

Paycom Software, Inc.
Form 5
February 14, 2017

FORM 5

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

OMB APPROVAL
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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
York Jeffrey D.

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Paycom Software, Inc. [PAYC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

7501 W. MEMORIAL ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

OKLAHOMA CITY, OK 73142

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/30/2016	Â	G	11,000 (1) (2) D \$ 0	119,638 (3)	D	Â
Common Stock	12/30/2016	Â	G	11,000 (1) (2) A \$ 0	11,000	I	By York Charitable Remainder Unitrust (4)
Common Stock	12/30/2016	Â	G	11,000 (2) (5) D \$ 0	0	I	By spouse
	12/30/2016	Â	G	A \$ 0	22,000	I	

Common Stock								11,000 <u>(2)</u> <u>(5)</u>		By York Charitable Remainder Unitrust ⁽⁴⁾
Common Stock	Â	Â	Â	Â	Â	Â	886,231	I		By JCY Holdings, LP ⁽²⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

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

Signatures

/s/ Jeffrey D. York
02/13/2017

**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 prior reports, the reporting person reported indirect beneficial ownership of these shares of Paycom Software, Inc. ("PAYC") common stock through JCY Holdings, LP ("JCY Holdings"). On December 30, 2016, the reporting person received such shares of PAYC common

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stock in the distributions described in footnote (2) and then transferred such shares of PAYC common stock to the York Charitable Remainder Unitrust (the "Trust") pursuant to a gift. See footnote (4) for additional information regarding the Trust.

(2) On December 30, 2016, JCY Holdings distributed 22,000 shares of PAYC common stock on a pro rata basis for no consideration to its general partner and limited partners. The general partner of 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. Upon receipt of shares of PAYC common stock in such distribution, JCY General distributed such shares on a pro rata basis for no consideration to the reporting person and his spouse. Each of the transactions described in this footnote constituted a change in the form of beneficial ownership without a change in pecuniary interest.

(3) Represents unvested shares of restricted stock.

(4) 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 PAYC common stock held by the Trust but disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.

(5) In prior reports, the reporting person reported indirect beneficial ownership of these shares of PAYC common stock through JCY Holdings. On December 30, 2016, the reporting person's spouse received such shares of PAYC common stock in the distributions described in footnote (2) and then transferred such shares to the Trust pursuant to a gift. See footnote (4) for additional information regarding the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.