

GARTNER INC
Form 3
May 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Christopher MR Thomas		(Month/Day/Year)	GARTNER INC [IT]	
(Last)	(First)	(Middle)	04/30/2013	
56 TOP GALLANT RD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
STAMFORDÂ 06902		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	SVP, EXP	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,700	\$ 0	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	3,284	\$ 0	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	4,959	\$ 0	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	7,089	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christopher MR Thomas 56 TOP GALLANT RD STAMFORDÂ 06902	Â	Â	Â SVP, EXP	Â

Signatures

/s/ Jane Lucas 05/06/2013

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These RSUs vest in its entirety on 2/11/2014.
- (2) These RSUs vest in two substantially equal annual installments, commencing on 02/22/2014.
- (3) These RSUs vest in three substantially equal annual installments, commencing on 02/09/2014.
- (4) These RSUs vest in four substantially equal annual installments, commencing on 02/12/2014.

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. t;color:#000000;">

Gross

Gross

Gross

unrealized

Fair

unrealized

Fair

unrealized

Fair

In millions

losses

value

losses

value

losses

value

Type of issue:

Corporate bonds

\$

(0.2)

\$

34.1

\$

(0.1)

\$

6.6

\$

(0.3)

\$

40.7

General obligation municipal bonds

(0.3)

78.2

(0.1)

12.1

(0.4)

90.3

Pre-refunded municipal bonds

—

9.1

—

—

—

9.1

Revenue municipal bonds

(0.1)

70.6

(0.1)

12.3

(0.2)

82.9

Explanation of Responses:

U.S. government agency securities

(1.8)

144.3

(0.9)

39.1

(2.7)

183.4

Total

\$

(2.4)

\$

336.3

Explanation of Responses:

\$

(1.2)

\$

70.1

\$

(3.6)

\$

406.4

In millions	May 31, 2017				Total	
	Securities in an unrealized loss position for less than twelve months		Securities in an unrealized loss position for more than twelve months		Gross unrealized losses	Fair value
Type of issue:	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Corporate bonds	\$ (0.5)	\$ 43.6	\$ —	\$ —	\$ (0.5)	\$ 43.6
General obligation municipal bonds	(0.9)	188.8	—	—	(0.9)	188.8
Pre-refunded municipal bonds	—	9.2	—	—	—	9.2
Revenue municipal bonds	(0.8)	154.8	—	1.0	(0.8)	155.8
U.S. government agency securities	(3.6)	210.0	—	—	(3.6)	210.0
Total	\$ (5.8)	\$ 606.4	\$ —	\$ 1.0	\$ (5.8)	\$ 607.4

The Company regularly reviews its investment portfolios to determine if any investment is other-than-temporarily impaired due to changes in credit risk or other potential valuation concerns. The Company believes that the investments held as of August 31, 2017 that had unrealized losses of \$3.6 million were not other-than-temporarily impaired. The Company believes that it is probable that the principal and interest will be collected in accordance with contractual terms, and that the unrealized losses on these securities were due to changes in interest rates and were not

due to increased credit risk or other valuation concerns. A majority of the securities in an unrealized loss position as of August 31, 2017 and May 31, 2017 held an AA rating or better. The Company does not intend to sell these investments until the recovery of their amortized cost basis or maturity, and further believes that it is not more-likely-than-not that it will be required to sell these investments prior to that time. The Company's assessment that an investment is not other-than-temporarily impaired could change in the future due to new developments or changes in the Company's strategies or assumptions related to any particular investment.

Realized gains and losses on the sales of securities are determined by specific identification of the amortized cost basis of each security. On the Consolidated Statements of Income and Comprehensive Income, realized gains and losses from funds held for clients are included in interest on funds held for clients and realized gains and losses from corporate investments are included in investment income, net. Realized gains were insignificant for the three months ended August 31, 2017 and August 31, 2016. There were no realized losses for the three months ended August 31, 2017 and August 31, 2016.

The amortized cost and fair value of available-for-sale securities that had stated maturities as of August 31, 2017 are shown below by contractual maturity. Expected maturities can differ from contractual maturities because borrowers may have the right to prepay obligations without prepayment penalties.

In millions	August 31, 2017	
	Amortized cost	Fair value
Maturity date:		
Due in one year or less	\$ 286.3	\$ 287.0
Due after one year through three years	803.0	812.0
Due after three years through five years	1,026.3	1,048.5
Due after five years	2,203.3	2,210.0
Total	\$ 4,318.9	\$ 4,357.5

Variable rate demand notes are primarily categorized as due after five years in the table above as the contractual maturities on these securities are typically 20 to 30 years. Although these securities are issued as long-term securities, they are priced and traded as short-term instruments because of the liquidity provided through the tender feature.

Note F: Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price), in an orderly transaction between market participants at the measurement date. The accounting standards related to fair

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value measurements include a hierarchy for information and valuations used in measuring fair value that is broken down into three levels based on reliability, as follows:

- Level 1 valuations are based on quoted prices in active markets for identical instruments that the Company can access at the measurement date.
- Level 2 valuations are based on inputs other than quoted prices included in Level 1 that are observable for the instrument, either directly or indirectly, for substantially the full term of the asset or liability including the following:
 - o quoted prices for similar, but not identical, instruments in active markets;
 - o quoted prices for identical or similar instruments in markets that are not active;
 - o inputs other than quoted prices that are observable for the instrument; or
 - o inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 valuations are based on information that is unobservable and significant to the overall fair value measurement.

The carrying values of cash and cash equivalents, accounts receivable, net of allowance for doubtful accounts, accounts payable and short-term borrowings, when used by the Company, approximate fair value due to the short maturities of these instruments. Marketable securities included in funds held for clients and corporate investments consist primarily of securities classified as available-for-sale and are recorded at fair value on a recurring basis.

The Company's financial assets and liabilities measured at fair value on a recurring basis were as follows:

		August 31, 2017		
		Quoted	Significant	Significant
		prices in	other	Significant
		active	observable	unobservable
		markets	inputs	inputs
		(Fair value) (Level 1)	(Level 2)	(Level 3)
In millions	Carrying value			

Explanation of Responses:

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Assets:				
Cash equivalents:				
Time deposits	\$ 50.0	\$ 50.0	\$ —	\$ —
Money market securities	30.4	30.4	—	—
Total cash equivalents	\$ 80.4	\$ 80.4	\$ —	\$ —
Available-for-sale securities:				
Corporate bonds	\$ 267.2	\$ —	\$ 267.2	\$ —
General obligation municipal bonds	1,430.2	—	1,430.2	—
Pre-refunded municipal bonds	62.0	—	62.0	—
Revenue municipal bonds	934.6	—	934.6	—
U.S. government agency securities	366.7	—	366.7	—
Variable rate demand notes	1,296.8	—	1,296.8	—
Total available-for-sale securities	\$ 4,357.5	\$ —	\$ 4,357.5	\$ —
Other	\$ 18.0	\$ 18.0	\$ —	\$ —
Liabilities:				
Other long-term liabilities	\$ 18.0	\$ 18.0	\$ —	\$ —

May 31, 2017

In millions	Carrying value (Fair value)	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Available-for-sale securities:				
Corporate bonds	\$ 210.8	\$ —	\$ 210.8	\$ —
General obligation municipal bonds	1,442.3	—	1,442.3	—
Pre-refunded municipal bonds	55.5	—	55.5	—
Revenue municipal bonds	940.9	—	940.9	—
U.S. government agency securities	325.8	—	325.8	—
Variable rate demand notes	1,637.9	—	1,637.9	—
Total available-for-sale securities	\$ 4,613.2	\$ —	\$ 4,613.2	\$ —
Other	\$ 16.7	\$ 16.7	\$ —	\$ —
Liabilities:				
Other long-term liabilities	\$ 16.7	\$ 16.7	\$ —	\$ —

In determining the fair value of its assets and liabilities, the Company predominately uses the market approach. Time deposits and money market securities, which are cash equivalents, are valued based on quoted market prices in active markets. Available-for-sale securities, including municipal bonds, corporate bonds, and U.S. government agency securities, are included in Level 2 and are valued utilizing inputs obtained from an independent pricing service. To determine the fair value of the Company's Level 2 available-for-sale securities, the independent pricing service uses a variety of inputs, including benchmark yields, reported trades, non-binding broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data, new issue data, and monthly payment information. The Company has not adjusted the prices obtained from the independent pricing service because it believes that they are appropriately valued.

