

Paylocity Holding Corp  
Form 8-A12B  
March 12, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**PAYLOCITY HOLDING CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of incorporation or organization)

**46-4066644**  
(I.R.S. Employer Identification No.)

**3850 N. Wilke Road**

**Arlington Heights, Illinois**  
(Address of principal executive offices)

**60004**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**  
Common stock, par value \$0.001 per share

**Name of each exchange on  
which each class is to be registered**  
The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file number to which this form relates: 333-193661

Securities to be registered pursuant to Section 12(g) of the Act: None.

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**Item 1. Description of Registrant's Securities to be Registered**

The information required by this Item 1 is incorporated herein by reference to the information set forth under the caption "Description of Capital Stock" in the Registration Statement on Form S-1 (File No. 333-193661) as originally filed by the Registrant with the Securities and Exchange Commission on January 30, 2014 and as subsequently amended (the "**Registration Statement**"). Such information will also appear in the prospectus subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and such prospectus is incorporated herein by reference.

**Item 2. Exhibits**

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 12, 2014

**PAYLOCITY HOLDING CORPORATION**

By: /s/ Steven R. Beauchamp  
Steven R. Beauchamp  
President and Chief Executive Officer