paylocity®
Forward Together.

Annual Report

Message from
Our President and Chief Executive Officer

In fiscal 2026, Paylocity continued significant growth at scale while also investing in innovation, client service, and our people to drive further differentiation from our competitors. Our recurring and other revenue was $1.651B, a 12% year-over-year increase, and our total revenue was $1.771B, an 11% year-over-year increase, as our focus on providing a unified platform for today's workforce continued to resonate with clients and prospects. We also increased profitability in fiscal 2026, with adjusted EBITDA of $654.9M or 37.0% margin, adjusted EBITDA excluding interest income on funds held for clients of $534.9M or 32.4% margin, free cash flow of $427.8M or 24.2% margin, and free cash flow excluding interest income on funds held for clients of $307.8M or 18.6% margin.*

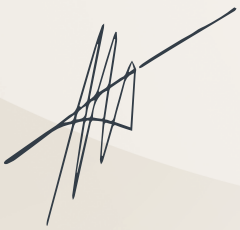
Our innovation led the market in fiscal 2026 as we further extended our platform beyond traditional HCM with additional finance and IT capabilities, while also releasing Paylocity for Retirement and Elevate Solutions offerings – adding broader and deeper value for our clients. We also introduced Ignite AI, with purpose-built agents in areas like pay, time, and recruiting to deliver greater automation, productivity, and insights across the platform. Together, these solution launches strengthened our ability to help organizations operate more efficiently while creating better experiences for HR teams, business leaders, and employees.

To support our growth-driving go-to-market initiatives, we expanded our sales force, referral channels, and brand presence throughout fiscal 2026. These initiatives resulted in a 7% increase in our client base, ending the year with 44,400 clients. We also maintained our revenue retention above 92%, reflecting the strength of our client relationships, service excellence, and the strategic value we provide to our clients.

Looking ahead, we are excited to consistently deliver the most modern, comprehensive, and AI-driven platform connecting people, payroll, finance, and operations. We will continue investing in innovation, delivering exceptional client service, supporting our partners, and creating lasting value for our clients, employees, and shareholders.

Thank you to our employees, clients, partners, and shareholders for your continued trust and support. Together, we are shaping the future of work while building a stronger Paylocity for years to come.





Toby Williams
President and Chief Executive Officer

*Refer to Financial Highlights and Appendix A for additional details on non-GAAP financial measures.

Fiscal Year 2026 Highlights

$1.651B
Recurring and other revenue

12%
YoY growth

$1.771B
Total revenue

11%
YoY growth

Adjusted EBITDA
$654.9M

Adjusted EBITDA margin
37.0%

Adjusted EBITDA excluding interest income on funds held for clients
$534.9M

Adjusted EBITDA excluding interest income on funds held for clients margin
32.4%

Free cash flow
$427.8M

Free cash flow margin
24.2%

Free cash flow excluding interest income on funds held for clients
$307.8M

Free cash flow excluding interest income on funds held for clients margin
18.6%

44,400
Clients

6.7M+
Employees on platform

92%+
Revenue retention

6,900
Employees

Headquarters
Schaumburg, IL

* Refer to Appendix A for a reconciliation of GAAP to non-GAAP financial measures.

Innovation

Real Results, Driven by Real Innovation



We deliver first-to-market innovations that solve complex challenges and drive business outcomes for our 44,400 clients. Building on our award-winning HCM suite, we're unifying work across HR, Finance, and IT into one connected experience so organizations can stop piecing things together and start moving forward faster. With a focus on the future, including embedded AI capabilities, our solutions push the boundaries of traditional HR and finance technology to streamline processes, boost efficiency, simplify spend management, and deliver seamless, intuitive experiences to make leaders, administrators, and employees more productive.

Complete HCM Capabilities

Paylocity automates all the processes across the employee lifecycle in one place, so organizations save time, reduce administrative burden, and create a smoother experience for employees and managers alike. From recruiting and onboarding to benefits, payroll, and performance management, our solution has the breadth to meet an organization's HR needs and the flexibility to scale as it grows.

Paylocity for Finance & IT

Our platform goes beyond HR, giving Finance and IT the tools to support higher efficiency and compliance across the organization. For Finance, Paylocity centralizes payroll and non-payroll spend, including expense management, accounts payable, corporate cards, and procurement. For IT, we automate provisioning, access, and updates to software and hardware with a direct connection to the person record.

Unified by a Powerful Core

At the center of our platform is a single person record with effortless workflows and integrations that automate work across teams and systems. A consistent, consumer-grade experience gives employees access to everything they need in a top-rated mobile app that keeps them productive anywhere they work. And with analytics and reporting embedded throughout the platform, we give leaders a single pane of glass to see their entire business clearly.

Ignite AI

AI is embedded throughout Paylocity's platform, bringing data, insights, and automation into moments where decisions are made and work gets done. Purpose-built agents across the platform automate tasks in areas like pay, time, recruiting, and other places where work often slows down. We also offer the Ignite AI Hub, a centralized dashboard for managing and measuring AI across the organization. It provides the visibility and control organizations need to confidently deploy AI while keeping people at the center of decision-making.

Unmatched Client Service

Since we were founded, we've provided service that our clients say is the best in the industry. We build deep, long-lasting partnerships from initial implementation to ongoing service — establishing a track record of going beyond the transactional to move clients toward strategic goals. We consider clients "co-creators," regularly soliciting and prioritizing their feedback in our product and service roadmaps.

Product

The Most Complete Platform for the Modern Workforce



Payroll

- SaaS-based Payroll
- Global Payroll
- Tax Filing, Direct Deposit
- On Demand Payment

Human Resources

- Employee Self-Service
- Compliance & Record Keeping
- Workflows & Documents

Talent

- Recruiting
- Onboarding
- Performance
- Compensation
- Learning

Employee Experience

- Community
- Video
- Recognition & Rewards
- Employee Voice

Time & Labor

- Time & Attendance
- Scheduling
- Time Collection

Benefits

- Benefit Administration
- TPA solutions
- Retirement
- Leave Management

Finance

- Headcount Planning
- Expense Management
- Bill Pay | AP Automation
- Corporate Cards
- Procurement

IT

- Asset Management
- Access Management

Services

- Elevate Implementation
- Elevate Payroll
- Elevate HR

Our CSR Mission

We are a socially responsible corporation committed to making meaningful impacts by fostering awareness and understanding among our employees, clients, partners, and communities. Through collaborative efforts, we aim to create an informed, engaged, and responsible community committed to inspiring positive change.

Supporting Our People

Encouraging a holistic approach to well-being for our employees and the communities we serve.

Uplifting Our Communities

Championing collaboration with nonprofits to uplift communities.

Sustainability

Promoting environmental responsibility and sustainable practices to ensure a healthier planet for future generations.

A culture of inclusion and belonging is a fundamental aspect of our corporate social responsibility. As we expand internationally, we maintain this commitment by adhering to regionally aligned regulations, addressing social needs, and supporting relevant initiatives. Our goal is to ensure that all Paylocity employees feel valued and can thrive.

Our Inclusion and Belonging Journey

We are committed to fostering a culture where employees feel valued, respected, and empowered to contribute their unique perspectives. Guided by intentional action and shared accountability, we build a culture that helps drive innovation, strengthen employee engagement, and support sustainable business growth. Through educational programming, volunteerism, leadership development, sustainability efforts, ERGs, and wellness initiatives, we foster connection, growth, and meaningful impact across our workplace and communities.

Progress on Corporate Social Responsibility
Learn about the steps we're taking to build a better tomorrow at Paylocity, in our local communities, and beyond.

Read our complete CSR report
Scan the QR code or visit paylocity.com/CSR


ONE Love
#PCTYAppreciatesMe


GIVING SIMPLIFIED.
paylocity
gives


#PaylocityProud



Governance

We are deeply committed to strong corporate governance as a foundation for sustainable success. Guided by our code of ethics, this commitment begins with our Executive Team and Board of Directors, whose leadership helps shape a culture of accountability, integrity, and transparency. Together, they focus on creating long-term value for our shareholders, making responsible decisions, and upholding the highest ethical standards across our organization.

Protecting Our Clients

Our customers are at the center of our decision-making, the technology we build, the infrastructure we use, and how we hire and educate our people. We treat our clients' important and sensitive data with the utmost care, embedding security controls and practice across our operations.

Data Security

We manage critical business information and protect client data with industry-accepted solutions and practices, utilizing our enterprise-class data centers to safeguard the physical security of our data and provide consistent product uptime.

Data Privacy

We're committed to safeguarding the privacy and personal information of all our stakeholders, including our employees, contractors, and job applicants; our clients' employees and contractors; our business partners, including client contacts, prospects, and vendors; and our website users.



External Recognition



2019-2027



2024-2026



2024-2026



2026



2026



2026



2026



2026



2025-2026



2023-2026



2020-2026



2020-2026



2025-2026



2020-2025



2024-2025



2012-2025



2024-2025



2025



2025



2025



2025



2025



2024-2025

Financial Highlights

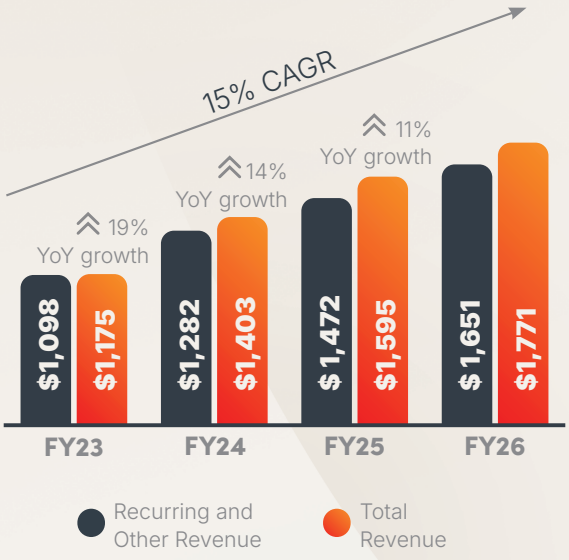
Long-Term Financial Targets*

Increased profitability targets reflect commitment to driving greater operational efficiency over time.

