

PAYCHEX INC
Form 8-K
October 12, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: October 11, 2017

(Date of earliest event reported)

PAYCHEX, INC.

(Exact name of registrant as specified in its charter)

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

911 14625-2396
PANORAMA

TRAIL
SOUTH,

ROCHESTER,
NEW YORK

(Address of (Zip Code)

principal
executive
offices)

(585) 385-6666

(Registrant's telephone number, including area code)

N/A

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

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 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

(a) The Annual Meeting of Stockholders was held on October 11, 2017.

(b) There were present at the meeting, either in person or by proxy, holders of 325,529,346 common shares. Stockholders elected the ten nominees, constituting our entire Board of Directors, to hold office until the next Annual Meeting of Stockholders in 2018; approved the advisory vote on named executive officer compensation; approved holding future advisory votes on named executive officer compensation every year; and ratified the selection of our independent registered public accounting firm.

Results of stockholder voting are as follows:

| | Broker | | | |
|-----------------------|-------------|------------|---------|------------|
| Election of Directors | For | Against | Abstain | Non-Votes |
| B. Thomas Golisano | 265,975,638 | 3,465,286 | 365,417 | 55,723,005 |
| Thomas F. Bonadio | 267,336,653 | 2,082,250 | 387,438 | 55,723,005 |
| Joseph G. Doody | 263,725,111 | 5,680,797 | 400,433 | 55,723,005 |
| David J.S. Flaschen | 250,919,957 | 18,504,746 | 381,638 | 55,723,005 |
| Phillip Horsley | 263,729,017 | 5,689,795 | 387,529 | 55,723,005 |
| Grant M. Inman | 254,021,861 | 15,398,267 | 386,213 | 55,723,005 |
| Martin Mucci | 267,224,528 | 2,203,791 | 378,022 | 55,723,005 |
| Joseph M. Tucci | 240,094,781 | 29,341,349 | 370,211 | 55,723,005 |
| Joseph M. Velli | 263,815,279 | 5,605,150 | 385,912 | 55,723,005 |
| Kara Wilson | 267,507,095 | 1,921,078 | 378,168 | 55,723,005 |

| | Broker | | | |
|---------------------------------------------------------------|-------------|-----------|-----------|------------|
| Advisory Vote To Approve Named Executive Officer Compensation | For | Against | Abstain | Non-Votes |
| | 259,523,495 | 9,192,682 | 1,090,164 | 55,723,005 |

| | Broker | | | | |
|-------------------------------------------------------------------------------------------------|----------|-----------|-------------|---------|-----------|
| Advisory vote on the Frequency of Future Advisory Votes on Named Executive Officer Compensation | One Year | Two years | Three Years | Abstain | Non-Votes |
| | | | | | |

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240,257,529 3,404,909 25,319,707 824,196 55,723,005

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Ratification of Selection of PricewaterhouseCoopers LLP as the Company's
Independent Registered Public Accounting Firm

| For | Against | Abstain |
|-------------|-----------|---------|
| 323,076,691 | 1,829,613 | 623,042 |

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.

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PAYCHEX, INC.

Date: October 12, 2017 /s/ Martin Mucci
Martin Mucci
President and Chief Executive Officer

Date: October 12, 2017 /s/ Efrain Rivera
Efrain Rivera
Senior Vice President, Chief Financial Officer, and Treasurer
