

Paycom Software, Inc.  
Form 8-K  
May 02, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported) April 29, 2019**

**Paycom Software, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**7501 W. Memorial Road, Oklahoma City, Oklahoma**

**001-36393**  
**(Commission**

**File Number)**

**80-0957485**  
**(IRS Employer**

**Identification No.)**

**73142**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (405) 722-6900

Not Applicable

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
Common

Trading Symbol(s)  
PAYC

Name of each exchange on which registered  
New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Paycom Software, Inc. (the Company) held its 2019 Annual Meeting of Stockholders (the Annual Meeting) on April 29, 2019. A total of 53,148,578 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting. The matters submitted for a vote and the related results are set forth below. A more detailed description of each proposal was included in the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 27, 2019.

**Proposal 1:** Election of three Class III directors, each to serve until the date of the 2022 annual meeting of stockholders and until his successor has been duly elected and qualified, or his earlier death, resignation or removal

Nominees	Votes Cast For	Votes Withheld	Broker Non-Votes
Chad Richison	38,736,329	7,528,302	6,883,947
Jason D. Clark	37,111,430	9,153,201	6,883,947
Henry C. Duques	37,310,172	8,954,459	6,883,947

**Proposal 2:** Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019

Votes Cast For	Votes Cast Against	Abstentions
52,792,024	339,041	17,513

**Proposal 3:** Approval, on an advisory basis, of the compensation of the Company's named executive officers

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
41,701,772	4,354,478	208,381	6,883,947

As described in the Company's proxy materials, Proposal 4 was a stockholder proposal to elect each director annually. This proposal was not voted upon at the Annual Meeting because neither the proponent nor a qualified representative of the proponent appeared at the Annual Meeting to present the proposal.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PAYCOM SOFTWARE, INC.**

Date: May 2, 2019

By: /s/ Craig E. Boelte  
Name: Craig E. Boelte  
Title: Chief Financial Officer