

York Jeffrey D.
Form 4
July 05, 2018

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 *
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)
07/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Sales Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/02/2018 | | S ⁽¹⁾ | | 3,310 | D | \$ 97.74 (2) | 659,921 | I | By JCY Holdings, LP (3) |
| Common Stock | 07/02/2018 | | S ⁽¹⁾ | | 9,259 | D | \$ 98.86 (4) | 650,662 | I | By JCY Holdings, LP (3) |
| Common Stock | 07/02/2018 | | S ⁽¹⁾ | | 17,137 | D | \$ 99.65 (5) | 633,525 | I | By JCY Holdings, LP (3) |
| Common Stock | 07/02/2018 | | S ⁽¹⁾ | | 20,294 | D | \$ 100.78 | 613,231 | I | By JCY Holdings, |

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| | (6) | | LP (3) |
|--------------|-------------|---|---|
| Common Stock | 157,097 (7) | D | |
| Common Stock | 22,000 | I | By York Charitable Remainder Unitrust (8) |

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 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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Jeffrey D. York 07/05/2018

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2017.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.22 to \$98.21, 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 \$98.23 to \$99.22, 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 \$99.23 to \$100.22, 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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.24 to \$101.20, 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.

(7) Includes 24,000 unvested shares of restricted stock.

(8) 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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