Explanation of Responses:

Assets included as other are mutual fund investments, consisting of participants' eligible deferral contributions under the Company's non-qualified and unfunded deferred compensation plans. The related liability is reported as other long-term liabilities. The mutual funds are valued based on quoted market prices in active markets.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note G: Accounts Receivable, Net of Allowance for Doubtful Accounts

The components of accounts receivable, net of allowance for doubtful accounts, consisted of the following:

In millions	August 31, 2017	May 31, 2017
PEO receivables(1)	\$ 115.4	\$ 137.8
Purchased receivables(2)	284.4	257.3
Other trade receivables(3)	144.5	118.4
Total accounts receivable, gross	544.3	513.5
Less: Allowance for doubtful accounts	5.7	6.0
Accounts receivable, net of allowance for doubtful accounts	\$ 538.6	\$ 507.5

(1) PEO receivables are primarily client wages and related tax withholdings since the last payroll processed. Balances will vary based on timing of the last payroll processed and the end of the reporting period. In addition, balances as of August 31, 2017 include receivables balances acquired from HROI. Refer to Note C for further details of this immaterial business acquisition.

(2) Purchased receivables relate to payroll funding arrangements with clients in the temporary staffing industry.

(3) Other trade receivables primarily relate to other ongoing services provided to our clients and can vary based on the timing of these services and the end of the reporting period.

No single client had a material impact on total accounts receivable, service revenue, or results of operations.

Note H: Property and Equipment, Net of Accumulated Depreciation

Explanation of Responses:

The components of property and equipment, at cost, consisted of the following:

In millions	August 31, 2017	May 31, 2017
Land and improvements	\$ 8.3	\$ 8.3
Buildings and improvements	103.6	103.5
Data processing equipment	207.8	199.7
Software (1)	503.9	496.1
Furniture, fixtures, and equipment	115.3	115.2
Leasehold improvements	111.5	109.5
Construction in progress (1)	17.7	18.7
Total property and equipment, gross	1,068.1	1,051.0
Less: Accumulated depreciation	739.5	713.8
Property and equipment, net of accumulated depreciation	\$ 328.6	\$ 337.2

(1) Software includes both purchased software and costs capitalized related to internally developed software placed in service. Capitalized costs related to internally developed software that has not yet been placed in service is included in construction in progress.

Depreciation expense was \$28.1 million for the three months ended August 31, 2017 compared to \$25.3 million for the three months ended August 31, 2016.

In August 2017, the Company announced its plan for a new multi-building Paychex campus based in Rochester, NY. This involves the purchase of five buildings and the renovation of over 300,000 square feet of existing space in Rochester for an estimated cost of \$60 million. Subsequent to August 31, 2017, and as of the date of this report, the Company has completed the purchase of two of these buildings for a combined cost of \$19.5 million. Renovations on the buildings purchased have not yet commenced. In addition, in September 2017, the Company entered into a transaction with the County of Monroe Industrial Development Agency (“COMIDA”) for purposes of obtaining public benefits and inducements, expiring on December 31, 2039. The public inducements include exemption from sales and use taxes for goods and services directly related to the renovations of the new multi-building campus.

Note I: Goodwill and Intangible Assets, Net of Accumulated Amortization

The Company had goodwill balances on its Consolidated Balance Sheets of \$698.0 million as of August 31, 2017 and \$657.1 million as of May 31, 2017. The increase of \$40.9 million in goodwill since May 31, 2017 was the result of the acquisition of HROI in August 2017. Refer to Note C for further information.

The Company has certain intangible assets with finite lives. The components of intangible assets, at cost, consisted of the following:

In millions	August 31, 2017	May 31, 2017
Client lists	\$ 318.7	\$ 293.5
Other intangible assets	5.4	5.4
Total intangible assets, gross	324.1	298.9
Less: Accumulated amortization	244.9	241.3
Intangible assets, net of accumulated amortization	\$ 79.2	\$ 57.6

Amortization expense relating to intangible assets was \$3.9 million for the three months ended August 31, 2017 compared to \$4.4 million for the three months ended August 31, 2016.

As of August 31, 2017, the estimated amortization expense relating to intangible asset balances for the full year fiscal 2018 and the following four fiscal years is as follows:

In millions Year ending May 31,	Estimated amortization Expense
2018	\$ 20.1
2019	17.3
2020	13.9
2021	10.9
2022	8.2

Note J: Accumulated Other Comprehensive Income

The change in unrealized gains and losses, net of applicable taxes, related to investments in available-for-sale securities is the primary component reported in accumulated other comprehensive income on the Company's Consolidated Balance Sheets. The changes in accumulated other comprehensive income are as follows:

In millions	For the three months ended August 31,	
	2017	2016
Beginning balance	\$ 20.0	\$ 29.2
Other comprehensive income:		
Unrealized gains on available-for-sale securities, net of tax	4.4	10.0
Total other comprehensive income, net of tax	4.4	10.0
Ending balance	\$ 24.4	\$ 39.2
Total tax expense included in other comprehensive income	\$ 2.4	\$ 5.7

Reclassification adjustments out of accumulated other comprehensive income for realized gains and losses on the sale of available-for-sale securities were insignificant for the three months ended August 31, 2017 and August 31, 2016. Those reclassification adjustments are reflected in interest on funds held for clients on the Consolidated Statements of Income and Comprehensive Income.

Table of Contents

Note K: Short-term Financing

The Company maintains credit facilities, letters of credit, and lines of credit as part of its normal and recurring business operations.

Credit Facilities: The Company maintains three committed, unsecured, credit facilities, as follows:

Bank	Borrower (1)	Date Entered	Expiration Date	Maximum Amount Available	Purpose
JP Morgan Chase Bank, N.A.(2)	Paychex of New York, LLC	August 5, 2015	August 5, 2020	\$1 Billion	To meet short-term funding requirements.
JP Morgan Chase Bank, N.A.(2)	Paychex of New York, LLC	August 17, 2017	August 17, 2022	\$500 Million	To meet short-term funding requirements.
PNC Bank, National Association ("PNC")	Paychex Advance, LLC	March 17, 2016	March 17, 2020	\$150 Million	To finance working capital needs and general corporate purposes.

(1) Borrower is a wholly owned subsidiary of the Company.

(2) JP Morgan Chase Bank, N.A. ("JPM") acts as the administrative agent for this syndicated credit facility.

For all credit facilities, obligations under any facility are guaranteed by the Company and certain of its subsidiaries and will bear interest at competitive rates based on options provided to the borrower. Upon the expiration date, any borrowings outstanding will mature and be payable on such date.

JPM \$1 Billion Credit Facility: There were no borrowings outstanding under this credit facility as of August 31, 2017 or May 31, 2017. Details of borrowings under this credit facility during the three months ended August 31, 2017 and August 31, 2016 are as follows:

For the three months
ended
August 31,

Explanation of Responses:

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\$ in millions	2017	2016
Number of days borrowed	13	4
Maximum amount borrowed	\$ 660.0	\$ 350.0
Weighted-average amount borrowed	\$ 278.8	\$ 237.5
Weighted-average interest rate	4.23 %	3.50 %

The Company typically borrows on an overnight basis. In addition to overnight borrowings, during the three months ended August 31, 2017, the Company borrowed \$100.0 million for a three-day period at a weighted-average LIBOR-based interest rate of 4.25%. Subsequent to August 31, 2017, the Company borrowed two times, on an overnight basis, \$650.0 million on a weighted-average basis under this credit facility.

JPM \$500 Million Credit Facility: There were no borrowings outstanding under this credit facility during the three months ended August 31, 2017. Subsequent to August 31, 2017, the Company borrowed two times, on an overnight basis, \$212.5 million on a weighted-average basis under this credit facility.

