

Paylocity Holding Corp  
Form S-1MEF  
March 18, 2014

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**As filed with the Securities and Exchange Commission on March 18, 2014.**

**Registration No. 333-**

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

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**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Paylocity Holding Corporation**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**7372**

(Primary Standard Industrial  
Classification Code Number)

**46-4066644**

(I.R.S. Employer  
Identification No.)

**3850 N. Wilke Road  
Arlington Heights, Illinois 60004  
(847) 463-3200**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive  
Offices)

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**Steven R. Beauchamp  
President and Chief Executive Officer  
3850 N. Wilke Road  
Arlington Heights, Illinois 60004  
(847) 463-3200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**John J. Gilluly III, P.C.**  
**DLA Piper LLP (US)**  
**401 Congress Avenue, Suite 2500**  
**Austin, Texas 78701**  
**(512) 457-7000**

**Christopher J. Austin**  
**Goodwin Procter LLP**  
**The New York Times Building**  
**620 Eighth Avenue**  
**New York, NY 10018**  
**(212) 813-8800**

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**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-193661

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input checked="" type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities To Be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.001	431,250	\$17.00	\$7,331,250	\$944.27

- (1) Represents only the additional number of shares being registered and includes 56,250 additional shares of common stock issuable upon the exercise of the underwriters' overallotment option. Does not include the securities that the registrant previously registered on the registration statement on Form S-1, as amended (File No. 333-193661).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The registrant previously registered securities with an aggregate offering price not to exceed \$122,728,000 on a registration statement on Form S-1, as amended (File No. 333-193661), which was declared effective by the Securities and Exchange Commission on March 18, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$7,331,250 are hereby registered, which includes shares issuable upon the exercise of the underwriters' overallotment option.

***The registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.***

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**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Paylocity Holding Corporation ("Registrant") is filing this registration statement with the Securities and Exchange Commission ("Commission"). This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-193661) ("Prior Registration Statement"), and which the Commission declared effective on March 18, 2014.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 431,250 shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington Heights, Illinois on the 18th day of March, 2014.

PAYLOCITY HOLDING CORPORATION

By: /s/ STEVEN R. BEAUCHAMP

\_\_\_\_\_  
 Steven R. Beauchamp  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ STEVEN R. BEAUCHAMP _____ Steven R. Beauchamp	President and Chief Executive Officer (Principal Executive Officer) and Director	March 18, 2014
/s/ PETER J. MCGRAIL _____ Peter J. McGrail	Chief Financial Officer (Principal Financial and Accounting Officer)	March 18, 2014
* _____ Jeffrey T. Diehl	Director	March 18, 2014
* _____ Mark H. Mishler	Director	March 18, 2014
* _____ Steven I. Sarowitz	Executive Chairman	March 18, 2014
* _____ Ronald V. Waters, III	Director	March 18, 2014

\*By: /s/ PETER J. MCGRAIL

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 Peter J. McGrail  
 Attorney-in-Fact

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

- |      |   |
|------|---|
| 5.1  | Opinion of DLA Piper LLP (US).  |
| 23.1 | Consent of KPMG, LLP, Independent Registered Public Accounting Firm.  |
| 23.2 | Consent of DLA Piper LLP (US) (included in Exhibit 5.1).  |
| 24.1 | Power of Attorney (see page II-5 to the original filing of the Registration Statement on Form S-1 (File No. 333-193661)). |
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Previously filed.

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