Paycom Software, Inc. Form 4 March 10, 2015

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

Person

Number: January 31, Expires: 2005

3235-0287

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Estimated average burden hours per response... 0.5

Form 4 or 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 AcRATHER JO		-	2. Issuer Name and Ticker or Trading Symbol Paycom Software, Inc. [PAYC]	5. Relationship of Reporting Person(s) to Issuer			
			•	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	DirectorX 10% Owner			
C/O WELSH, CARSON,			03/09/2015	Officer (give title Other (specify			
ANDERSON & STOWE, 320 PARK				below) below)			
AVENUE, S							
TIVETOE, S	O11L 2300						
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
NEW YORK	NY 1002	2		Form filed by More than One Reporting			

NEW YORK, NY 10022

03/09/2015

Stock

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	curiti	ies Acq	uired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 and	of (D)	red (A)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/09/2015		Code V <u>J(1)</u>	Amount 4,947,427	(D)	Price (1)	(Instr. 3 and 4) 16,979,027	I	By Welsh, Carson, Anderson & Stowe X, L.P. (2)
Common Stock	03/09/2015		<u>J(1)</u>	52,573	D	(1)	180,425	I	By WCAS Capital Partners IV, L.P. (2)
Common	03/09/2015		T (1)	13/1 008	Δ	(1)	13/1 008	D	

134,998

A

<u>(1)</u>

134,998

D

J(1)

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

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
RATHER JONATHAN M C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022		X					
0:							

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

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. 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.