PNC \$150 Million Credit Facility: As of August 31, 2017, the Company has \$57.2 million outstanding under this credit facility, which remains outstanding as of the date of this report. There were no borrowings outstanding under this credit facility as of May 31, 2017. Details of borrowings under this credit facility during the three months ended August 31, 2017 and August 31, 2016, are as follows:

\$ in millions	For the three months ended August 31,	
	2017	2016
Number of days borrowed	88	84
Maximum amount borrowed	\$ 57.2	\$ 51.3
Weighted-average amount borrowed	\$ 55.8	\$ 51.3
Weighted-average interest rate	1.67 %	1.01 %

All of the Company's credit facilities contain various financial and operational covenants that are usual and customary for such arrangements. The Company was in compliance with all of these covenants as of August 31, 2017.

Certain lenders under these credit facilities, and their respective affiliates, have performed, and may in the future perform for the Company, various commercial banking, investment banking, underwriting, and other financial advisory services, for which they have received, and will continue to receive in the future, customary fees and expenses.

Letters of credit: The Company had irrevocable standby letters of credit outstanding totaling \$52.8 million and \$47.3 million as of August 31, 2017 and May 31, 2017, respectively, required to secure commitments for certain insurance

policies. The letters of credit expire at various dates between December 2017 and July 2018 and are collateralized by securities held in the Company's investment portfolios. No amounts were outstanding on these letters of credit during the three months ended August 31, 2017 and August 31, 2016, or as of May 31, 2017.

Lines of credit: Effective August 17, 2017, the Company terminated four uncommitted, secured, short-term lines of credit totaling \$900.0 million. The lines of credit were available to the Company at market rates of interest and were primarily used to meet short-term funding requirements related to deposit account overdrafts and client fund obligations arising from electronic payment transactions on behalf of clients in the ordinary course of business. There were no amounts outstanding under these lines of credit during the three months ended August 31, 2017 and August 31, 2016, or as of May 31, 2017.

Note L: Commitments and Contingencies

Other commitments: The Company enters into various purchase commitments with vendors in the ordinary course of business. The Company had outstanding commitments to purchase approximately \$5.0 million and \$7.4 million of capital assets as of August 31, 2017 and May 31, 2017, respectively.

In the normal course of business, the Company makes representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such guarantees. In addition, the Company has entered into indemnification agreements with its officers and directors, which require the Company to defend and, if necessary, indemnify these individuals for certain pending or future claims as they relate to their services provided to the Company.

Paychex currently self-insures the deductible portion of various insured exposures under certain employee benefit plans. The Company's estimated loss exposure under these insurance arrangements is recorded in other current liabilities on the Consolidated Balance Sheets. Historically, the amounts accrued have not been material and are not material as of August 31, 2017. The Company also maintains insurance coverage in addition to its purchased primary insurance policies for gap coverage for employment practices liability, errors and omissions, warranty liability, theft and embezzlement, cyber threats, and acts of terrorism; and capacity for deductibles and self-insured retentions through its captive insurance company.

Contingencies: The Company is subject to various claims and legal matters that arise in the normal course of its business. These include disputes or potential disputes related to breach of contract, tort, patent, breach of fiduciary duty, employment-related claims, tax claims, and other matters.

The Company's management currently believes that resolution of any outstanding legal matters will not have a material adverse effect on the Company's financial position or results of operations. However, legal matters are subject to inherent uncertainties and there exists the possibility that the ultimate resolution of these matters could have a material adverse impact on the Company's financial position and results of operations in the period in which any such

effect is recorded.

Note M: Income Taxes

The Company's effective income tax rate was 34.4% and 33.0% for the three months ended August 31, 2017 and August 31, 2016, respectively. The effective income tax rates in both periods were impacted by the recognition of a net discrete tax benefit related to employee stock-based compensation payments. The net discrete tax benefit impacted the three months ended August 31, 2017 and August 31, 2016 by approximately \$0.01 per diluted share and \$0.04 per diluted share, respectively.

4

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations reviews the operating results of Paychex, Inc. and its wholly owned subsidiaries ("Paychex," the "Company," "we," "our," or "us") for the three months ended August 31, 2017 (the "first quarter") and August 31, 2016, and our financial condition as of August 31, 2017. The focus of this review is on the underlying business reasons for material changes and trends affecting our revenue, expenses, net income, and financial condition. This review should be read in conjunction with the August 31, 2017 consolidated financial statements and the related Notes to Consolidated Financial Statements (Unaudited) contained in this Quarterly Report on Form 10-Q ("Form 10-Q"). This review should also be read in conjunction with our Annual Report on Form 10-K ("Form 10-K") for the year ended May 31, 2017 ("fiscal 2017"). Forward-looking statements in this review are qualified by the cautionary statement included under the next sub-heading, "Cautionary Note Regarding Forward-Looking Statements Pursuant to the United States Private Securities Litigation Reform Act of 1995."

Cautionary Note Regarding Forward-Looking Statements Pursuant to the United States Private Securities Litigation Reform Act of 1995

Certain written and oral statements made by us may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States ("U.S.") Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by such words and phrases as "we expect," "expected to," "estimates," "estimated," "overview," "current outlook," "we look forward to," "would equate to," "projects," "projections," "projected to be," "anticipates," "anticipate," "we believe," "believes," "could be," and other similar words or phrases. Examples of forward-looking statements include, among others, statements we make regarding operating performance, events, or developments that we expect or anticipate will occur in the future, including statements relating to our outlook, revenue growth, earnings, earnings-per-share growth, or similar projections.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations, and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict, many of which are outside our control. Our actual results and financial conditions may differ materially from those indicated in the forward-looking statements. Therefore, you should not place undue reliance upon any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- general market and economic conditions including, among others, changes in U.S. employment and wage levels, changes to new hiring trends, legislative changes to stimulate the economy, changes in short- and long-term interest

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rates, changes in the fair value and the credit rating of securities held by us, and accessibility of financing;

- changes in demand for our services and products, ability to develop and market new services and products effectively, pricing changes, and the impact of competition;
- changes in the availability of skilled workers, in particular those supporting our technology and product development;
- changes in the laws regulating collection and payment of payroll taxes, professional employer organizations, and employee benefits, including retirement plans, workers' compensation insurance, health insurance (including health care reform legislation), state unemployment, and section 125 plans;
- changes in health insurance and workers' compensation insurance rates and underlying claims trends;
- changes in technology that adversely affect our products and services and impact our ability to provide timely enhancements to services and products;
- the possibility of cyber-attacks, security breaches, or other security vulnerabilities that could disrupt operations or expose confidential client data, and could also result in reduced revenues, increased costs, liability claims, or harm to our competitive position;
- the possibility of the failure of our operating facilities, or the failure of our computer systems, and communication systems during a catastrophic event;
- the possibility of third-party service providers failing to perform their functions;
- the possibility of a failure of internal controls or our inability to implement business processing improvements;
 - the possibility that we may be subject to liability for violations of employment or discrimination laws by our clients and acts or omissions of client employees who may be deemed to be our agents, even if we do not participate in any such acts or violations, including possible liability related to our co-employment relationship with our professional employer organization ("PEO");
- potentially unfavorable outcomes related to pending or future legal matters; and
- risks related to the integration of the businesses we acquire.

Any of these factors, as well as such other factors as discussed in our Form 10-K for fiscal 2017 or other periodic filings with the Securities and Exchange Commission (“SEC”), could cause our actual results to differ materially from our anticipated results. The information provided in this Form 10-Q is based upon the facts and circumstances known at this time, and any forward-looking statements made by us in this Form 10-Q speak only as of the date on which they are made. Except as required by law, we undertake no obligation to update these forward-looking statements after the date of filing this Form 10-Q with the SEC to reflect events or circumstances after such date, or to reflect the occurrence of unanticipated events.

Business

We are a leading provider of integrated human capital management (“HCM”) solutions for payroll, human resource (“HR”), retirement, and insurance services for small- to medium-sized businesses. Our business strategy focuses on flexible, convenient service; industry-leading integrated technology; providing a comprehensive suite of value-added HCM services; solid sales execution; continued service penetration; and engaging in strategic acquisitions. Success in our mission to be a leading provider of HCM services by being an essential partner with America's businesses will lead to strong, long-term performance.

