

Paycom Software, Inc.  
Form S-8  
January 15, 2019

As filed with the Securities and Exchange Commission on January 15, 2019

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**PAYCOM SOFTWARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**7501 W. Memorial Road**

**80-0957485**  
(I.R.S. Employer  
Identification No.)  
**73142**

**Oklahoma City, Oklahoma**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

**Paycom Software, Inc. 2014 Long-Term Incentive Plan**

**(Full title of the plan)**

**Craig E. Boelte**

**Chief Financial Officer**

**Paycom Software, Inc.**

**7501 W. Memorial Road**

**Oklahoma City, Oklahoma 73142**

**(Name and address of agent for service)**

**(405) 722-6900**

**(Telephone number, including area code, of agent for service)**

*with copies of communications to:*

**Greg R. Samuel**

**Haynes and Boone, LLP**

**2323 Victory Avenue, Suite 700**

**Dallas, Texas 75219**

**(214) 651-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, par value \$0.01 per share	2,300,000	\$124.94	\$287,362,000.00	\$34,828.27

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), we are also registering an indeterminable number of shares of common stock, par value \$0.01 per share ( Common Stock ), as may become available for issuance in connection with stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The price for the shares of Common Stock being registered hereunder is based upon the average of the high and low prices per share of Paycom Software, Inc.'s common stock on the New York Stock Exchange on January 14, 2019.

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this **Registration Statement** ) is filed by Paycom Software, Inc., a Delaware corporation (the **Registrant** ), to register an additional 2,300,000 shares of the Registrant's common stock, par value \$0.01 per share, for issuance under the Paycom Software, Inc. 2014 Long-Term Incentive Plan (the **LTIP** ). Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 333-204134) filed by the Registrant with the Securities and Exchange Commission on May 13, 2015 (the **Prior Registration Statement** ) relating to the LTIP, including reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The Prior Registration Statement is currently effective.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1*	<u>Legal Opinion of Haynes and Boone, LLP</u>
23.1*	<u>Consent of Grant Thornton LLP</u>
23.2*	<u>Consent of Haynes and Boone, LLP (included in its opinion filed as Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included in signature page)</u>
99.1	<u>Paycom Software, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 dated March 10, 2014, filed with the SEC on March 10, 2014).</u>
99.2	<u>First Amendment to the Paycom Software, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 1, 2017, filed with the SEC on May 4, 2017).</u>
99.3	<u>Form of Time and Market-Based Vesting Restricted Stock Award Agreement (CEO) under the Paycom Software, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 26, 2017, filed with the SEC on April 27, 2017).</u>
99.4	<u>Form of Time and Market-Based Vesting Restricted Stock Award Agreement (Executive) under the Paycom Software, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 26, 2017, filed with the SEC on April 27, 2017).</u>
99.5*	<u>Form of Time and Market-Based Vesting Restricted Stock Award Agreement under the Paycom Software, Inc. 2014 Long-Term Incentive Plan</u>
99.6*	<u>Form of Time-Based Vesting Restricted Stock Award Agreement under the Paycom Software, Inc. 2014 Long-Term Incentive Plan</u>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on the 15<sup>th</sup> day of January, 2019.

**PAYCOM SOFTWARE, INC.**

By: /s/ Chad Richison  
 Chad Richison  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Chad Richison or Craig E. Boelte, each with full power to act alone, as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this Registration Statement, including, without limitation, additional registration statements filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully and to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitute or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Chad Richison	President, Chief Executive Officer and	January 15, 2019
Chad Richison	Chairman of the Board of Directors (Principal Executive Officer)	
/s/ Craig E. Boelte	Chief Financial Officer	January 15, 2019
Craig E. Boelte	(Principal Accounting Officer and Principal Financial Officer)	
/s/ Jason D. Clark	Director	January 15, 2019
Jason D. Clark		

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/s/ Henry C. Duques	Director	January 15, 2019
Henry C. Duques		
/s/ Janet B. Haugen	Director	January 15, 2019
Janet B. Haugen		
/s/ Robert J. Levenson	Director	January 15, 2019
Robert J. Levenson		
/s/ Frederick C. Peters II	Director	January 15, 2019
Frederick C. Peters II		
/s/ J.C. Watts, Jr.	Director	January 15, 2019
J.C. Watts, Jr.		