

Paylocity Holding Corp  
Form 8-K  
December 09, 2016

**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 9, 2016**

**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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Paylocity Holding Corporation (the *Company*) held its annual meeting of stockholders for its fiscal year 2017 on December 9, 2016. Holders of an aggregate of 51,336,088 shares of the Company's common stock at the close of business on October 11, 2016 were entitled to vote at the meeting, of which 49,849,493, or 97.10%, 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 III 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 R. Beauchamp | 48,582,317 | 306,762         | 960,414                 |
| Andres D. Reiner    | 48,253,598 | 635,481         | 960,414                 |

Based on the votes set forth above, both of the director nominees were duly elected.

*Proposal 2: Ratification of the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending June 30, 2017.*

| <b>For</b> | <b>Against</b> | <b>Abstaining</b> |
|------------|----------------|-------------------|
| 49,763,969 | 4,509          | 81,015            |

Based on the votes set forth above, the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017 was ratified.

*Proposal 3: Advisory vote to approve the compensation of named executive officers.*

| <b>For</b> | <b>Against</b> | <b>Abstaining</b> | <b>Broker Non-votes</b> |
|------------|----------------|-------------------|-------------------------|
| 48,517,420 | 292,164        | 79,495            | 960,414                 |

Based on the votes set forth above, the stockholders advised that they were in favor of the compensation awarded to the Company's named executive officers.

*Proposal 4: Advisory vote on the frequency of holding future advisory votes to approve the compensation of named executive officers.*

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| <b>Vote For 1 Year</b> | <b>Vote For 2 Years</b> | <b>Vote For 3 Years</b> | <b>Abstaining</b> | <b>Broker Non-votes</b> |
|------------------------|-------------------------|-------------------------|-------------------|-------------------------|
| 17,722,437             | 388,123                 | 30,486,233              | 292,286           | 960,414                 |

Based on the votes set forth above, the stockholders advised that they were in favor of three years as the frequency of holding a non-binding advisory vote on the compensation of named executive officers.

**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 9, 2016

By:

/s/ Peter J. McGrail  
Peter J. McGrail  
Chief Financial Officer and Secretary