

Paylocity Holding Corp  
 Form 4  
 March 26, 2014

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ADAMS STREET PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol  
 Paylocity Holding Corp [PCTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1 NORTH WACKER DRIVE,  
 SUITE 2200

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/24/2014

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

(Street)  
 CHICAGO, IL 60606

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

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

(City) (State) (Zip)

**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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/24/2014		C		1,886,486	A	<u>(1)</u> 2,221,893	I	By Adams Street 2006 Direct Fund, L.P. <sup>(3)</sup>
Common Stock	03/24/2014		C		305,682	A	<u>(2)</u> 2,527,575	I	By Adams Street 2006 Direct Fund, L.P. <sup>(3)</sup>
Common Stock	03/24/2014		S		189,412	D	\$ 17 2,338,163	I	By Adams Street 2006 Direct Fund, L.P. <sup>(3)</sup>

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Common Stock	03/24/2014	C	2,130,362	A	<u>(1)</u>	2,509,129	I	By Adams Street 2007 Direct Fund, L.P. <u>(4)</u>
Common Stock	03/24/2014	C	345,200	A	<u>(2)</u>	2,854,329	I	By Adams Street 2007 Direct Fund, L.P. <u>(4)</u>
Common Stock	03/24/2014	S	213,898	D	\$ 17	2,640,431	I	By Adams Street 2007 Direct Fund, L.P. <u>(4)</u>
Common Stock	03/24/2014	C	2,316,485	A	<u>(1)</u>	2,728,343	I	By Adams Street 2008 Direct Fund, L.P. <u>(5)</u>
Common Stock	03/24/2014	C	1,353,624	A	<u>(2)</u>	4,081,967	I	By Adams Street 2008 Direct Fund, L.P. <u>(5)</u>
Common Stock	03/24/2014	S	305,896	D	\$ 17	3,776,071	I	By Adams Street 2008 Direct Fund, L.P. <u>(5)</u>
Common Stock	03/24/2014	C	846,130	A	<u>(2)</u>	846,130	I	By Adams Street 2009 Direct Fund, L.P. <u>(6)</u>
Common Stock	03/24/2014	S	63,408	D	\$ 17	782,722	I	By Adams Street 2009 Direct Fund, L.P. <u>(6)</u>
Common Stock	03/24/2014	C	480,648	A	<u>(2)</u>	480,648	I	By Adams Street 2010 Direct Fund, L.P. <u>(7)</u>
Common Stock	03/24/2014	S	36,019	D	\$ 17	444,629	I	By Adams Street 2010 Direct Fund, L.P. <u>(7)</u>
Common Stock	03/24/2014	C	386,152	A	<u>(2)</u>	386,152	I	By Adams Street 2011 Direct Fund LP <u>(8)</u>
	03/24/2014	S	28,937	D	\$ 17	357,215	I	

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Common Stock								By Adams Street 2011 Direct Fund LP <u>(8)</u>	
Common Stock	03/24/2014		C	387,527	A	<u>(2)</u>	387,527	I	By Adams Street 2012 Direct Fund LP <u>(9)</u>
Common Stock	03/24/2014		S	29,041	D	\$ 17	358,486	I	By Adams Street 2012 Direct Fund LP <u>(9)</u>
Common Stock	03/24/2014		C	1,494,968	A	<u>(2)</u>	1,494,968	I	By Adams Street Co-Investment Fund II, L.P. <u>(10)</u>
Common Stock	03/24/2014		S	112,030	D	\$ 17	1,382,938	I	By Adams Street Co-Investment Fund II, L.P. <u>(10)</u>

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.**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	03/24/2014	<u>(1)</u>	C	2,829,729	<u>(1)</u>	<u>(1)</u>	Common Stock	1,886,48
Series A Preferred Stock	<u>(1)</u>	03/24/2014	<u>(1)</u>	C	3,195,543	<u>(1)</u>	<u>(1)</u>	Common Stock	2,130,36

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Series A Preferred Stock	(1)	03/24/2014	(1)	C	3,474,728	(1)	(1)	Common Stock	2,316,48
Series B Preferred Stock	(2)	03/24/2014	(2)	C	458,524	(2)	(2)	Common Stock	305,682
Series B Preferred Stock	(2)	03/24/2014	(2)	C	517,800	(2)	(2)	Common Stock	345,200
Series B Preferred Stock	(2)	03/24/2014	(2)	C	2,030,436	(2)	(2)	Common Stock	1,353,62
Series B Preferred Stock	(2)	03/24/2014	(2)	C	1,269,196	(2)	(2)	Common Stock	846,130
Series B Preferred Stock	(2)	03/24/2014	(2)	C	720,972	(2)	(2)	Common Stock	480,648
Series B Preferred Stock	(2)	03/24/2014	(2)	C	579,228	(2)	(2)	Common Stock	386,152
Series B Preferred Stock	(2)	03/24/2014	(2)	C	581,291	(2)	(2)	Common Stock	387,527
Series B Preferred Stock	(2)	03/24/2014	(2)	C	2,242,452	(2)	(2)	Common Stock	1,494,96

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

X

ADAMS STREET PARTNERS LLC  
 1 NORTH WACKER DRIVE, SUITE 2200  
 CHICAGO, IL 60606

## Signatures

/s/ Sara A. Robinson - Vice President, Adams Street Partners,  
 LLC

03/26/2014

\*\*Signature of Reporting Person

Date

## 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) Series A Preferred Stock converted into the Issuer's Common Stock on a 3-for-2 basis and had no expiration date.

(2) Series B Preferred Stock converted into the Issuer's Common Stock on a 3-for-2 basis and had no expiration date.

The reported securities are owned directly by Adams Street 2006 Direct Fund, L.P. ("AS 2006") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2006. The securities owned by AS 2006 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

(3) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

The reported securities are owned directly by Adams Street 2007 Direct Fund, L.P. ("AS 2007") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2007. The securities owned by AS 2007 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

(4) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

The reported securities are owned directly by Adams Street 2008 Direct Fund, L.P. ("AS 2008") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2008. The securities owned by AS 2008 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

(5) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

The reported securities are owned directly by Adams Street 2009 Direct Fund, L.P. ("AS 2009") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2009. The securities owned by AS 2009 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

(6) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

The reported securities are owned directly by Adams Street 2010 Direct Fund, L.P. ("AS 2010") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2010. The securities owned by AS 2010 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

(7) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

(8) The reported securities are owned directly by Adams Street 2011 Direct Fund LP ("AS 2011") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2011's general partner. The securities owned by AS 2011 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David

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Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

The reported securities are owned directly by Adams Street 2012 Direct Fund LP ("AS 2012") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of AS 2012's general partner. The securities owned by AS 2012 (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

- (9) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

The reported securities are owned directly by Adams Street Co-Investment Fund II, L.P. ("Co-Invest II") and indirectly by Adams Street Partners, LLC, as the managing member of the general partner of Co-Invest II. The securities owned by Co-Invest II (the "Shares") may be deemed to be beneficially owned by Adams Street Partners, LLC. David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn,

- (10) Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the Shares. Adams Street Partners, LLC and David Brett, Jeffrey T. Diehl, Elisha P. Gould, Michael S. Lynn, Robin Murray, Sachin Tulyani, Craig D. Waslin, and David S. Welsh disclaim beneficial ownership of the Shares except to the extent of their 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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