We offer a comprehensive portfolio of HCM services and products that allow our clients to meet their diverse payroll and HR needs. Our payroll services are the foundation of our portfolio of HCM services. We support the small-business market through our core payroll, utilizing our robust Paychex Flex® processing platform, or SurePayroll® products. Mid-market companies are serviced through our Paychex Flex Enterprise solution set, which offers an integrated suite of HCM solutions on the Paychex Flex platform, or through our legacy platform. Clients using Paychex Flex Enterprise are offered a software-as-a-service solution that integrates payroll processing with HR management, employee benefits administration, time and labor management, applicant tracking, and onboarding solutions. Paychex Flex Enterprise allows our mid-market clients to choose the services and software they need to meet the complexity of their business and have them integrated through one HCM solution.

Our services and products are as follows:

Service	Description
Payroll Services:	
Payroll processing	Includes the calculation, preparation, and delivery of employee payroll checks; production of internal accounting records and management reports; preparation of federal, state, and local payroll tax returns; and collection and remittance of clients’ payroll obligations.

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Payroll tax administration services	Provides accurate preparation and timely filing of quarterly and year-end tax returns, as well as the electronic transfer of funds to the applicable federal, state, and local tax or regulatory agencies.
Employee payment services	Provides the employer the option of paying their employees by direct deposit, payroll debit card, a check drawn on a Paychex account (Readychex®), or a check drawn on the employer's account and electronically signed by us.
Regulatory compliance services	Includes new-hire reporting and garnishment processing, which allow employers to comply with legal requirements and reduce the risk of penalties.

Human Resource Services ("HRS"):

Paychex HR Services	Available through an administrative services organization ("ASO") and a PEO, both options offer businesses a combined package that includes payroll, employer compliance, HR and employee benefits administration, risk management outsourcing, and on-site availability of a professionally trained HR representative, among other services. Our PEO differs from the ASO in that we serve as a co-employer of the clients' employees, offer health care coverage to PEO client employees, and assume the risks and rewards of workers' compensation insurance and certain health insurance offerings. Paychex HR Essentials is an ASO product that provides support to our clients over the phone or online to help manage employee-related topics.
Retirement services administration	Offers a variety of retirement plan options to clients, as well as recordkeeping services, which include plan implementation, ongoing compliance with government regulations, employee and employer reporting, participant and employer online access, electronic funds transfer, and other administrative services.
Insurance services	Our licensed insurance agency, Paychex Insurance Agency, Inc., provides insurance through a variety of carriers. Insurance offerings include property and casualty coverage, such as workers' compensation; business-owner policies; commercial auto; and health and benefits coverage, including health, dental, vision, and life. We also offer comprehensive solutions to help clients navigate the Affordable Care Act ("ACA").
HR administration services	Offers cloud-based HR administration software products for employee benefits management and administration, time and attendance solutions, recruiting, and onboarding.
Other HR services and products	Includes section 125 plans, state unemployment insurance services, employee handbooks, management manuals, and personnel and required regulatory forms.

Our wholly owned subsidiary, Paychex Advance LLC, provides a portfolio of services to the temporary staffing industry. This includes payroll funding via the purchase of accounts receivable to clients in the temporary staffing

Explanation of Responses:

industry.

Overview

Our financial results for the first quarter reflected continued growth across our major HCM product lines. Payroll service revenue and HRS revenue increased by 2% and 7%, respectively, for the first quarter. Growth rates for the first quarter were tempered by tailwinds experienced in the prior year period related to demand arising from the implementation of the ACA. We are managing our personnel costs and expenses while continuing to invest in our business, achieving operating income margins of 42.2% for the first quarter.

In August 2017, we announced our acquisition of HR Outsourcing Holdings, Inc. (“HROI”), a national PEO serving small and medium-sized businesses in more than 35 states. This acquisition further supports our strong presence in the PEO industry. During a time of regulatory change, and together with HROI, we share a strong commitment to the PEO business.

Interest rates available on high-quality financial instruments remain low, but are gradually increasing. Our combined funds held for clients and corporate investment portfolios earned an average rate of return of 1.4% for the first quarter, compared to 1.2% for the same period last year. In June 2017, the U.S. Federal Reserve raised the Federal Funds rate by 25 basis points to a range of 1.0% to 1.25%. The first quarter is the third fiscal quarter in a row to experience a 25-basis-point increase in the Federal Funds rate.

We continue to focus on driving growth in the number of clients, revenue, and profits, while providing award-winning service and leading-edge technology solutions to our clients and their employees. Concentrated effort remains on the continued enhancement of Paychex Flex, our robust, cloud-based HCM platform, which allows direct client access to payroll, HR, and benefits information in a streamlined and integrated approach to workplace management.

In August 2017, we announced our plans for a new multi-building Paychex campus based in Rochester, NY, the home of our corporate headquarters. This involves the purchase of five buildings and the renovation of over 300,000 square feet of existing space in Rochester for an estimated cost of \$60 million. This campus will result in the consolidation of office space that is currently leased in the Rochester area. Looking to the future, we believe that investing in our products, people, and service capabilities will position us to capitalize on opportunities for long-term growth.

Highlights of the financial results for the first quarter as compared to the same period last year are as follows:

- Total revenue increased 4% to \$816.8 million.

Explanation of Responses:

- Total service revenue increased 4% to \$803.1 million.
- o Payroll service revenue increased 2% to \$457.8 million.
- o HRS revenue increased 7% to \$345.3 million.
- Interest on funds held for clients increased 14% to \$13.7 million.
- Operating income increased 7% to \$345.0 million, and operating margin increased 110 basis points to 42.2%.
- Net income and diluted earnings per share each increased 5% to \$227.8 million and \$0.63 per share, respectively.
- Adjusted net income(1) increased 9% to \$222.8 million and adjusted diluted earnings per share(1) increased 11% to \$0.62 per share.

(1) Adjusted net income and adjusted diluted earnings per share are not U.S. generally accepted accounting principles (“GAAP”) measures. Refer to the “Non-GAAP Financial Measures” section within the discussion of “Results of Operations” of this Item 2 for a discussion of these non-GAAP measures.

Financial Position and Liquidity

Our financial position as of August 31, 2017 remained strong with cash and total corporate investments of \$851.4 million. Short-term borrowings totaled \$57.2 million as of August 31, 2017. Our investment strategy focuses on protecting principal and optimizing liquidity. Yields on high credit quality financial instruments remain low, although they are beginning to increase gradually, tempering growth in our income earned on funds held for clients and corporate investments. We invest predominately in municipal bonds – including general obligation bonds; pre-refunded bonds, which are secured by a U.S. government escrow; and essential services revenue bonds – along with U.S. government agency securities and corporate bonds. During the first quarter, our primary short-term investment vehicles were Variable Rate Demand Notes (“VRDNs”) and bank demand deposit accounts.

A substantial portion of our portfolio is invested in high credit quality securities with ratings of AA or higher, and A-1/P-1 ratings on short-term securities. We limit the amounts that can be invested in any single issuer and invest in short- to intermediate-term instruments whose fair values are less sensitive to interest rate changes. We believe that our investments as of August 31, 2017 that were in an unrealized loss position were not other-than-temporarily impaired, nor has any event occurred subsequent to that date that would indicate any other-than-temporary impairment.

Our primary source of cash is generated from our ongoing operations. Cash flow from operations was \$343.6 million for the first quarter, an increase of 17% over the same period last year. Historically, we have funded our operations, capital purchases, business acquisitions, share repurchases, and dividend payments from our operating activities. Our positive cash flows have allowed us to support our business and to pay substantial dividends, targeting approximately 80% of our net income, to our stockholders. It is anticipated that cash and total corporate investments as of August 31, 2017, along with projected operating cash flows and available short-term financing, will support our normal business operations, capital purchases, share repurchases, dividend payments, and business acquisitions, if any, for the foreseeable future.

For further analysis of our results of operations for the first quarter and our financial position as of August 31, 2017, refer to the analysis and discussion in the “Results of Operations” and “Liquidity and Capital Resources” sections of this Item 2.

Outlook

Our outlook for the fiscal year ending May 31, 2018 (“fiscal 2018”) is based upon current market, economic, and interest rate conditions continuing with no significant changes. We have updated our guidance as a result of the acquisition of HROI and to reflect the net discrete tax benefit related to employee stock-based compensation payments recognized in the first quarter. The updated guidance is as follows:

- HRS revenue is anticipated to increase in the range of 12% to 14%;
- Total revenue is expected to grow approximately 6%;
- Operating income as a percent of total revenue is anticipated to be in the range of 39% to 40%; and
- The effective income tax rate is anticipated to be in the range of 35.0% to 35.5%.

