

York Jeffrey D.
Form 4
October 03, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
York Jeffrey D.

(Last) (First) (Middle)

7501 W. MEMORIAL ROAD

(Street)

OKLAHOMA CITY, OK 73142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Paycom Software, Inc. [PAYC]

3. Date of Earliest Transaction
(Month/Day/Year)

10/02/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Sales Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	10/02/2017		S ⁽¹⁾	700 D	\$ 73.8257 (2)	805,531 I	By JCY Holdings, LP (3)
Common Stock	10/02/2017		S ⁽¹⁾	31,500 D	\$ 74.7028 (4)	774,031 I	By JCY Holdings, LP (3)
Common Stock	10/02/2017		S ⁽¹⁾	7,800 D	\$ 75.3124 (5)	766,231 I	By JCY Holdings, LP (3)
Common Stock						129,676 (6) D	

Common Stock	22,000	I	By York Charitable Remainder Unitrust <u>(7)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
York Jeffrey D. 7501 W. MEMORIAL ROAD OKLAHOMA CITY, OK 73142	Director 10% Owner Officer Other
	Chief Sales Officer

Signatures

/s/ Jeffrey D.
York 10/03/2017

__Signature of Date
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).

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2017.

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- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.76 to \$73.91, inclusive. The reporting person undertakes to provide to Paycom Software, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) The general partner of JCY Holdings, LP ("JCY Holdings") is JCY General LLC ("JCY General") and the limited partners of JCY Holdings are the reporting person and his spouse. Each of the reporting person and his spouse owns 50% of the membership interests of JCY General.

- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.07 to \$74.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.77, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) Includes 38,720 unvested shares of restricted stock.

- (7) The York Charitable Remainder Unitrust (the "Trust") is a charitable remainder trust of which the reporting person and his spouse are co-trustees and of which the reporting person and his spouse are beneficiaries. The reporting person continues to report beneficial ownership of all of the shares of the Issuer's common stock held by the Trust but disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.

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

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