

PAYCHEX INC  
Form 8-K  
October 26, 2012

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: October 23, 2012  
(Date of earliest event reported)

PAYCHEX, INC.  
(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| DELAWARE<br>(State of or other jurisdiction<br>of incorporation) | 0-11330<br>(Commission<br>File Number) | 16-1124166<br>(IRS Employer<br>Identification Number) |
|--|--|---|

|   |                          |
|---|--------------------------|
| 911 PANORAMA TRAIL SOUTH, ROCHESTER, NEW YORK<br>(Address of principal executive offices)<br>(585) 385-6666<br>(Registrant's telephone number, including area code)<br>None<br>(Former name or former address, if changed since last report.) | 14625-2396<br>(Zip Code) |
|---|--------------------------|

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))
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## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The Annual Meeting of Stockholders was held on October 23, 2012.

There were present at the meeting, either in person or by proxy, holders of 327,346,959 common shares.

(b) Stockholders elected the nine nominees, constituting our entire Board of Directors (the "Board"), to hold office until the next Annual Meeting of Stockholders in 2013; approved the advisory vote on executive compensation; and ratified the selection of our independent registered public accounting firm.

Results of stockholder voting are as follows:

| Election of Directors | For         | Against   | Abstain | Broker<br>Non-Votes |
|-----------------------|-------------|-----------|---------|---------------------|
| B. Thomas Golisano    | 260,998,684 | 2,851,288 | 611,066 | 62,885,921          |
| Joseph G. Doody       | 262,080,327 | 1,717,836 | 662,875 | 62,885,921          |
| David J. S. Flaschen  | 258,802,633 | 4,993,136 | 665,269 | 62,885,921          |
| Phillip Horsley       | 260,224,824 | 3,558,783 | 677,431 | 62,885,921          |
| Grant M. Inman        | 259,043,038 | 4,758,970 | 659,030 | 62,885,921          |
| Pamela A. Joseph      | 262,997,588 | 823,181   | 640,269 | 62,885,921          |
| Martin Mucci          | 261,509,827 | 2,301,418 | 649,793 | 62,885,921          |
| Joseph M. Tucci       | 256,585,686 | 7,170,107 | 705,245 | 62,885,921          |
| Joseph M. Velli       | 260,240,741 | 3,521,651 | 698,646 | 62,885,921          |

| Advisory Vote To Approve Named Executive<br>Officer Compensation | For         | Against   | Abstain   | Broker<br>Non-Votes |
|--|-------------|-----------|-----------|---------------------|
|  | 257,236,136 | 6,020,316 | 1,204,586 | 62,885,921          |

| Ratification of Selection of Ernst & Young LLP as the<br>Company's Independent Registered Public Accounting Firm | For         | Against   | Abstain |
|--|-------------|-----------|---------|
|  | 323,265,975 | 3,206,158 | 874,826 |

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 26, 2012

/s/ Martin Mucci  
Martin Mucci  
President and Chief Executive Officer

Date: October 26, 2012

/s/ Efrain Rivera  
Efrain Rivera  
Senior Vice President, Chief Financial Officer,  
and Treasurer