The other aspects of our guidance for fiscal 2018 remain unchanged from what we previously provided.

As previously provided, purchases of property and equipment are expected to be in the range of \$180.0 million to \$190.0 million, including estimated expenditures for the planned new five-building campus.

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RESULTS OF OPERATIONS

Summary of Results of Operations:

Explanation of Responses:

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In millions, except per share amounts	For the three months ended August 31,		
	2017	2016	Change
Revenue:			
Payroll service revenue	\$ 457.8	\$ 450.9	2 %
HRS revenue	345.3	322.6	7 %
Total service revenue	803.1	773.5	4 %
Interest on funds held for clients	13.7	12.0	14 %
Total revenue	816.8	785.5	4 %
Combined operating and SG&A expenses	471.8	462.5	2 %
Operating income	345.0	323.0	7 %
Investment income, net	2.1	1.5	38 %
Income before income taxes	347.1	324.5	7 %
Income taxes	119.3	107.1	11 %
Effective income tax rate	34.4 %	33.0 %	
Net income	\$ 227.8	\$ 217.4	5 %
Diluted earnings per share	\$ 0.63	\$ 0.60	5 %

We invest in highly liquid, investment-grade fixed income securities and do not utilize derivative instruments to manage interest rate risk. As of August 31, 2017, we had no exposure to high-risk or illiquid investments. Details regarding our combined funds held for clients and corporate investment portfolios are as follows:

\$ in millions	For the three months ended August 31,		
	2017	2016	Change
Average investment balances:			
Funds held for clients	\$ 3,786.6	\$ 3,790.9	— %
Corporate investments	929.8	967.6	(4) %
Total	\$ 4,716.4	\$ 4,758.5	(1) %
Average interest rates earned (exclusive of net realized gains):			
Funds held for clients	1.4 %	1.3 %	
Corporate investments	1.2 %	1.0 %	
Combined funds held for clients and corporate investments	1.4 %	1.2 %	
Total net realized gains	\$ —	\$ 0.1	

Explanation of Responses:

As of:	August 31,	May 31,
\$ in millions	2017	2017
Net unrealized gains on available-for-sale securities(1)	\$ 38.6	\$ 32.0
Federal Funds rate(2)	1.25 %	1.0 %
Total fair value of available-for-sale securities	\$ 4,357.5	\$ 4,613.2
Weighted-average duration of available-for-sale securities in years(3)	3.3	3.2
Weighted-average yield-to-maturity of available-for-sale securities(3)	1.8 %	1.7 %

(1) The net unrealized loss on our investment portfolio was approximately \$19.5 million as of October 2, 2017.

(2) The Federal Funds rate was in the range of 1.0% to 1.25% as of August 31, 2017, compared to a range of 0.75% to 1.0% as of May 31, 2017.

(3) These items exclude the impact of VRDNs as they are tied to short-term interest rates.

Payroll service revenue: Payroll service revenue was \$457.8 million for the first quarter, reflecting an increase of 2% compared to the same period last year. The payroll service revenue growth in the first quarter was primarily driven by growth in revenue per check, which reflects price increases, net of discounts.

HRS revenue: HRS revenue was \$345.3 million for the first quarter, reflecting an increase of 7% compared to the same period last year. HRS revenue growth was primarily driven by increases in client base across most major HCM services, including: comprehensive HR outsourcing services; retirement services; time and attendance; and insurance services. Our largest HRS revenue stream is Paychex HR Services, which includes our ASO and PEO. Retirement services revenue also benefited from an increase in asset fee revenue earned on the asset value of participants' funds. Insurance services revenue benefited from an increase in the number of health and benefit applicants, coupled with higher average premiums for our workers' compensation insurance services. HROI contributed less than 1% to the growth in HRS revenue for the first quarter.

Total service revenue: Total service revenue was \$803.1 million for the first quarter, reflecting an increase of 4% compared to the same period last year. The increase was attributable to the items previously discussed.

Interest on funds held for clients: Interest on funds held for clients was \$13.7 million for the first quarter, reflecting an increase of 14% compared to the same period last year. The increase resulted primarily from higher average interest rates earned. The funds held for clients average investment balances were relatively flat for the first quarter compared to the same period last year, as the impact from wage inflation was offset by a decrease in checks per client.

Combined operating and SG&A expenses: Total expenses were \$471.8 million for the first quarter, reflecting an increase of 2% compared to the same period last year. The following table summarizes total combined operating and selling, general and administrative (“SG&A”) expenses:

In millions	For the three months ended August 31,		
	2017	2016	Change
Compensation-related expenses	\$ 290.5	\$ 290.8	— %
Depreciation and amortization	32.0	29.7	8 %
PEO insurance costs	37.4	34.4	9 %
Other expenses	111.9	107.6	4 %
Total expenses	\$ 471.8	\$ 462.5	2 %

Compensation-related expenses were relatively flat for the first quarter as the impact from higher wages was offset by lower selling costs. Headcount as of both August 31, 2017 and August 31, 2016 was approximately 13,700 employees.

Depreciation expense is primarily related to buildings, furniture and fixtures, data processing equipment, and software. Amortization of intangible assets is primarily related to client list acquisitions, which are amortized using either straight-line or accelerated methods. The higher growth rate for depreciation and amortization for the first quarter was primarily driven by an increase in internally developed software that was placed in service over the past two years.

Growth in our PEO contributed to growth in total expenses for the first quarter. Other expenses include items such as non-capital equipment, delivery, forms and supplies, communications, travel and entertainment, professional services, and other costs incurred to support our business. Other expenses were impacted primarily by investment in technology as well as acquisition-related costs.

Operating income: Operating income was \$345.0 million for the first quarter, reflecting an increase of 7% compared with the same period last year. The changes in operating income were attributable to the factors previously discussed. Operating income as a percent of total revenue was 42.2% for the first quarter compared to 41.1% for the same period last year.

Investment income, net: Investment income, net, primarily represents earnings from our cash and cash equivalents and investments in available-for-sale securities. Investment income does not include interest on funds held for clients, which is included in total revenue. Investment income, net, was \$2.1 million for the first quarter, reflecting an increase of 38% compared to the same period last year. This increase was primarily due to higher average interest rates earned, partially offset by a 4% decrease in average investment balances. The decrease in average investment balances was due to funds used for stock repurchases over the past twelve months as well as higher dividend payments.

Income taxes: Our effective income tax rate was 34.4% for the first quarter compared to 33.0% for the same period last year. The effective income tax rates in both periods were impacted by a net discrete tax benefit related to employee stock-based compensation payments. The net discrete tax benefits impacted diluted earnings per share by approximately \$0.01 per share and \$0.04 per share for the first quarter and prior year period, respectively.

Net income and diluted earnings per share: Net income and diluted earnings per share both increased 5% to \$227.8 million and \$0.63 per share, respectively, for the first quarter. These fluctuations were attributable to the factors previously discussed. Adjusted net income (non-GAAP) was \$222.8 million for the first quarter reflecting growth of 9% as compared to the same period last year. Adjusted diluted earnings per share (non-GAAP) was \$0.62 per share for the first quarter reflecting an increase of 11% compared to the same period last year. Refer to the “Non-GAAP Financial Measures” section that follows for a discussion of these non-GAAP measures.

