York Jeffrey D. Form 4 August 29, 2017

# FORM 4

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

**OMB APPROVAL** OMB

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

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **York Jeffrey D.				2. Issue Symbol	er Name <b>an</b>	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
				Paycom Software, Inc. [PAYC]			(Check all applicable)				
	(Last)	(First)	(Middle)	3. Date of	of Earliest 7	Transaction					
				(Month/l	Day/Year)		Director	1	0% Owner		
7501 W. MEMORIAL ROAD			08/25/2	2017		_X Officer (give title Other (specify below)					
(Street)			4. If Am	endment, E	Date Original						
				Filed(Mo	onth/Day/Ye	ar)	Applicable Line)				
							_X_ Form filed by One Reporting Person				
OKLAHOMA CITY, OK 73142							Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned		
	1.Title of	2. Transaction Dat	e 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
	Security	ecurity (Month/Day/Year) Execution		n Date, if Transac		or(A) or Disposed of (D)	Securities	Ownership	Indirect		
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
			(Month/I	Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership		

					1	. ,	<b>.</b>
1.Title of	2. Transaction Date		3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/25/2017		F	5,873 D \$ 72.77	138,066 (2)	D	
Common Stock					806,231	I	By JCY Holdings, LP (3)
Common Stock					22,000	I	By York Charitable Remainder Unitrust (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						^	Date	Title Nu	umber		
								of			
				Code V	(A) (D)			S	hares		

#### **Reporting Owners**

**Relationships** Reporting Owner Name / Address

> Director 10% Owner Officer Other

York Jeffrey D. 7501 W. MEMORIAL ROAD OKLAHOMA CITY, OK 73142

Chief Sales Officer

# **Signatures**

/s/ Jeffrey D. 08/28/2017 York

\*\*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).
- Represents shares of common stock of Paycom Software, Inc. (the "Issuer") withheld by the Issuer to satisfy tax withholding obligations (1) in connection with the vesting of 14,000 shares of restricted stock granted to the reporting person on April 26, 2017. No shares were issued or sold in this transaction.
- (2) Includes 58,720 unvested shares of restricted stock.
  - The general partner of JCY Holdings, LP ("JCY Holdings") is JCY General LLC ("JCY General") and the limited partners of JCY
- (3) 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 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

Reporting Owners 2

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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.

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