

PAYCHEX INC
Form 8-K
October 21, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: October 16, 2013
(Date of earliest event reported)

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

| | | |
|--|--|---|
| DELAWARE (State of 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 (Registrant's telephone number, including area code) None (Former name or former address, if changed since last report.) | 14625-2396 (Zip Code) |
|---|--------------------------|

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))

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The Annual Meeting of Stockholders was held on October 16, 2013.

There were present at the meeting, either in person or by proxy, holders of 323,100,934 common shares.

(b) Stockholders elected the nine nominees, constituting our entire Board of Directors (the "Board"), to hold office until the next Annual Meeting of Stockholders in 2014; approved the advisory vote on named executive officer compensation; and ratified the selection of our independent registered public accounting firm.

Results of stockholder voting are as follows:

| Election of Directors | For | Against | Abstain | Broker Non-Votes |
|--|-------------|------------|-----------|---------------------|
| B. Thomas Golisano | 262,180,567 | 2,300,369 | 974,542 | 57,645,456 |
| Joseph G. Doody | 262,366,327 | 2,044,983 | 1,044,168 | 57,645,456 |
| David J. S. Flaschen | 252,126,759 | 12,279,137 | 1,049,582 | 57,645,456 |
| Phillip Horsley | 252,922,189 | 11,490,122 | 1,043,167 | 57,645,456 |
| Grant M. Inman | 251,832,960 | 12,581,741 | 1,040,777 | 57,645,456 |
| Pamela A. Joseph | 262,769,815 | 1,647,979 | 1,037,684 | 57,645,456 |
| Martin Mucci | 262,631,870 | 1,813,294 | 1,010,314 | 57,645,456 |
| Joseph M. Tucci | 249,963,890 | 14,445,817 | 1,045,771 | 57,645,456 |
| Joseph M. Velli | 253,301,651 | 11,107,687 | 1,046,140 | 57,645,456 |
| | | | | |
| | For | Against | Abstain | Broker Non-Votes |
| Advisory Vote To Approve Named Executive Officer Compensation | 248,404,917 | 14,885,699 | 2,164,862 | 57,645,456 |
| | | | | |
| | For | Against | Abstain | |
| Ratification of Selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm | 321,037,546 | 812,712 | 1,250,676 | |

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: October 18, 2013

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

Date: October 18, 2013

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