

LEVENSON ROBERT J
Form 4
January 18, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVENSON ROBERT J

2. Issuer Name and Ticker or Trading Symbol
Paycom Software, Inc. [PAYC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7501 W. MEMORIAL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

OKLAHOMA CITY, OK 73142
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/16/2018		S ⁽¹⁾	V D	\$ 87.2292 (2) 172,095 (3)	D	
Common Stock	01/16/2018		S ⁽¹⁾	V D	\$ 88.3882 (4) 169,795 (3)	D	
Common Stock	01/16/2018		S ⁽¹⁾	V D	\$ 89.4169 (5) 161,395 (3)	D	
Common Stock	01/16/2018		S ⁽¹⁾	V D	\$ 90.111 (6) 157,895 (3)	D	

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(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.76 to \$87.70, inclusive. The reporting person undertakes to provide to Paycom Software, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Includes 1,645 unvested shares of restricted stock.

(4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.79 to \$88.775, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.79 to \$89.78, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.79 to \$90.74, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) Represents shares of common stock owned by Lenox Capital Group, LLC, for which the reporting person is the managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. Neither the filing of this report nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose, the beneficial owner of such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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