Total Revenue	$3B
Adjusted Gross Profit	80%+
Non-GAAP Total R&D	10-15%
Non-GAAP Sales & Marketing	15-20%
Non-GAAP General & Administrative	5-7%
Adjusted EBITDA	40-45%
Free Cash Flow	25-30%
Stock-Based Compensation	5%

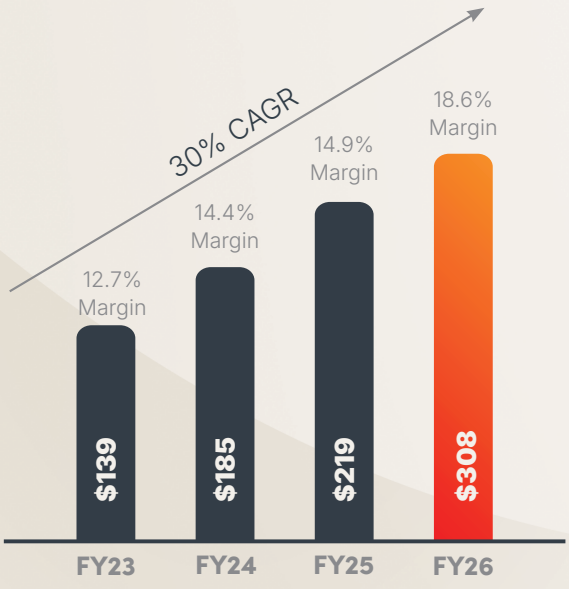
Note: Financial targets based on percentage of total revenue.

Revenue $ Millions



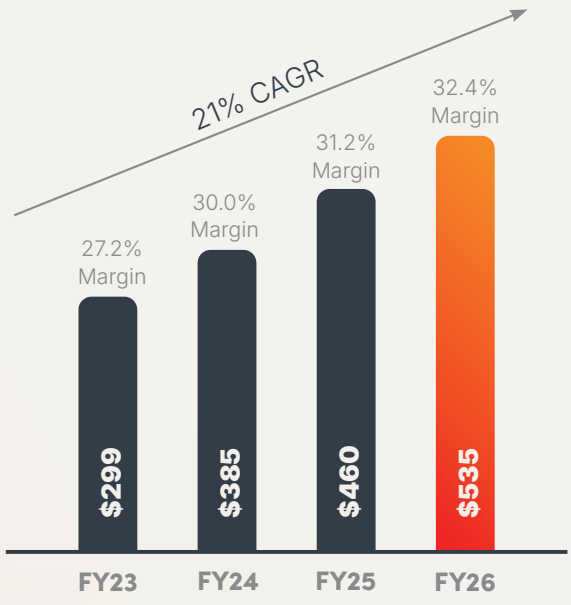
Free Cash Flow $ Millions

excluding interest income on funds held for clients*



Adjusted EBITDA $ Millions

excluding interest income on funds held for clients*



Strong Balance Sheet - $272M Cash & Cash Equivalents as of June 30, 2026

* Refer to Appendix A for a reconciliation of GAAP to non-GAAP financial measures.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2026

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number 001-36348

PAYLOCITY HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	46-4066644
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

1400 American Lane
Schaumburg, Illinois 60173
(Address of principal executive offices and zip code)

(847) 463-3200
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of Exchange on which registered
Common Stock, par value $0.001 per share	PCTY	The NASDAQ Global Select Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐
Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒
If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐
Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).☐
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒
The aggregate market value of voting stock held by non-affiliates of the registrant as of December 31, 2025, the last day of registrant's most recently completed second fiscal quarter, was $6.6 billion (based on the closing price for shares of the registrant's common stock as reported by the NASDAQ Global Select Market on that date).
As of July 29, 2026, there were 53,056,963 shares of the registrant's common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

The information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the Proxy Statement relating to the registrant's 2027 annual meeting of stockholders, which shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

PAYLOCITY HOLDING CORPORATION
Form 10-K
For the Year Ended June 30, 2026
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PART I

Forward Looking Statements

Except for the historical financial information contained herein, the matters discussed in this report on Form 10-K (as well as documents incorporated herein by reference) may be considered "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including, but not limited to, statements regarding our future financial position, business strategy and plans and objectives of management for future operations. When used in this Annual Report, the words "believe," "may," "could," "will," "estimate," "continue," "intend," "expect," "anticipate," "plan," "project" and similar expressions are intended to identify forward-looking statements.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this report, and in particular, the risks discussed under Part 1, Item 1A: "Risk Factors" and those discussed in other documents we file with the Securities and Exchange Commission. Except as required by law, we do not intend to update these forward-looking statements publicly or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report and in the documents incorporated in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on such forward-looking statements.

Item 1. Business.

Overview

We are a leading cloud-based provider of human capital management ("HCM"), finance and IT software solutions. Our unified, easy-to-use platform helps businesses streamline HR, finance, and IT operations, manage spend and talent, and build culture and connection with artificial intelligence ("AI") embedded directly into everyday workflows to save time, reduce manual effort, and support better decision-making. Excluding clients acquired through acquisitions, as of June 30, 2026, we provided our software-as-a-service ("SaaS") solutions to approximately 44,400 clients across the U.S., which on average had over 150 employees.

Effective management of human capital, finance and IT operations is a core function in all organizations and requires a significant commitment of resources. Organizations are faced with an ever-changing employment landscape, the complexity of increasingly geographically dispersed employees, and managing hybrid workplaces. At the same time, employees' expectations are rising, and organizations need to prioritize communication, connection, and collaboration among their employees to differentiate how they attract and retain talent and build a culture of loyalty. Many companies also operate without the infrastructure, expertise or personnel to implement or support large and complex systems in today's dynamic environment. Existing solutions offered by third-party service providers can have limited capabilities and configurability while other enterprise-focused software vendors can be prohibitively expensive and time-consuming to implement and manage. We believe that modern organizations are better served by SaaS solutions designed to meet their unique needs, delivering fast time-to-value, and providing their employees with the most engaging experience available.



Our software solutions provide the following key benefits to our clients:

- Our platform automates processes across the employee lifecycle in one place, so organizations save time, reduce administrative burden, and create a more seamless experience for employees and managers alike. From recruiting and onboarding to benefits, payroll, and performance management, our solution is designed to support an organization's HR needs and provide the flexibility to scale as it grows.

- Our Finance and IT tools support higher efficiency and compliance across the organization. Our Finance tools centralize payroll and non-payroll spend, including expense management, accounts payable, corporate cards and procurement. Our IT tools automate provisioning, access, and updates to software and hardware with a direct connection to the employee record.

- Our platform is built on a single employee record with workflows and integrations designed to automate work across teams and systems. Employees can access their information and tools through a unified web and mobile experience. Analytics and reporting capabilities are embedded throughout the platform to deliver value with intelligent automation, tailored insights, and embedded experiences that provide real-time guidance to administrators and employees.

- Ignite AI, our platform-wide AI with agents, is embedded throughout our platform bringing data, insights, and automation into moments where decisions are made and work gets done. Purpose-built agents automate tasks across pay, time, recruiting, and other places where work often slows down. We also offer the Ignite AI Hub, a centralized dashboard for managing and measuring AI across the organization where leaders can measure business impact and productivity gain, monitor adoptions across teams, control which agents are active and identify new opportunities for automation. It provides the visibility and control organizations need to confidently deploy AI while keeping people at the center of decision-making.

- We supplement our comprehensive software solutions with an integrated implementation and client service organization designed to meet the needs of our clients and prospects.

- Our software solutions offer our clients automated data integration with hundreds of third-party partner systems in our Integration Marketplace, such as 401(k), benefits and insurance provider systems. This integration reduces the complexity and risk of error of manual data transfers and saves time for our clients and their employees. We

integrate data with these related systems through a secure connection, which significantly decreases the risk of unauthorized third-party access and other security breaches.

We market and sell our products through our direct sales force. We generate sales leads through a variety of focused marketing initiatives and from our extensive referral network of 401(k) advisors, benefits administrators, insurance brokers, third-party administrators, HR consultants and accountants. We derive revenue from a client based on the solutions purchased by the client, the number of client employees and the amount, type and timing of services provided with respect to those client employees. Our annual revenue retention rate was greater than 92% in each of our 2024, 2025 and 2026 fiscal years. Our total revenues increased from $1,402.5 million in fiscal 2024 to $1,595.2 million in fiscal 2025, representing a 14% year-over-year increase, and to $1,771.3 million in fiscal 2026, representing an 11% year-over-year increase. We believe our recurring revenue model and high annual revenue retention rates provide significant visibility into our future operating results.

Our Strategy

We intend to strengthen and extend our position as a leading cloud-based provider of HCM, finance and IT software solutions. Key elements of our strategy include the following:

- *Extend Technological Leadership*. We continue to invest in our platform, including AI, automation, analytics, and mobile capabilities, to enhance the functionality and efficiency of our solutions. Built on a unified, cloud-based architecture, our platform helps businesses streamline HR, finance, and IT operations, manage spend and talent and build culture and connection. AI is embedded directly into everyday workflows to save time, reduce manual effort, and support better decision-making. We intend to continue advancing our platform to address evolving client needs and leverage emerging technology opportunities.

- *Grow Our Client Base*. We believe that our current client base represents only a small portion of the organizations that could benefit from our solutions. Our clients typically have between 10 to 5,000 employees. While we provide our software solutions to approximately 44,400 clients across the U.S. (excluding clients acquired through acquisitions) as of June 30, 2026, there are approximately 1.3 million businesses with 10 to 5,000 employees in the U.S., employing approximately 73 million people, according to the U.S. Census Bureau in 2022. We believe our realized target addressable market is approximately $22.5 billion as clients, on average, purchase 50% or more of our suite of solutions. As we continue to expand our product offerings, we believe that we have an opportunity to increase the amounts clients spend on our solutions per employee and to expand our addressable market. As we expand our client base and number of client employees, we will also grow our sales organization.

- *Expand Our Product Offerings*. We believe a significant part of our leadership position is the result of our investment and innovation in our product offerings. We plan to continue to invest in product development efforts that will allow us to offer a broader selection of products to new and existing clients.

- *Further Develop Our Referral Network*. We have developed a strong network of referral participants, such as 401(k) advisors, benefits administrators, insurance brokers, third-party administrators, HR consultants and accountants that recommend our solutions and provide referrals. We believe that our platform's automated data integration with hundreds of related third-party partner systems is valuable to our referral participants, as they are able to access payroll, HR and finance data through a single system which decreases complexity and cost and complements their own product offerings. We plan to increase integration with third-party providers and expand our referral network to grow our client base and lower our client acquisition costs.

Our Products

Our HCM, finance and IT software solutions deliver a unified platform for the modern workplace. Our platform offers a unified, easy-to-use product suite that helps businesses streamline HR, finance, and IT operations, manage spend and talent, and build culture and connection with AI embedded directly into everyday workflows to save time, reduce manual effort, and support better decision-making. Our product suite includes the following categories:

Payroll

Payroll and Tax Services – Our Payroll and Tax Services solution is designed to simplify payroll, automate processes and manage complex compliance requirements within one system. Our payroll solution leverages data from our Time & Labor and Human Resources solutions to accurately calculate wages, deductions and withholdings, without the need for manual reentry. Clients work with our experts to configure general ledger integrations, accruals and complex reports to enable data-driven decision making. Our integration capabilities also automatically transfer 401(k) information, retirement plans and benefit files to third-party providers. Through our Tax Services solutions, we accurately prepare and file the necessary tax withholdings and filing documents for local, state and federal jurisdictions.

