Paycom Software, Inc. Form 4 March 10, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

**SECURITIES** 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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CARSON RUSSELL L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) Paycom Software, Inc. [PAYC] 3. Date of Earliest Transaction

(Check all applicable)

C/O WELSH, CARSON, ANDERSON AND STOWE, 320 (Month/Day/Year) 03/09/2015

\_X\_\_ 10% Owner Director \_ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

PARK AVENUE, SUITE 2500

(State)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities omr Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/09/2015		J <u>(1)</u>	4,947,427	D	(1)	16,979,027	I	By Welsh, Carson, Anderson & Stowe X, L.P. (2)
Common Stock	03/09/2015		J <u>(1)</u>	52,573	D	(1)	180,425	I	By WCAS Capital Partners IV, L.P. (2)
Common Stock	03/09/2015		J <u>(1)</u>	179,801	A	<u>(1)</u>	179,801	D	

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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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
									ount	
						Date	Expiration	or		
						Exercisable	Date	of of	mber	
				Code V	(A) (D)			Sha	ires	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

CARSON RUSSELL L C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

X

#### **Signatures**

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

\*\*Signature of Reporting Person

# **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).
- In kind distribution of shares by Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. pro rata to their **(1)** 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. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly
- (2) 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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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