

Paycom Software, Inc.  
Form 8-A12B  
April 03, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**PAYCOM SOFTWARE, INC.**

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

**Delaware** **80-0957485**  
**(State of incorporation or organization)** **(I.R.S. Employer Identification No.)**  
**7501 W. Memorial Road**

**Oklahoma City, Oklahoma 73142**

**(Address of principal executive offices) (Zip Code)**

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, \$0.01 par value</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-194462 (if applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

(title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the shares of common stock, par value \$0.01 per share, of Paycom Software, Inc. (the Company) being registered hereunder is set forth under the caption entitled "Description of Capital Stock" in the Company's Registration Statement on Form S-1 (File No. 333-194462), as initially filed with the Securities and Exchange Commission on March 10, 2014, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Company with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Under the "Instructions as to Exhibits" section of Form 8-A, no exhibits are required to be filed because no other securities of the Company are to be registered on the New York Stock Exchange and the securities to be registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PAYCOM SOFTWARE, INC.

Date: April 3, 2014

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