Global Payroll – Our cloud-based global payroll solution enables U.S.-based companies to manage payroll for employees outside the U.S. in line with complex local and country-specific requirements across over 100 countries. It also provides consolidated reporting capabilities to efficiently manage a global employee base with real-time access to payroll data.

On Demand Payment – On Demand Payment provides employees with visibility into their earned wages in between pay cycles based on their hours worked and offers financial flexibility to employees through access to a portion of their earned wages before their scheduled payday without impacting the client's standard payroll process.

Garnishments – Our Garnishments solution provides the calculation, setup and maintenance of historical deduction records and performs calculation validation against state and federal legislation to mitigate compliance risk and prevent costly penalties and errors.

Elevate Payroll – A dedicated team of specialists executes critical payroll processes on behalf of clients, reducing administrative burden and improving execution which allows our clients to better focus on strategic priorities. Our clients remain in control and own decisions, while we manage tasks on their behalf.

Human Resources

Human Resources – Our Human Resources solutions streamline processes using modern, mobile-enabled tools that help save time by automating administrative tasks and providing data-driven reporting. Clients can track headcount and status for positions, manage position and manager changes, manage compliance tracking and reporting and employee data and documents in one central location.

Employee Self-Service (Home) – Our Home module provides employees with access to their information 24/7, which allows them to view checks, request time off, clock in and out, update personal data and collaborate with teammates. Employees can also enroll in benefits, view coverage, access training or view course completion status on-the-go via our mobile app. An AI Assistant answers Paylocity-centric questions, as well as client-specific ones based on information in their employee handbooks.

Workflows & Documents – Workflows, the process automation engine embedded throughout our platform, enables clients to automate manual processes through configurable workflows and pre-built templates, improving efficiency and data accuracy. Documents provides a secure, centralized repository for employee records, helping clients stay organized, manage access through role-based permissions and replace manual, paper-based processes.

HR Compliance Dashboard – With our HR Compliance Dashboard, clients save time and money by staying up to date with new laws and regulations related to topics such as employment verification, Equal Employment Opportunity and compensation.

Elevate HR & HR Edge – In-house experts provide operational HR support like executing HR administration data audits, providing compliance guidance, developing policies and guiding with best practices while clients retain decision making

authority. HR Edge provides another option for clients looking for advisory and best practice support without the level of hands-on execution offered by Elevate HR.

Time & Labor

Time and Attendance – Our Time and Attendance solution accurately tracks time and attendance data, eliminating the need for manual tracking of accruals and reducing administrative tasks. Employees and supervisors can request and manage time off, edit timecards and manage schedule changes. A customizable supervisor dashboard provides at-a-glance visibility to missed punches, pending time off requests, attendance exceptions and more.

Scheduling – Clients can simplify scheduling by leveraging AI-driven shift recommendations and budgeting/scheduling advice, leveraging templates and building policies based on duration, time between shifts and skills/certifications. Shift swapping and open shift claiming offer flexibility to employees, ensuring optimal coverage and controlled labor costs. Managers and employees can easily manage their schedules from our mobile app to ensure the appropriate shift coverage.

Time Collection – Our wide variety of time collection devices include kiosks, state-of-the-art time clocks, mobile and web applications and even smartwatches to meet unique needs of different companies while enabling employees to clock in wherever business is conducted. Advanced features include specifying geographic parameters for mobile punch-in, answering attestation prompts and other health and safety checks.

Talent

Recruiting – Our Recruiting tools help clients streamline talent acquisition processes from application creation through candidate acceptance. Clients can reach candidates through online job postings and mobile-friendly application methods, reduce bias through candidate masking capabilities, simplify screening and background check processes, coordinate interviews through scheduling tools and calendar integrations and communicate with candidates through email, text messaging and video interviews. The solution also provides real-time access to candidate information to support timely hiring decisions. We also offer an AI-powered add-on that enables organizations to rediscover and re-engage existing candidates within their applicant tracking system while automating outreach, screening and interview scheduling.

Onboarding – Our Onboarding tools enable new employees to complete all pre-hire tasks through digital data collection to gather important personal and confidential information and documentation right through our platform. Clients can streamline processes such as handbook acknowledgment, tax withholding forms, I-9 document verification, E-Verify and many others. Additionally, new hires feel an instant connection to their team and employer with welcome notes from leaders, introductory videos, company culture information and company policies.

Learning – Our Learning tools enable clients to assign, deliver, and track employee training across a variety of topics and delivery methods, including on-demand courses, webinars and mobile learning. Clients can create and manage custom training content, leverage a library of out-of-the-box compliance and professional development courses and empower employees to share knowledge and expertise through user-generated training content.

Performance – Our Performance tools support ongoing performance management through employee reviews, goal tracking and career development planning. Clients can facilitate continuous, goals-driven conversations and document employee accomplishments through Journals, while succession planning tools, including 9-box assessments, help clients evaluate performance and visualize workforce talent.

Compensation – Our Compensation tools help clients align between organizational goals, budgets and participant eligibility in an efficient process that reduces manual effort and paper-based budgeting activities. Our customized dashboards provide visibility to individual performance and compensation history at custom permission levels and the full value of an employee's compensation and benefits. Clients can create employee-facing Total Rewards Statements in bulk to demonstrate the full compensation an employee receives, including not just pay, but also benefits, time off, and more.

Market Pay – Market Pay provides real-time insights for HR, leaders and managers making it easy for them to understand their local market, identify trends and make data-driven decisions about employee compensation so they can pay employees fairly, outpace competitors to attract and retain top talent and remain compliant with laws and regulations.

Benefits

Benefit Enrollment & Updates – Our Benefits tools help clients administer benefit plans and provide employees with a streamlined enrollment and management experience across desktop and mobile devices. Clients can manage benefit offerings and enrollment rules, while employees can make and update benefit elections, access account information and receive guidance through AI-powered Benefit Decision Support. Embedded communications and training tools help employees stay informed about important dates and available benefit options.

Third-Party Administrative (TPA) Solutions – Our TPA solutions are designed to modernize the administration of Health Savings Account ("HSA"), Flexible Savings Account ("FSA"), Health Reimbursement Arrangement ("HRA"), Transportation Management Account ("TMA") and Premium Only Plan ("POP") benefits by providing users with a single, unified access point for payroll, HR, and benefits administration. Our TPA solutions include mobile and web access, allowing users to view transaction details and account balances while having the ability to submit claims from our integrated employee portal. These solutions also ease the administration of COBRA coverage and retiree billing.

Retirement - Retirement connects payroll and contribution management in one unified experience, helping clients streamline plan administration and align payroll and retirement processes.

Employee Experiences

Community – Community is an integrated part of our platform that streamlines communication and fosters employee engagement across distributed workforces, including employees who are remote, mobile, or do not have corporate email access. Clients can centralize announcements in a company feed, manage communications through an intuitive dashboard and support employees through Ask an Expert groups that enable questions and responses at scale. Community also offers capabilities such as chat, file sharing, team groups, employee profiles, enhanced directory and search functionality to help employees connect, collaborate, and access information.

Video – Our Video tools enable clients to record, upload and embed videos across our HCM platform to increase collaboration, morale, engagement and productivity. Clients can embed videos seamlessly into tasks that are critical to their business such as leadership announcements, job postings, onboarding, performance journals, surveys and more.

Employee Voice – Employee Voice helps clients automatically and continuously collect feedback that is indicative of employee engagement and retention. AI-generated sentiment summaries synthesize feedback alongside dashboards and heatmaps that make it simple to understand feedback at scale. It also includes the tools to share relevant insights with leadership and managers and create action plans to drive accountability.

Recognition & Rewards – Recognition & Rewards allows clients to drive engagement and retention via a frictionless experience embedded throughout our platform. Managers and peer employees can provide direct recognition and rewards for outstanding performance and impact with monetary awards, digital gift cards or charity donations seamlessly processed through our integrated payroll and tax platform. Administrators retain full control and visibility into how rewards are funded and distributed, ensuring alignment with company culture, objectives, budgets and policies.

Data Insights – With our Data Insights solution, our clients can evaluate their organizations through insights in areas such as headcount, turnover, labor costs and composition of their employee populations that allow them to customize, fund and deploy strategies to support employees.

Reporting – Clients can build and customize reports within our platform. We also offer hundreds of standard reports that clients can use as-is or adjust to suit their needs. New reports are added regularly in response to regulatory changes, compliance updates and client feedback.

Paylocity for Finance

Headcount Planning – Headcount Planning centralizes staffing plans, approvals and forecasts into a streamlined process. Finance, HR, and hiring managers can collaborate in real time using customizable workflows, visibility controls and dynamic organizational charts to track and update headcount plans as business needs evolve. With integrated analytics and automated notifications, clients can monitor budget versus forecast, drill down into specific teams or roles, open approved roles and stay ahead of staffing needs.

Expense Management – Expense Management provides AI-powered expense reports with real-time policy enforcement, categorization and compliance.

Accounts Payable Automation – AI-powered Accounts Payable Automation automates every step of the AP process, from vendor onboarding and invoice processing to bill coding, approvals, payments, syncing to the enterprise resource planning system and reconciliation.

Corporate Cards – Corporate Cards enables clients to issue virtual or physical cards with built-in controls and real-time tracking, while integrating with existing credit card programs to provide centralized visibility and control of all card spend.

Guided Procurement – Guided Procurement centralizes purchase requests with automated workflows to ensure compliance, efficiency and collaboration across finance, procurement, HR and business stakeholders such as IT and Legal.

Paylocity for IT

Access Management & Identity – Access Management & Identity connects employee data with IT systems to automate access throughout the employee lifecycle, from onboarding and role changes to offboarding. With automated account provisioning, single sign-on, multi-factor authentication, directory integrations and access monitoring, clients can help employees get productive faster while strengthening security and compliance.

Asset Management – Asset Management centralizes the tracking and management of employee hardware, including laptops, desktops, key cards, accessories, and specialty tools. Using real-time employee data and automated workflows, clients can streamline device requests during onboarding, manage inventory and refresh cycles, automate repairs and returns and help ensure employees have the equipment they need from day one through offboarding.

Client Support Teams

We supplement our comprehensive software platform with an integrated implementation and client service organization with deep subject matter expertise. Our core operation consists of various specialists, including implementation teams, account managers, payroll processing and tax service teams. Delivering a positive experience and a high level of support is an essential element of our ability to sell our solutions and retain clients.

Implementation and Training Services

Our clients are typically either migrating to our platform from a competitive solution or are adopting their first online HCM, finance or IT solution. These organizations often have limited internal resources and rely on us for the implementation of our solutions. Each client is guided through the implementation process by our knowledgeable consultants for all implementation matters. We believe our ability to rapidly implement our solutions is principally due to the combination of our emphasis on engagement with the client, our standardized methodology, our cloud-based architecture and our highly configurable, easy-to-use products.

