

PAYCHEX INC  
Form 8-K  
December 10, 2012

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: December 10, 2012  
(Date of earliest event reported)

PAYCHEX, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

0-11330  
(Commission  
File Number)

16-1124166  
(IRS Employer  
Identification Number)

911 PANORAMA TRAIL SOUTH,  
ROCHESTER, NEW YORK  
(Address of principal executive offices)  
(585) 385-6666

14625-2396  
(Zip Code)

(Registrant's telephone number, including area code)  
N/A

(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))
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ITEM 8.01 OTHER EVENTS

On December 10, 2012, the Board of Directors (the “Board”) of Paychex, Inc. (the “Company”) declared a dividend of \$0.66 per share payable December 28, 2012 to shareholders of record on December 20, 2012. This accelerated dividend is intended by the Board to be lieu of quarterly dividends the Company would have otherwise declared for the third and fourth quarters of the fiscal year ended May 31, 2013 and that would have been paid in calendar year 2013.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed with this Current Report on Form 8-K.

Exhibit 99.1: Press Release of Paychex, Inc. dated December 10, 2012.

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**SIGNATURES**

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

PAYCHEX, INC.

Date: December 10, 2012

/s/ Martin Mucci  
Martin Mucci  
President and Chief Executive Officer

Date: December 10, 2012

/s/ Efrain Rivera  
Efrain Rivera  
Senior Vice President, Chief Financial Officer,  
and Treasurer