

Paycom Software, Inc.
Form 5
February 14, 2017

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
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

OMB APPROVAL

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

(Last) (First) (Middle)

7501 W. MEMORIAL ROAD

(Street)

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

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

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 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)
Common Stock	12/30/2016	Â	G	Amount 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		

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Common Stock 11,000 (2) (5) 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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SEC 2270 (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
					(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,Â OKÂ 73142	Â Â Â Chief Sales Officer Â

Signatures

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

**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.