We offer clients the opportunity to utilize on-demand or in-class training designed to provide them with general knowledge on our solutions. We also host an annual conference for our clients to allow them to learn about new products and features and to provide feedback and learn best practices.

Client Service

Our client service model is designed to serve and support the needs of our clients and to build loyalty by developing strong relationships with them. We strive to achieve high revenue retention, in part, by delivering high-quality service. Our revenue retention was greater than 92% in each of fiscal 2024, 2025 and 2026. Each client is assigned an account management team that serves as the central point of contact for any questions or support needs. We believe this approach enhances client service by providing clients with access to knowledgeable resources who understand their businesses, respond quickly, and are accountable for the overall client experience. Account managers are supplemented by teams with deep technical and subject matter expertise who help to expediently and effectively address client needs. We also proactively solicit client feedback through ongoing surveys from which we receive actionable feedback that we use to enhance our client service processes. We have also built an online knowledge repository for clients that provides industry content and Paylocity product and service information.

Tax and Regulatory Services

Our software contains a rules engine designed to make accurate federal, state, and local tax calculations that is continually updated to support all pertinent legislative changes across U.S. jurisdictions with the support of our tax compliance professionals. Our tax service teams provide a variety of solutions to clients, including processing payroll tax deposits, preparing and filing quarterly and annual employment tax returns and amendments and resolving client employment tax notices. Our tax filing and compliance departments perform multiple audits to allow clients to remit timely and accurate tax payments. In addition, these teams execute a series of audit routines to ensure that quarterly tax filings are accurate and submitted on a timely basis.

Clients

Excluding clients acquired through acquisitions, as of June 30, 2026, we provided our HCM, finance and IT software solutions to approximately 44,400 clients across the U.S. The rate at which we add clients is variable period-to-period and is also seasonal, as many clients switch solutions during the first calendar quarter of the year. Clients include for-profit and non-profit organizations across industries including business services, financial services, healthcare, manufacturing, restaurants, retail, technology and others. For each of the three years ended June 30, 2024, 2025 and 2026, no client accounted for more than 1% of our revenues.

Sales and Marketing

We market and sell our products and services through our direct sales force. Our direct sales force includes sales representatives who have defined geographic territories throughout the U.S. We seek to hire experienced sales representatives wherever they are located and believe we have room to grow the number of sales representatives in each of our territories.

The sales cycle begins with a sales lead generated by the sales representative, through our third-party referral network, a client referral, our telemarketing team, our external website, marketing lead generation strategies or other territory-based activities. We support our sales force with a marketing program that includes seminars and webinars, email marketing, social media marketing, broker events and web marketing.

Referral Network

We have developed a strong network of referral participants, such as 401(k) advisors, benefits administrators, insurance brokers, third-party administrators, HR consultants and accountants that recommend our solutions and provide referrals. Our referral network has become an increasingly important component of our sales process, and in fiscal 2026, more than 25% of our new client revenue originated through referrals from participants in our referral network.

We believe participants in our referral network refer potential clients to us because of the strength of our products and services, the value we provide our referral partners through our broker portal, the fact that we do not provide services that compete with our referral networks and because we offer third parties the ability to integrate their systems with our platform. Unlike other providers who also provide retirement plans, health insurance and other products and services competitive with the offerings of the participants in our referral network, we focus only on our core business of providing HCM, finance and IT solutions. In some cases, we have formalized relationships in which we are a recommended vendor of these participants. In other cases, the relationships are informal. We typically do not compensate these participants for referrals.

Marketplace

We have developed a partner ecosystem of third-party systems, such as 401(k), benefits and insurance provider systems, with whom we provide automated data integration for their clients. These third-party providers require certain financial, payroll and other employee demographic information from their clients to efficiently provide their respective services. After securing authorization from the client, we exchange data with these providers. In turn, these third-party providers supply data to us, which allows us to deliver comprehensive HR and benefit management services to our clients. We believe our partnerships with these third parties are an important part of their service offerings. We have also developed our solutions to integrate with a variety of other systems used by our clients, such as accounting, point of sale, banking, expense management, recruiting, background screening and skills assessment solutions.

Paylocity's automated data integration reduces the complexity and risk of error of manual data transfers and saves clients and employees time. Direct and automated data transmission improves the accuracy of data and facilitates data collection in partners' systems. Having automated data integration with an HCM, finance and IT provider differentiates partners' product offerings, strengthening their competitive positioning in their own markets.

Technology

Our platform is built on a unified, cloud-based architecture that gives us an advantage over many traditional systems, which are disparate, less flexible and require longer and more costly development and upgrade cycles. Clients do not need to install our software in their data centers and can access our solutions through any mobile device or web browser with Internet access. Our platform helps businesses across HR, finance, and IT streamline operations, manage spend and talent and build culture and connection. AI is embedded directly into everyday workflows to save time, reduce manual effort, and support better decision-making.

We use multiple cloud hosting and third-party data center providers to host our solutions, including data centers in Franklin Park, Illinois and Kenosha, Wisconsin (for backup and disaster recovery). We supply the hardware infrastructure and are responsible for the ongoing maintenance of our equipment at all data center locations.

We maintain comprehensive security programs designed to protect the security and integrity of client and employee data, protect against security threats or data breaches and prevent unauthorized access. Refer to Item 1C. Cybersecurity for more information on our security programs.

Competition

The market for HCM, finance and IT software solutions is both fragmented and highly competitive. Our competitors vary for each of our solutions and primarily include payroll and HR service and software providers, such as Automatic Data Processing, Inc., Dayforce, Inc., Paychex, Inc., Paycom Software, Inc., Ultimate Kronos Group and other local and regional providers.

We believe the principal factors on which we compete in our market include the following:

- Solutions built to connect with today's modern workforce;
- Comprehensive product suite on a single platform;
- Breadth and depth of product functionality;
- Configurability and ease of use of our solutions;
- Modern, mobile, intuitive and consumer-oriented user experience;
- Benefits of a cloud-based technology platform;
- Ability to innovate and respond to client needs rapidly;
- Domain expertise in HCM and payroll;
- Quality of implementation and client service;
- Ease of implementation;
- Real-time web-based payroll processing; and
- Access to a wide variety of complementary third-party service providers.

We believe that we compete favorably on these factors and our ability to remain competitive will largely depend on the success of our continued investment in sales and marketing, research and development and implementation and client services.

Research and Development

We invest heavily in research and development to continuously introduce new modules, technologies, features and functionality. We are organized into small product-centric teams that utilize an agile development methodology. We focus our efforts on developing new modules and core technologies and on further enhancing the usability, functionality, reliability, performance and flexibility of existing modules.

Research and development costs, including research and development costs that were capitalized, were $253.9 million, $281.7 million and $303.2 million for the years ended June 30, 2024, 2025 and 2026, respectively.

Intellectual Property

Our success is dependent, in part, on our ability to protect our proprietary technology and other intellectual property rights. We rely on a combination of trade secrets, copyrights and trademarks, as well as contractual protections to establish and protect our intellectual property rights. We require our employees, consultants and other third parties to enter into confidentiality and proprietary rights agreements and control access to software, documentation and other proprietary information. Although we rely on laws respecting intellectual property rights, including trade secret, copyright and trademark laws, as well as contractual protections to establish and protect our intellectual property rights, we believe that factors such as the technological and creative skills of our personnel, creation of new modules, features and functionality and frequent enhancements to our modules are the most essential means to establishing and maintaining our technology leadership position.

Governmental Regulation

As a leading cloud-based provider of HCM, finance and IT software solutions, our platform contains a significant amount of sensitive data related to clients, employees of our clients, business partners and our employees. Data privacy represents a major risk for organizations globally, including those in the United States. The global regulatory landscape for data privacy is rapidly evolving and is expected to continue doing so for the foreseeable future. Many national, state and local government bodies have adopted or are considering adopting laws and regulations related to the collection, use and disclosure of personal information. In the United States, these include rules and regulations promulgated under the authority of the Federal Trade Commission, the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), state breach notification laws, and state privacy laws, such as the California Consumer Privacy Act of 2018 ("CCPA") and the Illinois Biometric Information Privacy Act ("BIPA"). Because we and some of our clients have international operations and employees, the European Union General Data Protection Regulation ("GDPR") and other international data privacy laws may also impact certain aspects of our processing of client and employee information.

Many of our solutions are designed to help clients in complying with applicable U.S. federal, state and local laws and regulations. Consequently, our products and services may be subject to increasing and evolving regulatory requirements, including those related to tax, benefits and other laws. As these requirements proliferate, we may be required to modify our products and services to maintain compliance. These regulatory changes could reduce or eliminate the need for some of our products and services, hinder our development of new products and services or adversely affect the functionality and acceptance of our solutions. This could, in turn, impose additional costs to comply, modify or further develop our products and services. Additionally, it could also increase the costs or time needed to introduce new products and services or even prevent their introduction altogether. For example, the adoption of new money transmitter or money services business statutes in jurisdictions, or changes in regulators' interpretation of statutes, could require us to register, obtain licenses or limit our business activities until we secure the appropriate licenses.

Our ability to comply with and address these evolving requirements and regulations applicable to our business depends on several factors, including the functionality and design of our solutions and how our clients and their employees use them. We have implemented established frameworks and policies and procedures to protect the accuracy, privacy and security of the information we handle for our employees and on behalf of our clients and their employees. Additionally, we voluntarily undergo periodic audits and examinations and maintain certain certifications to demonstrate our commitment to regulatory compliance.

The foregoing description does not provide an exhaustive list of the laws and regulations governing or impacting our business. See the discussion contained in the "Risk Factors" section in Part I, Item 1A of this Annual Report on Form 10-K for information regarding changes in laws and regulations that could have a materially adverse effect on our business, operating results or financial condition.

Human Capital

As a leading cloud-based provider of HCM, finance and IT software solutions, we are committed to delivering the most modern suite of solutions that drive employee engagement and a more connected culture for both our clients and our employees. Our senior executive team, together with our board of directors, drives our human capital strategy, which includes key initiatives related to our employees and company culture.

As of June 30, 2026, our workforce consisted of approximately 6,900 employees, substantially all of which were located in the United States and employed on a full-time basis.

Culture & Engagement

At Paylocity, we strive to be an organization where every employee feels welcomed and is empowered to do their best work. Our core values drive our culture – we believe in earning it every day, that growth fuels opportunity, thinking next generation, living the reputation, and being unbeatable together. Our core values serve as the foundation from which we create an engaging culture for our employees, how we train and develop our teams and how we identify the right talent for our organization. Our approach to drive a strong culture and employee engagement has been validated externally as Paylocity has been named Newsweek Greatest Workplaces for Parents & Families 2026, Time America's Top WorkTech Companies 2026 and was also Great Place To Work certified for several consecutive years.

