1)</u>	D	\$ 83.51 <u>(6)</u>	14,597,015	D	
Common Stock, par value \$0.001	02/14/2019	S	11,285 <u>(1)</u>	D	\$ 83.98 <u>(7)</u>	14,585,730	D	
Common Stock, par value \$0.001						72,500	I	by the Julian Grace Foundation

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sarowitz Steven I C/O 1400 AMERICAN LANE				

SCHAUMBURG, IL 60173

Signatures

/s/ Scott Mayhew, attorney-in-fact to Steven I.
Sarowitz

02/14/2019

__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 December 14, 2018.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$82.32 to \$83.32, 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.
- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$83.33 to \$84.01, inclusive.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$81.33 to \$82.32, 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 4, 5 and 6 of this Form 4.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$82.34 to \$83.34, inclusive.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$83.35 to \$83.91, inclusive.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$83.62 to \$84.62, 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 this footnote 7.
- (7)

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.