Paycom Software, Inc. Form 4 March 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

obligations

Check this box

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. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRAYNOR SEAN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(Middle)

Paycom Software, Inc. [PAYC]

(Check all applicable)

(First)

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

03/09/2015

_X__ 10% Owner Director _ Other (specify Officer (give title

C/O WELSH, CARSON, ANDERSON & STOWE, 320 PARK

(Street)

AVENUE, SUITE 2500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curitie	s Acqui	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities omr Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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)
Common Stock	03/09/2015		J <u>(1)</u>	4,947,427		(1)	16,979,027	I	By Welsh, Carson, Anderson & Stowe X, L.P. (2)
Common Stock	03/09/2015		J <u>(1)</u>	52,573	D	(1)	180,425	I	By WCAS Capital Partners IV, L.P. (2)
Common Stock	03/09/2015		J <u>(1)</u>	175,191	A	<u>(1)</u>	175,191	D	

Edgar Filing: Paycom Software, Inc. - Form 4

Common Stock	03/09/2015	<u>J(</u>	<u>1)</u>	26,954	A	<u>(1)</u>	26,954	I	Traynor Family LLC (3)
-----------------	------------	-----------	-----------	--------	---	------------	--------	---	------------------------

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.

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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. stionNumber of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day ve es d	Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			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			
RAYNOR SEAN							

C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

X

Signatures

/s/David Mintz, Attorney-in-Fact 03/09/2015

**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) In kind distribution of shares by Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. pro rata to their respective partners.

Reporting Owners 2

Edgar Filing: Paycom Software, Inc. - Form 4

- The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly
- (2) beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.
- (3) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.