We also support a number of employee resource groups ("ERGs"), including PCTY Equality, PCTY OneWorld, PCTY Sheroes, PCTY Sustainability, and PCTY Mental Health. Each of these groups is organized to give employees the chance to build community and connections, voice their ideas and perspectives, personally develop and grow, and shape our culture to make a difference at work and in our local communities.

Learning & Development

We are committed to fostering employee growth and career development through upskilling, development experiences, and networking opportunities. By providing employees with the tools, resources, and support needed to advance their careers, we seek to foster engagement, build skills and expertise, and support the long-term success of our organization. We invest in employee development through a variety of training programs, including role-specific development initiatives for operations team members, sales training programs, and leadership development programs for new and first-time managers. These programs are designed to build technical, professional, and leadership capabilities, with training in areas such as coaching, performance management, employee relations, and compliance-related responsibilities. These development programs, combined with our strong culture, increasingly results in our employees stepping into larger roles within the organization.

Talent Acquisition & Compensation

We focus on attracting, developing and retaining talent that supports our short and long-term goals as an organization. Our "talent anywhere" approach enables us to recruit qualified employees regardless of geographic location. We seek individuals who align with our values, demonstrate a commitment to learning and development, and contribute perspectives that support innovation and business performance.

Our compensation philosophy is designed to attract and retain talent through competitive, equitable, and market-based compensation programs. Total rewards include base compensation, equity-based awards, an employee stock purchase program, retirement benefits, paid time off, and many other employee benefits. We also provide employees with access to earned wages before the end of the payroll cycle through our On Demand Payment product, as well as financial wellness resources. We utilize market data and industry benchmarking to help inform our compensation practices.

We are also committed to supporting the health and well-being of our employees through a broad range of benefit programs and resources. In addition to traditional health and welfare benefits, we also offer employees benefits such as paid parental leave, adoption assistance, health advocacy services, volunteer time off, tuition reimbursement, mental health support, fertility treatment, family planning services and many others.

PCTY Gives

Through our PCTY Gives program, we support charitable organizations and communities through employee volunteerism, charitable contributions, grant programs, and other community-focused initiatives. Our Elevate Your Passions program provides donations to nonprofit organizations nominated by employees. In addition to supporting local charities, we partner with national organizations, including Girls Who Code, the American Red Cross, and the National Alliance on Mental Illness. To support the dependents of Paylocity employees, the Peter J. McGrail Scholarship Program provides higher education tuition assistance for selected recipients.

Available Information

Our Internet address is www.paylocity.com and our investor relations website is located at http://investors.paylocity.com. We make available free of charge on our investor relations website under the heading "Financials" our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports as soon as reasonably practicable after such materials are electronically filed with (or furnished to) the SEC. Information contained on our websites is not incorporated by reference into this Annual Report on Form 10-K. In addition, the SEC maintains an Internet site, www.sec.gov, that includes filings of and information about issuers that file electronically with the SEC.

Item 1A. Risk Factors.

Our business, growth prospects, financial condition or operating results could be materially adversely affected by any of these risks, as well as other risks not currently known to us or that are currently considered immaterial. The trading price of our common stock could decline due to any of the risks and uncertainties described below, and you may lose all or part of your investment. In assessing these risks, you should also refer to the other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and related notes.

Risks Related to our Business and Industry

Our quarterly operating results have fluctuated in the past and may continue to fluctuate due to a variety of factors, many of which are outside of our control.

Our quarterly operating results, including our revenues, operating income, and cash flow, have fluctuated and may continue to fluctuate in the future due to a variety of factors, many of which are outside of our control. Additionally, our number of new clients typically increases more during our third fiscal quarter ending March 31 than during the rest of our fiscal year, primarily because many new clients prefer to start using our human capital management, or HCM, and payroll solutions at the beginning of a calendar year. Client funds and year-end activities are also traditionally higher during our third fiscal quarter. As a result, our total revenue and expenses have historically grown disproportionately during our third fiscal quarter as compared to other quarters. Accordingly, quarter-to-quarter comparisons of our operations are not necessarily meaningful and such comparisons should not be relied upon as indications of future performance.

In addition to other risk factors listed within this "Risk Factors" section of this Annual Report on Form 10-K, some other important factors that may cause fluctuations in our quarterly operating results include the following:

- The number of our clients' employees;
- Client renewal rates;
- The extent to which our products achieve or maintain market acceptance;
- Changes in client budgets and procurement policies;
- The amount and timing of our investment in research and development activities and whether such investments are capitalized or expensed as incurred;
- Business disruptions caused by public health issues, natural disasters or other catastrophic events;

- Macroeconomic factors, including changes in interest rates, inflationary pressures, and uncertainty around tariffs and trade policies; and

- Unforeseen legal expenses, including litigation and settlement costs.

Moreover, a significant portion of our operating expenses are related to compensation and other items which are relatively fixed in the short term, and we plan expenditures based in part on our expectations regarding future needs and opportunities. Changes in our business or revenue shortfalls could decrease our gross and operating margins and could negatively impact our operating results from period to period.

If we do not continue to innovate and deliver high-quality, technologically advanced products and services, we will not remain competitive, and our revenue and operating results could suffer.

The market for our solutions is characterized by rapid technological advancements, including but not limited to artificial intelligence ("AI") and machine learning, changes in client requirements, frequent new product introductions and enhancements and changing industry standards. The life cycles of our products are difficult to estimate. Rapid technological changes and the introduction of new products and enhancements by new or existing competitors, or development of entirely new technologies to replace existing offerings could limit the demand for our existing or future solutions and undermine our current market position. New technologies that involve AI or machine learning or that are created using AI or machine learning may emerge that are able to deliver solutions at lower prices, more efficiently or more conveniently than our solutions, which could adversely impact our ability to compete. Additionally, if new technologies used in our products fail to operate as expected, or if products utilizing generative AI are trained on inaccurate, biased or misleading data or generate unreliable outputs, the reliability, transparency, or accuracy of our products could be impacted, which may result in customer dissatisfaction, reputational harm or litigation.

Our success depends in substantial part on our continuing ability to provide products and services that organizations will find superior to our competitors' offerings and will continue to use. We intend to continue to invest significant resources in research and development to enhance our existing products and services and introduce new high-quality products that clients will want. If we are unable to predict user preferences or industry changes, or if we are unable to modify our products and services on a timely basis or to effectively bring new products to market, our revenue and operating results may suffer.

Failure to manage our growth effectively could increase our expenses, decrease our revenue, and prevent us from implementing our business strategy and sustaining our revenue growth rates.

We have experienced revenue and client base growth and intend to pursue continued growth as part of our business strategy. However, the growth in our number of clients puts significant demands on our business, requires increased capital expenditures and increases our operating expenses. To manage this growth effectively, we must attract, train, and retain a significant number of qualified sales, implementation, client service, software development, information technology and management personnel. We also must maintain and enhance our technology infrastructure and our financial and accounting systems and controls. We must also expand and develop our network of third-party service providers, including 401(k) advisors, benefits administrators, insurance brokers, third-party administrators, HR consultants and accountants, which represent a significant source of referrals of potential clients for our products and implementation services. Failure to effectively manage our growth could adversely impact our business and results of operations. We could also suffer operational mistakes, a loss of business opportunities and employee losses. If our management is unable to effectively manage our growth, our expenses might increase more than expected, our revenue could decline or might grow more slowly than expected, and we might be unable to implement our business strategy.

The markets in which we participate are highly competitive, and if we do not compete effectively, our operating results could be adversely affected.

The market for HCM and payroll solutions is fragmented, highly competitive and rapidly changing. Our competitors vary for each of our solutions and primarily include payroll and HR service and software providers, such as Automatic Data Processing, Inc., Dayforce, Inc., Paychex, Inc., Paycom Software, Inc., Ultimate Kronos Group and other local and regional providers.

Several of our competitors are larger and have greater name recognition, longer operating histories and significantly greater resources than we do. Many of these competitors are able to devote greater resources to the

development, promotion and sale of their products and services. Furthermore, our current or potential competitors may be acquired by third parties with greater available resources and the ability to initiate or withstand substantial price competition, which may include price concessions, delayed payment terms, or other terms and conditions that are more enticing to potential clients. As a result, our competitors may be able to develop products and services better received by our markets or may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies such as AI or machine learning, regulations or client requirements.

In addition, current and potential competitors have established, and might in the future establish, partner or form other cooperative relationships with vendors of complementary products, technologies or services to enable them to offer new products and services, to compete more effectively or to increase the availability of their products in the marketplace. New competitors or relationships might emerge that have greater market share, a larger client base, more widely adopted proprietary technologies, greater marketing expertise, greater financial resources, and larger sales forces than we have, which could put us at a competitive disadvantage. In light of these factors, current or potential clients might accept competitive offerings in lieu of purchasing our offerings. We expect competition to continue for these reasons, and such competition could negatively impact our sales, profitability or market share.

If we fail to manage our technical operations infrastructure, including operation of our data centers, our existing clients may experience service outages and our new clients may experience delays in the deployment of our modules.

We have experienced significant growth in the number of users, transactions and data that our operations infrastructure supports. We seek to maintain sufficient excess capacity in our data centers and other operations infrastructure to meet the needs of our clients. We also seek to maintain excess capacity to support new client deployments and the expansion of existing client deployments. In addition, we need to properly manage our technological operations infrastructure in order to support version control, changes in hardware and software parameters and the evolution of our modules. We have in the past and may in the future experience website disruptions, outages and other performance problems. These problems may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, security attacks, fraud, spikes in client usage and denial of service issues. In some instances, we may not be able to quickly identify the cause or causes of these performance problems. If we do not accurately predict our infrastructure requirements, our existing clients may experience service outages that may subject us to financial penalties, financial liabilities and client losses and adversely affect our reputation.

In addition, our ability to deliver our cloud-based modules depends on the development and maintenance of Internet infrastructure by third parties. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, bandwidth capacity, and security. We may experience future interruptions and delays in services and availability from time to time. Any interruption may affect the availability, accuracy, or timeliness in our services and could damage our reputation, cause our clients to terminate their use of our software, require us to indemnify our clients against certain losses due to our own errors and prevent us from gaining additional business from current or future clients. In the event of a catastrophic event with respect to one or more of our systems, we may experience an extended period of system unavailability, which could negatively impact our relationship with clients.

To operate without interruption, both we and our clients must guard against:

- Damage from fire, power loss, natural disasters, pandemics and other force majeure events outside our control;
- Communications failures;
- Software and hardware errors, failures and crashes;
- Security breaches, computer viruses, hacking, worms, malware, ransomware, denial-of-service attacks and similar disruptive problems; and
- Other potential interruptions.