Table of Contents

Non-GAAP Financial Measures: Adjusted net income and adjusted diluted earnings per share are summarized as follows:

\$ in millions	For the three months ended August 31,		
	2017	2016	Change
Net income	\$ 227.8	\$ 217.4	5 %
Non-GAAP adjustments:			
Excess tax benefit related to employee stock-based compensation payments	(5.0)	(13.2)	
Total non-GAAP adjustments	(5.0)	(13.2)	
Adjusted net income	\$ 222.8	\$ 204.2	9 %
Diluted earnings per share	\$ 0.63	\$ 0.60	5 %
Non-GAAP adjustments:			
Excess tax benefit related to employee stock-based compensation payments	(0.01)	(0.04)	
Total non-GAAP adjustments	(0.01)	(0.04)	
Adjusted diluted earnings per share	\$ 0.62	\$ 0.56	11 %

In addition to reporting net income and diluted earnings per share, U.S. GAAP measures, we present adjusted net income and adjusted diluted earnings per share, which are non-GAAP measures. We believe adjusted net income and adjusted diluted earnings per share are appropriate additional measures, as they are indicators of our core business operations performance period over period. Adjusted net income and adjusted diluted earnings per share both exclude the additional tax benefit or shortfall related to employee stock-based compensation recognized in income taxes. This item is subject to volatility and will vary based on employee decisions on exercising employee stock options and fluctuations in our stock price, neither of which is within the control of management. We believe presenting net income and diluted earnings per share excluding this particular discrete tax item allows a better understanding of our core business performance. Adjusted net income and adjusted diluted earnings per share are not calculated through the application of GAAP and are not a required form of disclosure by the SEC. As such, they should not be considered as a substitute for the GAAP measures of net income and diluted earnings per share, and therefore should not be used in isolation, but in conjunction with, the GAAP measure. The use of any non-GAAP measure may produce results that vary from the GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies.

LIQUIDITY AND CAPITAL RESOURCES

Our financial position as of August 31, 2017 remained strong with cash and total corporate investments of \$851.4 million. Short-term borrowings totaled \$57.2 million as of August 31, 2017. We believe that our investments in an unrealized loss position as of August 31, 2017 were not other-than-temporarily impaired, nor has any event occurred subsequent to that date to indicate any other-than-temporary impairment. It is anticipated that cash and total corporate investments as of August 31, 2017, along with projected operating cash flows and available short-term financing, will support our normal business operations, capital purchases, share repurchases, dividend payments, and business acquisitions, if any, for the foreseeable future.

Short-term Financing

We maintain credit facilities, letters of credit, and lines of credit as part of our normal and recurring business operations.

Credit Facilities: We maintain three committed, unsecured credit facilities, as follows:

Bank	Borrower (1)	Date Entered	Expiration Date	Maximum Amount Available	Purpose
JP Morgan Chase Bank, N.A.(2)	Paychex of New York, LLC	August 5, 2015	August 5, 2020	\$1 Billion	To meet short-term funding requirements.
JP Morgan Chase Bank, N.A.(2)	Paychex of New York, LLC	August 17, 2017	August 17, 2022	\$500 Million	To meet short-term funding requirements.
PNC Bank, National Association ("PNC")	Paychex Advance, LLC	March 17, 2016	March 17, 2020	\$150 Million	To finance working capital needs and general corporate purposes.

(1) Borrower is a fully owned subsidiary of our Company.

(2) JP Morgan Chase Bank, N.A. ("JPM") acts as the administrative agent for this syndicated credit facility.

For all of the credit facilities, obligations under any facility are guaranteed by us and certain of our subsidiaries and will bear interest at competitive rates based on options provided to the borrower. Upon the expiration date, any borrowings outstanding will mature and be payable on such date.

JPM \$1 Billion Credit Facility: There were no borrowings outstanding under this credit facility as of August 31, 2017 or May 31, 2017. Details of borrowings under this credit facility during the first quarter and respective prior year period are as follows:

\$ in millions	For the three months ended August 31,	
	2017	2016
Number of days borrowed	13	4
Maximum amount borrowed	\$ 660.0	\$ 350.0
Weighted-average amount borrowed	\$ 278.8	\$ 237.5
Weighted-average interest rate	4.23 %	3.50 %

We typically borrow on an overnight basis. In addition to overnight borrowings, during the first quarter, we borrowed \$100.0 million for a three-day period at a weighted-average LIBOR-based interest rate of 4.25%. Subsequent to August 31, 2017, we borrowed two times, on an overnight basis, \$650.0 million on a weighted-average basis under this credit facility.

JPM \$500 Million Credit Facility: There were no borrowings outstanding under this credit facility during the first quarter. Subsequent to August 31, 2017, we borrowed two times, on an overnight basis, \$212.5 million on a weighted-average basis under this credit facility.

Table of Contents

PNC \$150 Million Credit Facility: As of August 31, 2017, we had \$57.2 million outstanding under this credit facility, which remains outstanding as of the date of this report. There were no borrowings outstanding under this credit facility as of May 31, 2017. Details of borrowings under this credit facility during the first quarter and the respective prior year period, are as follows:

\$ in millions	For the three months ended	
	August 31,	
	2017	2016
Number of days borrowed	88	84
Maximum amount borrowed	\$ 57.2	\$ 51.3
Weighted-average amount borrowed	\$ 55.8	\$ 51.3
Weighted-average interest rate	1.67 %	1.01 %

All of our credit facilities contain various financial and operational covenants that are usual and customary for such arrangements. We were in compliance with all of these covenants as of August 31, 2017.

Certain lenders under these credit facilities, and their respective affiliates, have performed, and may in the future perform for us and our subsidiaries, various commercial banking, investment banking, underwriting, and other financial advisory services, for which they have received, and will continue to receive in the future, customary fees and expenses.

Letters of credit: We had irrevocable standby letters of credit available totaling \$52.8 million as of August 31, 2017, required to secure commitments for certain insurance policies. The letters of credit expire at various dates between December 2017 and July 2018, and are collateralized by securities held in our investment portfolios. No amounts were outstanding on these letters of credit during the first quarter and three months ended August 31, 2016, or as of May 31, 2017.

Lines of credit: Effective August 17, 2017, we terminated four uncommitted, secured, short-term lines of credit totaling \$900.0 million. The lines of credits were available to us at market rates of interest and were primarily used to meet short-term funding requirements related to deposit account overdrafts and client fund obligations arising from electronic payment transactions made on behalf of our clients in the ordinary course of business. No amounts were outstanding under these lines of credit during the first quarter and the respective prior year period, or as of May 31, 2017.

Other commitments: We enter into various purchase commitments with vendors in the ordinary course of business. We had outstanding commitments to purchase approximately \$5.0 million of capital assets as of August 31, 2017.

In the normal course of business, we make representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such guarantees. In addition, we have entered into indemnification agreements with our officers and directors, which require us to defend and, if necessary, indemnify these individuals for certain pending or future legal claims as they relate to their services provided to us.

We currently self-insure the deductible portion of various insured exposures under certain employee benefit plans. Our estimated loss exposure under these insurance arrangements is recorded in other current liabilities on our Consolidated Balance Sheets. Historically, the amounts accrued have not been material and are not material as of August 31, 2017. We also maintain insurance coverage in addition to our purchased primary insurance policies for gap coverage for employment practices liability, errors and omissions, warranty liability, theft and embezzlement, cyber threats, and acts of terrorism; and capacity for deductibles and self-insured retentions through our captive insurance company.

In August 2017, we announced our plan for a new multi-building Paychex campus based in Rochester, NY. This involves the purchase of five buildings and the renovation of over 300,000 square feet of existing space in Rochester for an estimated cost of \$60.0 million. Subsequent to August 31, 2017, and as of the date of this report, we have completed the purchase of two of these buildings for a combined cost of \$19.5 million. Renovations on the buildings purchased have not yet commenced. In addition, in September 2017, we entered into a transaction with the County of Monroe Industrial Development Agency (“COMIDA”) for purposes of obtaining public benefits and inducements, expiring on December 31, 2039. The public inducements include exemption from sales and use taxes for goods and services directly related to the renovations of the new multi-building campus.

Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions with unconsolidated entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other limited purposes. We do maintain investments as a limited partner in both low-income housing projects and a venture capital fund focused on

the financial technology sector. These are not considered part of our ongoing operations. These investments are accounted for under the equity method of accounting and are less than 1% of our total assets as of August 31, 2017.

Operating Cash Flow Activities

In millions	For the three months ended August 31,	
	2017	2016
Net income	\$ 227.8	\$ 217.4
Non-cash adjustments to net income	117.7	72.6
Cash (used in)/provided by changes in operating assets and liabilities	(1.9)	4.7
Net cash provided by operating activities	\$ 343.6	\$ 294.7

The increase in our operating cash flows for first quarter, compared to the same period last year, was primarily a result of higher net income adjusted for non-cash items, offset slightly by fluctuations in our operating assets and liabilities. The increase in non-cash adjustments was primarily due to a higher provision for deferred income taxes, which was impacted by the utilization of alternative minimum tax (“AMT”) credits carried forward from prior years. This was offset in our operating assets and liabilities as accrued income taxes were lowered as the AMT credit was applied. The remaining fluctuations in our operating assets and liabilities were primarily related to the timing related to income taxes and PEO payroll accruals and related unbilled receivables, which can fluctuate based on timing of period end compared to payroll check dates.

