Paylocity Holding Corp Form 4 November 21, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(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)

issuer

(Last)

(City)

\$0.001

(First) (Middle)

3. Date of Earliest Transaction

tion

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

C/O 3850 N. WILKE ROAD

11/20/2014

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

below)

(Street)

(Zip)

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

Applicable Line)

X. Form filed by One Reporting

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

ARLINGTON HEIGHTS, IL 60004

(State)

(,)	(4)	Tabl	e I - No	n-D	erivative Se	curitie	es Acqu	nrea, Disposea of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securitie	s Acqı	iired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transa	ctio	n(A) or Disp	osed c	f (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code		(Instr. 3, 4	and 5)		Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr.	8)				Owned	(D) or	Ownership
								Following	Indirect (I)	(Instr. 4)
						(4)		Reported	(Instr. 4)	
						(A)		Transaction(s)		
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common										
Stock, par value	11/20/2014		G	V	740,740 (1)	D	\$0	21,047,907	D	

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	•	Title Nu	Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
--	Director	10% Owner	Officer	Other			
Sarowitz Steven I							
C/O 3850 N. WILKE ROAD	X	X					
ARLINGTON HEIGHTS, IL 60004							

Signatures

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

11/21/2014

**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).

Reflects a donative gift of shares from the Reporting Person to the Julian Grace Foundation, an Illinois not for profit corporation. The (1) shares held by the Julian Grace Foundation are subject to restrictions on transfer during the pendency of the Issuer's offering relating to the Form S-1 filed on November 21, 2014, and for 90 days after the effectiveness thereof.

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.

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