We use multiple cloud hosting and third-party data center providers to host our solutions, including data centers in Franklin Park, Illinois and Kenosha, Wisconsin (for backup and disaster recovery). We also may decide to employ additional offsite data centers in the future to accommodate growth. Problems faced by our data center locations (such as a hardware or other supply chain disruption), with the telecommunications network providers with whom we or they

contract, or with the systems by which our telecommunications providers allocate capacity among their clients, including us, could adversely affect the availability and processing of our solutions and related services and the experience of our clients. In addition, our data center providers may be unable to keep up with our growing needs for capacity, may implement changes in service levels, may not renew these agreements on commercially reasonable terms, or may be acquired. We may be required to transfer our servers and other infrastructure to new data center facilities, and we may incur costs and experience service interruption in doing so. Interruptions in our services might reduce our revenues, subject us to potential liability or other expenses and adversely affect our reputation.

We typically pay client employees, taxing authorities and vendors before a client's electronic funds transfers are finally settled to our account. If client payments are rejected by banking institutions or otherwise fail to clear into our accounts, we may require additional sources of short-term liquidity and our operating results could be adversely affected.

Our payroll processing and spend management businesses involve the movement of significant funds from client accounts to its employees, relevant taxing authorities and vendors. Although we debit a client's account prior to any disbursement on its behalf, due to Automated Clearing House, or ACH, banking regulations, funds previously credited could be reversed under certain circumstances and timeframes after our payment of amounts are due. There is therefore a risk that the client's funds will be insufficient to cover the amounts we have already paid on its behalf. While such shortage and accompanying financial exposure has only occurred in very limited instances in the past, should clients default on their payment obligations in the future, we might be required to advance funds to cover such obligations. Depending on the magnitude of such an event, we may be required to seek additional sources of short-term liquidity, which may not be available on reasonable terms, if at all, and our operating results and our liquidity could be adversely affected and our banking relationships could be harmed.

Our business could be negatively impacted by disruptions in the operations of third-party service providers.

We depend on relationships with certain third-party service providers to operate our business. We rely on third-party couriers such as the United Parcel Service, or UPS, to ship printed checks to our clients, and any disruptions in their operations that impact their ability to successfully perform their tasks may negatively impact our business. We also engage international business partners to perform certain services in countries in which we currently do not have operations and as a result may subject us to regulatory, economic and political risks that are different from those in the United States.

We currently have agreements with various major U.S. banks to execute ACH and wire transfers to support our client payroll, benefit, payroll tax and spend management services. If one or more of the banks fails to process ACH transfers on a timely basis, or at all, then our relationship with our clients could be harmed and we could be subject to claims by a client with respect to the failed transfers. In addition, these banks have no obligation to renew their agreements with us on commercially reasonable terms, if at all. If a material number of these banks terminate their relationships with us or restrict the dollar amounts of funds that they will process on behalf of our clients, their doing so may impede our ability to process funds and could have an adverse impact on our business. We have contingency plans in place in case of any failures of banks to process transfers that may impact our operations. However, a failure of one of our banking partners or a systemic shutdown of the banking industry could result in the loss of client funds or prevent us from accessing and processing funds on our clients' behalf, which could have an adverse impact on our business and liquidity.

In addition, we utilize certain third-party software in some of our products. Although we believe there are alternatives for the functionality provided by such software, any significant interruption in its availability, defects or errors in the software, or risks arising from the third party's use of AI technologies, including but not limited to inaccurate, biased, misleading, or unreliable outputs, could adversely affect our products and business unless and until we can replace the functionality provided by such software at a similar cost.

We depend on our senior management team and other key employees, and the loss of these persons or an inability to attract and retain highly skilled employees, including product development, sales, implementation, client service and other technical persons, could adversely affect our business.

Our success depends largely upon the continued services of our key executive officers. We also rely on our leadership team in the areas of product development, sales, implementation, client service, and general and administrative functions. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. While we have employment agreements with our executive officers, these employment agreements do not require them to continue to work for us for any specified period and,

therefore, they could terminate their employment with us at any time. The loss of one or more of our executive officers or key employees could have an adverse effect on our business.

We believe that to grow our business and be successful, we must continue to develop products that are technologically advanced, are highly integrable with third-party services, provide significant mobility capabilities and have pleasing and intuitive user experiences. To do so, we must attract and retain highly qualified personnel, particularly employees with high levels of experience in designing and developing software. We must also identify, recruit and train qualified sales, client service and implementation personnel in the use of our software. The amount of time it takes for our sales representatives, client service and implementation personnel to be fully trained and to become productive varies widely. Hiring for skilled employees across the United States and globally is highly competitive. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed. We follow a practice of hiring the best available candidates wherever located, but as we grow our business, the productivity of our product development and direct sales force may be adversely affected. In addition, if we hire employees from competitors or other companies, their former employers may attempt to assert that these employees have breached their legal obligations, resulting in a diversion of our time and resources.

Our software might not operate properly, which could damage our reputation, give rise to claims against us, or divert application of our resources from other purposes, any of which could harm our business and operating results.

Our software is complex and may contain or develop undetected defects or errors, particularly when first introduced or as new versions are released. Despite extensive testing, from time to time, we have discovered defects or errors in our products. In addition, because changes in employer and legal requirements and practices relating to benefits, filing of tax returns and other regulatory reports are frequent, we may discover defects and errors in our software and service processes in the normal course of business compared against these requirements and practices. Defects and errors could also cause the information that we collect to be incomplete or contain inaccuracies that our clients, their employees and taxing and other regulatory authorities regard as significant.

Defects and errors and any failure by us to identify and address them could result in delays in product introductions and updates, loss of revenue or market share, liability to clients or others, failure to achieve market acceptance or expansion, diversion of development and other resources, injury to our reputation, and increased service and maintenance costs. The costs incurred in correcting any defects or errors or in responding to resulting claims or liability might be substantial and could adversely affect our operating results. Our clients might assert claims against us in the future alleging that they suffered damages due to a defect, error, or other failure of our product or service processes. Any product liability claim or errors or omissions claim could subject us to significant legal defense costs and adverse publicity regardless of the merits or eventual outcome of such a claim.

Our agreements with our clients typically contain provisions intended to limit our exposure to such claims, but such provisions may not be effective in limiting our exposure. Contractual limitations we use may not be enforceable and may not provide us with adequate protection against product liability claims in certain jurisdictions. A successful claim for product or service liability brought against us could result in substantial cost to us and divert management's attention from our operations. We also maintain insurance, but our insurance may be inadequate or may not be available in the future on acceptable terms, or at all. In addition, our policy may not cover all claims made against us and defending a suit, regardless of its merit, could be costly and divert management's attention.

We may acquire other companies or technologies, which could divert our management's attention, result in dilution to our stockholders, disrupt our operations and adversely affect our operating results.

We have acquired and may in the future seek to acquire or invest in other businesses or technologies. The pursuit of potential acquisitions or investments may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated.

We may not be able to integrate the acquired personnel, operations and technologies successfully, or effectively manage the combined business following the acquisition, in which case we may not realize the expected benefits of such acquisitions. Factors that may negatively impact our operating results, business and financial position, without limitation, include the following:

- Inability to integrate or benefit from acquired technologies, operations, or services in a profitable manner;

- Unanticipated costs or liabilities associated with the acquisition;
- Difficulty converting the clients of the acquired business onto our modules and contract terms, including disparities in the revenues, licensing, support or professional services model of the acquired company;
- Diversion of management's attention from other business concerns;
- Adverse effects to our existing business relationships with business partners and clients as a result of the acquisition;
- The potential loss of key employees;
- Use of resources that are needed in other parts of our business;
- Use of substantial portions of our available cash to consummate the acquisition; and
- Dilutive issuances of equity securities or the incurrence of debt.

In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which must be assessed for impairment at least annually. In the future, if our acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our results of operations.

Risks Related to Cybersecurity and Intellectual Property Rights

If our security measures are unable to prevent a breach or unauthorized access to our information systems, our proprietary and other information, our client data or funds, we may be subject to numerous adverse financial and other consequences, including that our solutions may be perceived as not being secure, clients may reduce the use of or stop using our solutions, and that we may incur significant liabilities to our clients and others.

The solutions that we provide to clients involve the processing, storage and transmission of our clients' proprietary and confidential information regarding their employees, consultants, independent contractors, other service providers and other groups or individuals. This information includes, among other things, bank account numbers, tax return information, social security numbers, benefit information, retirement account information, payroll information, system passwords, and in the case of our benefit administration solution, BeneFLEX, health information protected by the Health Insurance Portability and Accountability Act of 1996, as amended, or the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). In addition, we collect and maintain similar information regarding our own employees, consultants, independent contractors, other service providers and other groups or individuals. Our business also involves the storage and transmission of funds from the accounts of our clients to other persons, including taxing and regulatory authorities and others.

We also rely on the security and availability of our information systems and solutions and those of third parties in the operation of our business. This includes, among other things, human capital solutions, financial solutions, customer relationship management solutions, software development solutions and tools, cybersecurity solutions and tools, and data center processing.

We have experienced cybersecurity attacks and incidents in the past, though we do not believe that any of them have been material to our business. Although we maintain security measures and controls that we continually monitor and invest in, there can be no assurance that our measures or controls will be effective in all instances or that we will not experience cybersecurity attacks or incidents in the future. Our systems and solutions and the third-party systems on which we rely are susceptible to such attacks and incidents as unauthorized access, supply-chain attacks, exfiltration or destruction of data, disruptions of service, phishing attempts and other forms of social engineering, malware, ransomware and other forms of cyber extortion, computer viruses or other malicious code and similar events. These threats may come from cybercriminals, cyberterrorists and hacktivists, nation-state and nation-state-supported actors (including advanced persistent threat intrusions) and computer hackers. They also may result from the malicious or accidental acts of insiders. Any unauthorized access to, or security breaches of, our systems or solutions or those of our clients or third-party partners and suppliers could result in numerous adverse consequences, including the unauthorized disclosure of proprietary and confidential information we or they obtain in the ordinary course of business, identity theft and financial theft. We also

could be subjected to periods in which our systems and solutions or the third-party systems on which we rely are negatively impacted, degraded or unavailable, potentially for extended periods of time. If any of these events were to occur, we could be subject to client loss, reputational harm, litigation, government enforcement actions, indemnity obligations and other liabilities, and our business, revenues, profitability and financial condition could be negatively impacted.

