

Paycom Software, Inc.  
Form SC 13G/A  
May 25, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Paycom Software, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

70432V102  
(CUSIP Number)

May 25, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.70432V102

1.	Name of Reporting Person	Welsh, Carson, Anderson & Stowe X, L.P.	
	I.R.S. Identification		
	No. of Above Person		
	(Entities Only) (Voluntary)		
2.	Check the Appropriate Box	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
	if a Member of a Group		
3.	SEC Use Only		
4.	Citizenship or Place	Delaware	
	of Organization		
Number of	5.	Sole Voting	-0-
Shares Beneficially		Power	
Owned by Each	6.	Shared Voting	-0-
Reporting Person		Power	
With	7.	Sole Dispositive	-0-
		Power	
	8.	Shared Dispositive	-0-
		Power	
9.	Aggregate Amount		
	Beneficially Owned by		-0-
	Each Reporting Person		
10.	Check Box if the Aggregate		
	Amount in Row (9)		
	Excludes Certain Shares	<input type="checkbox"/>	
11.	Percent of Class		
	Represented by Amount in		
	Row (9)	-0-	
12.	Type of Reporting Person	PN	

CUSIP No.70432V102

1.	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)(Voluntary)	WCAS Capital Partners IV, L.P.		
2.	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>	
3.	SEC Use Only			
4.	Citizenship or Place of Organization	Delaware		
	Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	-0-
		6.	Shared Voting Power	-0-
		7.	Sole Dispositive Power	-0-
		8.	Shared Dispositive Power	-0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person			-0-
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9)	-0-		
12.	Type of Reporting Person	PN		

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CUSIP No.70432V102

Amendment No. 2 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on behalf of the Reporting Persons with respect to the Common Stock of the Issuer on January 21, 2015, and Amendment No. 1 thereto filed on January 25, 2016 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated as follows:

Item 4. Ownership.

(a) through (c):

The information requested hereunder is incorporated by reference to the cover pages to this Amendment No. 2 to Schedule 13G.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

CUSIP No.70432V102

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 25, 2016

WELSH, CARSON, ANDERSON & STOWE  
X, L.P.

By WCAS X Associates LLC, its general  
partner

By: /s/ David Mintz  
Attorney-in-Fact

WCAS CAPITAL PARTNERS IV, L.P.

By WCAS CP IV Associates LLC, its general  
partner

By: /s/ David Mintz  
Attorney-in-Fact