Paycom Software, Inc. Form 5 February 12, 2016

Stock

Stock

Stock

Common

Common

Â

Â

G

G

85,750

15,000 D

D

\$0

\$0

127,786

112,786

10/13/2015

12/16/2015

OMB APPROVAL FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **SWANI SANJAY** Symbol Paycom Software, Inc. [PAYC] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner __X__ Other (specify Officer (give title 12/31/2015 below) below) C/O WELSH, CARSON, Former 10% Owner ANDERSON & STOWE, 320 PARK AVENUE, SUITE 2500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10022 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 4) of Issuer's (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Price Amount (D) Common Â 05/27/2015 G $D^{(1)}_{(2)}$ Â 7,500 D \$0 213,536

Â

Â

 $D^{(1)(2)}$

D (1) (2)

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

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SEC 2270 (9-02)

D

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

Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Number Expiration Date Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5)	7
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5))
Derivative Securities (Instr. 3 and 4)	
Security Acquired	
(A) or	
Disposed	
of (D)	
(Instr. 3,	
4, and 5)	
Amount	
Amount Of Or	
Date Expiration Title Number	
Exercisable Date of	
(A) (D) Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

 $\hat{A} X \qquad \hat{A} \qquad \hat{A} \qquad \text{Former 10\% Owner}$

Signatures

/s/David Mintz, Attorney-in-Fact

02/12/2016

**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).

The Reporting Person also indirectly beneficially owns 5,065,436 shares of Common Stock held by Welsh, Carson, Anderson & Stowe X, L.P. and 53,828 shares of Common Stock held by WCAS Capital Partners IV, L.P. The Reporting Person is a managing member of the

- respective sole general partners of Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. Pursuant to Instruction (4)(b)(iv) of Form 5, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.
- (2) The Reporting Person also indirectly beneficially owns 50,314 shares of Common Stock held by the Swani Family LLC. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.

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