Because the tactics and techniques used by threat actors to obtain unauthorized access or sabotage systems change frequently and, in some cases, are not recognized until they are launched or even later, we may be unable to anticipate these techniques or to implement adequate preventative measures in advance, and security breaches may remain undetected for an extended period of time. We also have incorporated and will continue to incorporate AI and machine learning features into our solutions and various processes across our business, which may increase vulnerability to cybersecurity risks. Additionally, AI and machine learning may be used for certain cybersecurity attacks, improving or expanding the existing capabilities of threat actors in manners we cannot predict at this time, resulting in greater risks of security incidents and breaches. Cybersecurity attacks and incidents could have a material adverse effect on our business, operations or financial condition, so as cyber threats continue to evolve, we are focused on ensuring that our operating environments safeguard and protect personal and business information, which requires us to devote significant resources to prevent and mitigate cybersecurity incidents and protect our systems, solutions and data.

Additionally, while we monitor and reassess our third-party relationships over time, we have no control over those third parties' cybersecurity programs and controls, infrastructure, physical facilities or personnel. If our security measures, or the security measures of our third-party partners and suppliers, are breached, or if our third-party partners and suppliers experience supply-chain attacks, system errors or outages, our business could be substantially harmed, and we could incur significant liabilities. The costs of investigating, mitigating, and reporting such an incident to affected individuals (if required) can be substantial. In addition, if a security breach occurs with respect to an industry peer, our clients and potential clients may lose trust in the security of our platform. Any breach or unauthorized access could negatively affect our ability to attract new clients, cause existing clients to terminate their agreements with us, result in reputational damage and subject us to lawsuits, regulatory fines or other actions or liabilities which could materially and adversely affect our business and operating results. Furthermore, the continuing and evolving threat of cyberattacks has resulted in increased regulatory focus and we may be required to invest significant additional resources to comply with evolving cybersecurity regulations.

There can be no assurance that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from liabilities or damages with respect to any particular claim related to a breach or unauthorized access. We also cannot be sure that our existing general liability insurance coverage and coverage for errors or omissions will continue to be available on acceptable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, financial condition and results of operations.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

Our success is dependent, in part, upon protecting our proprietary technology. Our proprietary technologies are not covered by any patent or patent application. Instead, we rely on a combination of copyrights, trademarks, service marks, trade secret laws, and contractual restrictions to establish and protect our proprietary rights in our products and services. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we fail to detect unauthorized use or disclosure of our intellectual property or confidential proprietary information, including through the use of AI tools. Despite our precautions, it may be possible for unauthorized third parties to copy our products and use information that we regard as proprietary to create products and services that compete with ours. Some license provisions protecting against unauthorized use, copying, transfer and disclosure of our products may be unenforceable under the laws of certain jurisdictions and foreign countries.

We enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances. No assurance can be given that these agreements will be effective in controlling access to and distribution of our products and proprietary information. The confidentiality agreements on which we rely to protect certain technologies may be breached and may not be adequate to protect our proprietary technologies. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our solutions.

Our intellectual property could be wrongfully acquired as a result of a cyberattack, other wrongful conduct by employees or third parties or as a result of increased use of AI tools by us or our vendors. In order to protect our intellectual property rights, we may be required to spend significant resources, including cybersecurity resources, to monitor and protect these rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could delay further sales or the implementation of our solutions, impair the functionality of our solutions, delay introductions of new solutions, result in our substituting inferior or more costly technologies into our solutions, or damage our reputation. In addition, we may be required to license additional technology from third parties to develop and market new solutions, and we cannot assure you that we could license that technology on commercially reasonable terms, or at all. Although we do not expect that our inability to license this technology in the future would have a material adverse effect on our business or operating results, our inability to license this technology could adversely affect our ability to compete.

We may be sued by third parties for alleged infringement of their proprietary rights.

There is considerable patent and other intellectual property development activity in our industry. Our success depends, in part, upon our not infringing upon the intellectual property rights of others. Our competitors, as well as a number of other entities and individuals, may own or claim to own intellectual property relating to our industry. From time to time, third parties may claim that we are infringing upon their intellectual property rights, and we may be found to be infringing upon such rights. However, we may be unaware of the intellectual property rights that others may claim cover some or all of our technology or services, particularly as we expand our use of AI which is subject to uncertainty regarding intellectual property ownership and license rights of AI algorithms and content generated by AI. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our services, or require that we comply with other unfavorable terms. In connection with any such claim or litigation, we may also be obligated to indemnify our clients or business partners or pay substantial settlement costs, including royalty payments, and to obtain licenses, modify applications, or refund fees, which could be costly. Even if we were to prevail in such a dispute, any litigation regarding our intellectual property could be costly and time-consuming and divert the attention of our management and key personnel from our business operations.

The use of open source software in our products and solutions may expose us to additional risks and harm our intellectual property rights.

Some of our products and solutions use or incorporate software that is subject to one or more open source licenses. Open source software is typically freely accessible, usable and modifiable. Certain open source software licenses require a user who intends to distribute the open source software as a component of the user's software to disclose publicly part or all of the source code to the user's software. In addition, certain open source software licenses require the user of such software to make any derivative works of the open source code available to others on potentially unfavorable terms or at no cost.

The terms of many open source licenses to which we are subject have not been interpreted by U.S. or foreign courts. Accordingly, there is a risk that those licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to commercialize our solutions. In that event, we could be required to re-develop our products or solutions, to discontinue sales of our products or solutions, or to release our proprietary software code under the terms of an open source license, any of which could harm our business. Similarly, open source AI models may be trained on data of unknown or uncertain sources, which could include copyrighted or otherwise proprietary, confidential or private information. Further, given the nature of open source software, it may be more likely that third parties might assert copyright and other intellectual property infringement claims against us based on our use of these open source software programs.

While we monitor the use of open source software in our solutions and try to ensure that no open source software is used in such a way as to require us to disclose the source code to the related product or solution when we do not wish to do so, it is possible that such use may have inadvertently occurred in deploying our proprietary solutions. In addition, if a third-party software provider has incorporated certain types of open source software into software we license from such third party for our products and solutions without our knowledge, we could, under certain circumstances, be required to

disclose the source code to our products and solutions. This could harm our intellectual property position and our business, results of operations and financial condition.

Risks Related to Legal and Regulatory Matters

Changes in regulatory laws or requirements applicable to our software and services could impose increased costs on us, delay or prevent our introduction of new products and services and impair the function or value of our existing products and services.

Our products and services may become subject to increasing and evolving regulatory requirements, including changes in tax, benefits, wage and hour, employment, intellectual property, artificial intelligence, data privacy and other domestic and international laws and regulations, and, as these requirements proliferate, we may be required to modify or adapt our products and services to comply. Changing regulatory requirements could reduce or eliminate the need for some of our products and services, delay or prevent the development or introduction of new products and services or adversely affect the functionality, marketability or acceptance of our solution. This might in turn impose additional costs upon us to comply, modify or further develop our products and services. It might also make introduction of new products and services more costly or more time-consuming than we currently anticipate or prevent introduction of such new products and services. For example, the adoption of new money transmitter or money services business statutes in jurisdictions or changes in regulators' interpretation of existing state and federal money transmitter or money services business statutes or regulations, could subject us to registration or licensing or limit business activities until we are appropriately licensed. These occurrences could also impact how we conduct some aspects of our business or invest client funds, which could adversely impact interest income from investing client funds. Should any state or federal regulators determine that we have operated as an unlicensed money services business or money transmitter, we could be subject to civil and criminal fines, penalties, costs, legal fees, reputational damage or other negative consequences. Any of these regulatory implementations or changes could have an adverse effect on our business, operating results or financial condition.

Some of our products incorporate new technologies such as AI and machine learning. The development, deployment, and use of these technologies are subject to evolving legal, regulatory, and industry standards, including requirements and expectations relating to privacy, intellectual property, employment, civil rights, transparency, explainability, and the prevention of bias or discriminatory outcomes. Additionally, failures or misuse of these technologies by others in our industry, or by our clients, employees, vendors or other end users could negatively affect market acceptance of our solutions, increase regulatory scrutiny and restrict our ability to develop or deploy these technologies and subject us to reputational harm, regulatory action, or legal liability, which could harm our business, financial condition and operating results.

As we continue to pursue such new technologies, our failure to adequately address legal risks relating to the use of AI and machine learning in our applications could result in litigation regarding, among other things, intellectual property, privacy, employment, civil rights and other claims that could result in liability. The use of AI and machine learning may also result in new or increased governmental or regulatory scrutiny as regulatory and legislative authorities in the United States, the European Union and other jurisdictions have enacted or proposed legislation that imposes or would impose restrictions on the development of generative AI and machine learning. Any actual or alleged noncompliance with applicable laws and regulations, or failure to meet client expectations with respect to the use of AI and machine learning, could result in negative publicity or harm to our reputation and subject us to investigations, claims or other remedies, and expose us to significant fines, penalties and other damages.

Failure to comply with data privacy laws and regulations may have a material adverse effect on reputation, financial condition, and/or operations.

Our processing of personal information for our employees and on behalf of our clients is subject to federal, state and international data privacy laws. These laws, which vary across jurisdictions, generally govern the collection, storage, transfer, and other processing of personal information. They require that individuals be provided notice of privacy practices before or at the point of collection, and grant them certain rights over their personal information, including access, deletion and correction. Additionally, they regulate how personal information may be used or disclosed for secondary purposes such as marketing, and in some cases, require notification to affected individuals, clients, and/or regulators in the event of a data breach.

Among the most comprehensive data privacy laws that apply to various aspects of our business are HIPAA (which applies to our benefit administration solution, BeneFLEX, and our self-insured group health plan), the European Union's

General Data Protection Regulation ("GDPR"), and an expanding network of U.S. state privacy laws, including the California Consumer Privacy Act (“CCPA”), as amended. Other countries and U.S. states have adopted, and continue to adopt, similarly comprehensive laws that impose new, and in some cases, overlapping or inconsistent data privacy and protection requirements and restrictions on covered organizations. Importantly, these laws can impose significant penalties and fines for non-compliance, such as a fine of up to 4% of an organization’s worldwide revenue for the preceding year under the GDPR.

The worldwide regulatory focus on data privacy has intensified in recent years, in part triggered by the GDPR. This shift has driven rapid changes around the processing of personal information, necessitating that we continually adapt our solutions and business practices to support our clients’ compliance efforts. As this focus on data privacy continues, so too do the potential risks associated with how our business processes personal information. Compounding this complexity, many areas of existing data privacy laws remain subject to interpretation, which creates an added risk that advocacy groups and governments in countries where we or our clients operate may adopt adverse interpretations. Such interpretations could impose significant obligations on our business or restrict our ability to offer certain products and services in jurisdictions where we currently operate.

Enforcement actions and investigations by regulatory authorities related to security incidents and data privacy violations continue to increase. A finding of noncompliance from any such investigation or enforcement action could lead to increased costs, significant regulatory penalties, legal liability and burdensome governmental oversight, including restrictions on our operations. Furthermore, heightened consumer and market concerns about data privacy abuses by other companies are changing expectations for enhanced data privacy and security. As a result, a perception of noncompliance could damage our reputation with our current and potential clients, employees and stockholders.