Investing Cash Flow Activities

In millions	For the three months ended August 31,	
	2017	2016
Net change in funds held for clients and corporate investment activities	\$ (684.4)	\$ 400.6
Purchases of property and equipment	(18.0)	(20.3)

Explanation of Responses:

Acquisition of businesses, net of cash acquired	(8.2)	—
Purchases of other assets	(0.4)	—
Net cash (used in)/provided by investing activities	\$ (711.0)	\$ 380.3

Funds held for clients and corporate investments: Funds held for clients consist of short-term funds and available-for-sale securities. Corporate investments are primarily comprised of available-for-sale securities. The portfolio of funds held for clients and corporate investments is detailed in Note E of the Notes to Consolidated Financial Statements (Unaudited) contained in Item 1 of this Form 10Q.

In general, fluctuations in the net change in funds held for clients and corporate investment activities primarily relate to timing of purchases, sales, or maturities of investments. The amount of funds held for clients will also vary based upon the timing of collecting client funds, and the related remittance of funds to applicable tax or regulatory agencies for payroll tax administration services and to employees of clients utilizing employee payment services. Additional discussion of interest rates and related risks is included in the “Market Risk Factors” section of this Form 10-Q.

The first quarter reflected a net cash outflow resulting from the net change in funds held for clients and corporate investment activities, whereas there was a net cash inflow for the respective prior year period. These fluctuations were attributable to timing of collections and remittances within the client funds portfolio, and related investment or liquidation of funds held for client fund obligations, as discussed further in the “Financing Cash Flows Activities” section which follows.

Purchases of long-lived assets: To support our continued client and ancillary product growth, we made purchases of data processing equipment and software, and we upgraded various operating facilities.

Acquisitions of businesses, net of cash acquired, reflects the acquisition of HROI in August 2017. The acquisition consideration was a combination of cash and stock. The amount reflected as cash outflow for the first quarter was the cash portion offset by cash balances acquired.

Purchases of other assets relates primarily to client list acquisitions.

Financing Cash Flow Activities

In millions, except per share amounts	For the three months ended	
	August 31,	
	2017	2016
Net change in client fund obligations	\$ 645.5	\$ (567.8)
Net proceeds from short-term borrowings	57.2	51.3
Dividends paid	(179.1)	(166.3)
Repurchases of common shares	(94.1)	—
Activity related to equity-based plans	(12.3)	6.3
Net cash provided by/(used in) financing activities	\$ 417.2	\$ (676.5)
Cash dividends per common share	\$ 0.50	\$ 0.46

Net change in client fund obligations: The client fund obligations liability will vary based on the timing of collecting client funds and the related required remittance of funds to applicable tax or regulatory agencies for payroll tax administration services and to employees of clients utilizing employee payment services. Collections from clients are typically remitted from one to 30 days after receipt, with some items extending to 90 days.

The first quarter reflected a net cash inflow resulting from the net change in client fund obligations, whereas there was a net cash outflow for the same period last year. For both the first quarter and the respective prior year period, payroll tax remittances exceeded collections, driven by timing of semi-weekly tax payments. Semi-weekly tax payments at the end of May were delayed due to the Memorial Day Holiday and were not remitted until June. This pattern was the same in both years. However, in the first quarter this impact was more than offset by much larger collections for net payroll. Since August 31, 2017 was a Thursday, which is a large collection day for payroll funds, there were significantly more net payroll funds on hand as of the end of the first quarter compared to May 31, 2017 or August 31, 2016, which were both Wednesday and a much less significant collection day.

Net proceeds from short-term borrowings: During the first quarter, we borrowed funds under our credit facilities. Certain borrowings remained outstanding under the PNC credit facility as of August 31, 2017. Borrowings are to finance working capital needs and general corporate purposes and increased slightly from the period ended August 31, 2016.

Dividends paid: In July 2017, we announced a 9% increase in the quarterly dividend paid to shareholders to \$0.50 per share from \$0.46 per share. The increase in dividend payments for the first quarter compared to the corresponding period last year is primarily due to this increase in rate, offset slightly by the impact of repurchases of our common stock. The payment of future dividends is dependent on our future earnings and cash flow and is subject to the discretion of our Board of Directors (the "Board").

Repurchases of common stock: In July 2016, our Board approved a program to repurchase up to \$350.0 million of our common stock, with authorization expiring in May 31, 2019. The purpose of the program is to manage common stock dilution. During the first quarter, we repurchased 1.6 million shares of our common stock for \$94.1 million.

During the three months ended August 31, 2016, we did not repurchase any shares of our common stock. All shares of common stock repurchased were retired. As of August 31, 2017, approximately \$149.4 million remains available under the approved common stock repurchase program.

Activity related to equity-based plans: Net cash outflows from activity related to equity-based plans increased for the first quarter compared to the respective prior year period primarily as a result of lower proceeds from stock option exercises and decreases in stock price, as 0.6 million options were exercised during the first quarter compared to 1.3 million options exercised during the respective prior year period.

MARKET RISK FACTORS

Changes in interest rates and interest rate risk: Funds held for clients are comprised of short-term funds and available-for-sale securities. Corporate investments are primarily comprised of available-for-sale securities. As a result of our investing activities, we are exposed to changes in interest rates that may materially affect our results of operations and financial position. Changes in interest rates will impact the earnings potential of future investments and will cause fluctuations in the fair value of our longer-term available-for-sale securities. We follow an investment strategy of protecting principal and optimizing liquidity. A substantial portion of our portfolios is invested in high credit quality securities with ratings of AA or higher, and A-1/P-1 ratings on short-term securities. We invest predominantly in municipal bonds - including general obligation bonds; pre-refunded bonds, which are secured by a U.S. government escrow; and essential services revenue bonds - along with U.S. government agency securities and corporate bonds. We limit the amounts that can be invested in any single issuer and invest primarily in short- to intermediate-term instruments whose fair value is less sensitive to interest rate changes. We manage the available-for-sale securities to a benchmark duration of two and one-half to three and three-quarters years.

During the first quarter our primary short-term investment vehicles were VRDNs and bank demand deposit accounts. We have no exposure to high-risk or illiquid investments. We have insignificant exposure to foreign investments. We have not and do not utilize derivative financial instruments to manage our interest rate risk.

During the first quarter, the average interest rate earned on our combined funds held for clients and corporate investment portfolios was 1.4% compared with 1.2% for the respective prior year period. When interest rates are rising, the full impact of higher interest rates will not immediately be reflected in net income due to the interaction of short- and long-term interest rate changes. During a rising interest rate environment, earnings increase from our short-term investments, and over time earnings increase from our longer-term available-for-sale securities. Earnings from the available-for-sale-securities, excluding VRDNs, which as of August 31, 2017 had an average duration of 3.3 years, would not reflect increases in interest rates until the investments are sold or mature and the proceeds are reinvested at higher rates.

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The amortized cost and fair value of available-for-sale securities that had stated maturities as of August 31, 2017 are shown below by contractual maturity. Expected maturities can differ from contractual maturities because borrowers may have the right to prepay obligations without prepayment penalties.

In millions	August 31, 2017	
Maturity date:	Amortized cost	Fair value
Due in one year or less	\$ 286.3	\$ 287.0
Due after one year through three years	803.0	812.0
Due after three years through five years	1,026.3	1,048.5
Due after five years	2,203.3	2,210.0
Total	\$ 4,318.9	\$ 4,357.5

VRDNs are primarily categorized as due after five years in the table above as the contractual maturities on these securities are typically 20 to 30 years. Although these securities are issued as long-term securities, they are priced and traded as short-term instruments because of the liquidity provided through the tender feature.

In June 2017, the Federal Funds rate was raised by 25 basis points to a range of 1.0% to 1.25%. The Federal Reserve has raised the rate by 25 basis points four times since December 2015.

