

Paylocity Holding Corp  
Form 8-K  
December 22, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 19, 2014**

**PAYLOCITY HOLDING CORPORATION**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-36348**  
(Commission File Number)

**46-4066644**  
(I.R.S. Employer Identification  
Number)

**3850 N. Wilke Road**

**Arlington Heights, Illinois 60004**

(Address of principal executive offices, including zip code)

**(847) 463-3200**

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(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Paylocity Holding Corporation (the *Company*) held its 2015 annual meeting of stockholders on December 19, 2014. Holders of an aggregate of 49,585,569 shares of the Company's common stock at the close of business on October 29, 2014 were entitled to vote at the meeting, of which 45,553,635, or 91.87%, of the eligible shares were represented in person or by proxy. The matters voted upon at the meeting and the results of those votes are as follows:

*Proposal 1: Election of Class I Directors to hold office for three-year terms or until their respective successors are elected and qualified, or their earlier death, resignation or removal.*

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-votes</b>
Steven I. Sarowitz	38,710,776	4,169,499	2,673,360
Jeffrey T. Diehl	42,656,513	223,762	2,673,360

*Proposal 2: Ratification of the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending June 30, 2015.*

<b>For</b>	<b>Against</b>	<b>Abstaining</b>
45,533,770	17,009	2,856

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PAYLOCITY HOLDING CORPORATION

Date: December 22, 2014

By:

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