Calculating the future effects of changing interest rates involves many factors. These factors include, but are not limited to:

- daily interest rate changes;

- seasonal variations in investment balances;

- actual duration of short-term and available-for-sale securities;

- the proportion of taxable and tax-exempt investments;

- changes in tax-exempt municipal rates versus taxable investment rates, which are not synchronized or simultaneous;
and

Explanation of Responses:

- financial market volatility and the resulting effect on benchmark and other indexing interest rates.

Subject to these factors and under normal financial market conditions, a 25-basis-point change in taxable interest rates generally affects our tax-exempt interest rates by approximately 17 basis points. Under normal financial market conditions, the impact to earnings from a 25-basis-point change in short-term interest rates would be in the range of \$3.0 million to \$4.0 million, after taxes, for a twelve-month period. Such a basis point change may or may not be tied to changes in the Federal Funds rate.

Our total investment portfolio (funds held for clients and corporate investments) is expected to average approximately \$5.0 billion for fiscal 2018. Our anticipated allocation is approximately 40% invested in short-term and VRDNs with an average duration of less than 30 days and 60% invested in available-for-sale securities with an average duration of two and one-half to three and three-quarters years.

The combined funds held for clients and corporate available-for-sale securities reflected a net unrealized gain of \$38.6 million as of August 31, 2017, compared with a net unrealized gain of \$32.0 million as of May 31, 2017. During the first quarter, the net unrealized gain on our investment portfolios ranged from \$14.9 million to \$39.6 million. These fluctuations were driven by changes in market rates of interest. The net unrealized gain on our investment portfolios was approximately \$19.5 million as of October 2, 2017.

As of August 31, 2017 and May 31, 2017, we had \$4.4 billion and \$4.6 billion, respectively, invested in available-for-sale securities at fair value. The weighted-average yield-to-maturity was 1.8% as of August 31, 2017 and 1.7% as of May 31, 2017. The weighted-average yield-to-maturity excludes available-for-sale securities tied to short-term interest rates, such as VRDNs. Assuming a hypothetical increase in longer-term interest rates of 25 basis points, the resulting potential decrease in fair value for our portfolio of available-for-sale securities held as of August 31, 2017 would be approximately \$25.0 million. Conversely, a corresponding decrease in interest rates would result in a comparable increase in fair value. This hypothetical increase or decrease in the fair value of the portfolio would be recorded as an adjustment to the portfolio's recorded value, with an offsetting amount recorded in stockholders' equity. These fluctuations in fair value would have no related or immediate impact on the results of operations, unless any declines in fair value were considered to be other-than-temporary and an impairment loss recognized.

Credit risk: We are exposed to credit risk in connection with these investments through the possible inability of the borrowers to meet the terms of their bonds. We regularly review our investment portfolios to determine if any investment is other-than-temporarily impaired due to changes in credit risk or other potential valuation concerns. We believe that the investments we held as of August 31, 2017 were not other-than-temporarily impaired. While \$406.4 million of our available-for-sale securities had fair values that were below amortized cost, we believe that it is probable that the principal and interest will be collected in accordance with the contractual terms, and that the unrealized losses of \$3.6 million were due to changes in interest rates and were not due to increased credit risk or other valuation concerns. A majority of the securities in an unrealized loss position as of August 31, 2017 and May 31, 2017 held an AA rating or better. We do not intend to sell these investments until the recovery of their amortized cost

basis or maturity, and further believe that it is not more-likely-than-not that we will be required to sell these investments prior to that time. Our assessment that an investment is not other-than-temporarily impaired could change in the future due to new developments or changes in our strategies or assumptions related to any particular investment.

We have some credit risk exposure in connection with our purchase of accounts receivable as a means of providing payroll funding to clients in the temporary staffing industry. This credit risk exposure is diversified amongst multiple client arrangements and all such arrangements are regularly reviewed for potential write-off. No single client is material in respect to total accounts receivable, service revenue, or results of operations.

CRITICAL ACCOUNTING POLICIES

Our critical accounting policies are described in Item 7 of our Form 10-K for fiscal 2017, filed with the SEC on July 21, 2017. On an ongoing basis, we evaluate the critical accounting policies used to prepare our consolidated financial statements, including, but not limited to, those related to:

- revenue recognition;

- PEO insurance reserves;

- goodwill and other intangible assets;

- stock-based compensation costs; and

- income taxes.

There have been no material changes in these aforementioned critical accounting policies.

NEW ACCOUNTING PRONOUNCEMENTS

Recently adopted accounting pronouncements: Refer to Note A of the Notes to Consolidated Financial Statements (Unaudited) contained in Item 1 of this Form 10-Q for a discussion of recently adopted accounting pronouncements.

Recently issued accounting pronouncements: Refer to Note A of the Notes to Consolidated Financial Statements (Unaudited) contained in Item 1 of this Form 10-Q for a discussion of recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosure of Market Risk

The information called for by this item is provided under the caption “Market Risk Factors” under Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations and is incorporated herein by reference.

Item 4. Controls and Procedures

Disclosure Controls and Procedures: Disclosure controls and procedures are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), such as this report, is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures: As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on such evaluation, the Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) have concluded that as of August 31, 2017, the end of the period covered by this report, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting: The Company carried out an evaluation of the internal control over financial reporting to determine whether any change occurred during the quarter ended August 31, 2017. Based on such evaluation, there has been no change in our internal control over financial reporting that occurred during the most recently completed fiscal quarter ended August 31, 2017, that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On August 18, 2017, we issued \$33.2 million or 0.6 million shares of the Company’s common stock to HR Outsourcing Holdings, Inc. in connection with the acquisition of HR Outsourcing Holdings, Inc., and all of its operating subsidiaries.

Explanation of Responses:

The above transaction was exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended. In reliance on this exemption, we considered the following:

- The company did not engage in any general solicitation or advertising;
- The purchaser is sophisticated in matters of finance and business;
- The purchaser was given access to the type of information regarding the Company that would typically be included in a prospectus used in connection with an offering registered with the SEC; and
- The purchaser agreed to hold the securities for its own account, and not with a view to distribute the securities.

Issuer Purchases of Equity Securities

In July 2016, the Company's Board of Directors approved a program to repurchase up to \$350.0 million of the Company's common stock, authorized through May 31, 2019. The purpose of the program is to manage common stock dilution. The following table provides information relating to our repurchase of common stock during the first quarter:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs	Approximate dollar value of shares that may yet be purchased under the programs
June 1, 2017 - June 30, 2017	—	\$ —	—	\$ 243,522,180
July 1, 2017 - July 31, 2017	1,499,800	\$ 57.26	1,499,800	\$ 157,686,424
August 1, 2017 - August 31, 2017	150,000	\$ 54.93	150,000	\$ 149,443,642
Total for the period	1,649,800	\$ 57.02	1,649,800	\$ 149,443,642

Shares repurchased were retired.

Table of Contents

Item 6. Exhibits

Exhibits required to be filed by Item 601 of Regulation S-K.

For the exhibits that are filed or furnished herewith or incorporated herein by reference, see the Index to Exhibits located on page 32 of this report. The Index to Exhibits is incorporated herein by reference.

8

Table of Contents

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 5, 2017 /s/ Martin Mucci
Martin Mucci
President and Chief Executive Officer
(Principal Executive Officer)

Date: October 5, 2017 /s/ Efrain Rivera
Efrain Rivera
Senior Vice President, Chief
Financial Officer, and Treasurer
(Principal Financial Officer)

9

Table of Contents

INDEX TO EXHIBITS

Exhibit

number	Description
10.1	<u>Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Performance-Based Restricted Stock Award Agreement, incorporated herein by reference from Exhibit 10.1 to the Company's Form 8-K filed with the Commission on September 8, 2017.</u>
10.2	<u>Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Amendment to Award Agreements, incorporated herein by reference from Exhibit 10.2 to the Company's Form 8-K filed with the Commission on September 8, 2017.</u>
31.1	<u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL instance document.
101.SCH	XBRL taxonomy extension schema document.
101.CAL	XBRL taxonomy extension calculation linkbase document.
101.LAB	XBRL taxonomy label linkbase document.
101.PRE	XBRL taxonomy extension presentation linkbase document.
101.DEF	XBRL taxonomy extension definition linkbase document.

10