Adverse tax laws or regulations could be enacted, or existing laws could be applied to us or our clients, which could increase the costs of our services and adversely impact our business.

The application of federal, state, and local tax laws to services provided electronically often involve complex issues and significant judgment. New or changes to existing income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, possibly with retroactive effect, and could be applied solely or disproportionately to services provided over the Internet. These enactments could adversely affect our business, results of operations and financial condition due to the inherent cost increase.

Moreover, each state has different rules and regulations governing sales and use taxes, and these rules and regulations are subject to varying interpretations that change over time. We review these rules and regulations periodically and, when we believe we are subject to sales and use taxes in a particular state, we may voluntarily engage state tax authorities to determine how to comply with that state’s rules and regulations. We cannot, however, assure you that we will not be subject to sales and use taxes or related penalties for past sales in states where we currently believe no such taxes are required. If one or more taxing authorities determines that taxes should have, but have not, been paid with respect to our services, we might be liable for past taxes and the associated interest and penalty charges, in addition to taxes going forward, which will adversely affect our business, sales activity, results of operations and financial condition.

Any future litigation against us could be costly and time-consuming to defend.

We have in the past, and may in the future, become subject to legal proceedings and claims that arise in the ordinary course of business. Such claims may be brought by our clients in connection with commercial disputes, employment claims made by our current or former employees, or lawsuits related to breaches of personal information. Litigation might result in substantial costs and may divert management’s attention and resources, which could seriously harm our business, overall financial condition, and operating results. Insurance might not cover such claims, might not provide sufficient payments to cover all the costs to resolve one or more such claims and might not continue to be available on terms acceptable to us. A claim brought against us that is uninsured or underinsured could result in unanticipated costs, thereby harming our operating results and leading analysts or potential investors to lower their expectations of our performance, which could reduce the trading price of our stock.

Risks Related to Financial Matters

Our revolving credit agreement contains covenants that may constrain the operation of our business, and our failure to comply with these covenants could have a material adverse effect on our financial condition.

Our revolving credit agreement contains restrictive covenants including restrictions regarding the incurrence of liens and indebtedness, substantial changes in the general nature of our business and our subsidiaries (taken as a whole), certain merger transactions, certain sales of assets and other matters, all subject to certain exceptions. Failure to comply with these covenants would limit our ability to borrow under the revolving credit agreement, and amounts outstanding, if any, could become immediately due and payable. Any such failure could have a negative impact on our business and financial condition.

Corporate investments and client funds that we hold are subject to market, interest rate, credit and liquidity risks. The loss of these funds could have an adverse impact on our business.

We invest portions of excess cash and cash equivalents and funds held for our clients in liquid, investment-grade marketable securities such as corporate bonds, commercial paper, asset-backed securities, U.S. treasury securities, money market securities, and other cash equivalents. We follow an established investment policy and set of guidelines to monitor and help mitigate our exposure to liquidity and credit risks. Nevertheless, our corporate investments and client fund assets are subject to general market, interest rate, credit, and liquidity risks. These risks may be exacerbated, individually or in unison, during periods of unusual financial market volatility. Any loss of or inability to access our corporate investments or client funds could have adverse impacts on our business, results of operations, financial condition and liquidity.

In addition, funds held for clients are deposited in consolidated accounts on behalf of our clients, and as a result, the aggregate amounts in the accounts exceed the applicable federal deposit insurance limits. We believe that since such funds are deposited in trust on behalf of our clients, the Federal Deposit Insurance Corporation, or the FDIC, would treat those funds as if they had been deposited by each of the clients themselves and insure each client's funds up to the applicable deposit insurance limits. If the FDIC were to take the position that it is not obligated to provide deposit insurance for our clients' funds or if the reimbursement of these funds were delayed, our business and our clients could be materially harmed.

Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board, or FASB, the Securities and Exchange Commission, or SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, including increased volatility, and could affect the reporting of transactions completed before the announcement of a change.

Risks Related to Ownership of Our Common Stock

Our stock price may be subject to wide fluctuations.

The market price of our common stock has experienced, and may continue to experience, wide fluctuations and increased volatility. Factors that may impact our performance and market price include those discussed elsewhere in this "Risk Factors" section of this Annual Report on Form 10-K and others such as:

- Our operating performance and the operating performance of similar companies;
- Announcements by us or our competitors of acquisitions, business plans or commercial relationships;
- Any major change in our board of directors or senior management;
- Publication of research reports or news stories about us, our competitors, or our industry, or positive or negative recommendations or withdrawal of research coverage by securities analysts;
- The public's reaction to our press releases, our other public announcements and our filings with the SEC;

- Repurchases of our common stock under our share repurchase program or the decision to terminate or suspend any repurchases;
- Sales of our common stock by our directors, executive officers and affiliates;
- Adverse market reaction to any indebtedness we may incur or securities we may issue in the future;
- Short sales, hedging and other derivative transactions in our common stock;
- Threatened or actual litigation;
- Public health issues; and
- Other events or factors, including changes in general conditions in the United States and global economies or financial markets (including acts of God, war, incidents of terrorism, inflationary pressures, impact of tariffs and changes in trade policies or other destabilizing events and the resulting responses to them).

In addition, the stock market in general and the market for software or technology-related companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company's securities. This litigation, if instituted against us, could result in substantial costs, divert our management's attention and resources, and harm our business, operating results, and financial condition.

Our share repurchase program may increase the volatility of the market price of our stock and adversely affect our liquidity. Further, we may not realize the anticipated long-term stockholder value of our share repurchase program.

In May 2024, we announced that our board of directors approved a share repurchase program, authorizing the purchase of up to $500 million of our issued and outstanding common stock. In July 2025 and April 2026, our board of directors approved $500 million and $1 billion increases, respectively, to the share repurchase program. The authorization does not obligate us to repurchase any specific dollar amount or number of shares, there is no expiration date for the authorization, and the repurchase program may be modified, suspended or terminated at any time and for any reason. Any future announcement of a termination or suspension of the program, or our decision not to utilize the full authorized repurchase amount under the program, may reduce investor confidence and/or result in a decrease in the market price of our shares.

The existence of the repurchase program could cause our stock price to trade higher than it otherwise would and could potentially reduce the market liquidity for our stock. The repurchase program may not enhance long-term stockholder value because the market price of our common stock may decline below the levels at which we repurchased shares. Additionally, short-term stock price fluctuations could reduce the number or amount of shares we may ultimately repurchase pursuant to the program.

Repurchasing our common stock will reduce the amount of cash we have available to fund working capital, repayment of debt, capital expenditures, strategic acquisitions or business opportunities, and other general corporate purposes. The actual timing, number and value of shares repurchased will depend on various factors, including the market price of our common stock, trading volume, general market conditions and other corporate and economic considerations.

We do not currently intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We have not declared or paid dividends on our common stock in the past three fiscal years and do not currently intend to do so for the foreseeable future. We currently intend to invest our future earnings to fund our growth and other corporate initiatives. Therefore, you are not likely to receive any dividends on your common stock for the foreseeable future, and the success of an investment in shares of our common stock will depend upon future appreciation in its value, if any. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders purchased their shares.

Future issuances of shares of our common stock would dilute the ownership of our existing stockholders and could depress the market price of our common stock.

Our third amended and restated certificate of incorporation authorizes the issuance of up to 155,000,000 shares of common stock and 5,000,000 shares of preferred stock with such rights, preferences, privileges and restrictions as determined by the board of directors. We may issue all or any portion of the capital stock which has been authorized but not issued subject to applicable rules and regulations, which may not require any action or approval by our stockholders. Also, in the future, we may issue additional securities in connection with investments and acquisitions. The amount of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then outstanding stock. Due to these factors, issuances of a substantial number of shares of our common stock into the public market could occur at any time, which would dilute the ownership proportion of current stockholders and could cause the price of our common stock to decline.

Anti-takeover provisions in our charter documents and Delaware law could discourage, delay, or prevent a change in control of our company and may affect the trading price of our common stock.

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law, which apply to us, may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the stockholder becomes an interested stockholder, even if a change in control would be beneficial to our existing stockholders. In addition, our third amended and restated certificate of incorporation and third amended and restated bylaws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. Our third amended and restated certificate of incorporation and bylaws:

- Authorize the issuance of "blank check" convertible preferred stock that could be issued by our board of directors to thwart a takeover attempt;
- Provide that vacancies on the board of directors, including newly created directorships, may be filled only by a majority vote of directors then in office rather than by stockholders;
- Prevent stockholders from calling special meetings; and
- Prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders.

Our bylaws provide that the state and federal courts located within the state of Delaware are the sole and exclusive forums for certain legal actions involving the company or our directors, officers and employees.

Our third amended and restated bylaws designate the state and federal courts located within the state of Delaware as the sole and exclusive forums for claims arising derivatively, pursuant to the Delaware General Corporation Law or governed by the internal affairs doctrine. The choice of forum provision is expressly authorized by the Delaware General Corporation Law, which was amended so that companies would not have to litigate internal claims in more than one jurisdiction. If a court were to find the exclusive forum provision contained in our bylaws to be inapplicable or unenforceable, we may incur additional costs associated with resolving such extra-forum claims, which could adversely affect our business and financial condition. This bylaws provision, therefore, may dissuade or discourage claimants from initiating lawsuits or claims against us or our directors and officers in forums other than Delaware.

General Risk Factors

Economic and market conditions could adversely affect our business, results of operations and financial condition.

Our business depends on the overall demand for our software solutions, and on the economic health of our current and prospective clients. As a result, we and our clients are subject to risks arising from adverse changes in economic and market conditions such as lower employment levels, increasing interest rates, inflation, tariffs, changes in trade policies, volatility in capital markets, and instability of the banking environment, among other factors. During an economic slowdown or downturn, clients may reduce their number of employees and delay or reduce their spending on HCM, finance and IT solutions or renegotiate their contracts with us. This could result in reductions in our revenues and sales of our products, longer sales cycles, increased price competition and clients' purchasing fewer solutions than they have in the

past. Any of these events would likely harm our business, results of operations, financial condition and cash flows from operations.

If we are unable to maintain effective internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock may be negatively affected.

As a public company, we are required to maintain internal controls over financial reporting and to report any material weaknesses in such internal controls. Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, requires that we evaluate and determine the effectiveness of our internal controls over financial reporting and provide a management report on the internal controls over financial reporting. In addition, the Sarbanes-Oxley Act requires that our management report on the internal controls over financial reporting be attested to by our independent registered public accounting firm. If we have a material weakness in our internal controls over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. Compliance with these public company requirements has made some activities more time-consuming, costly and complicated. If we identify material weaknesses in our internal controls over financial reporting, if we are unable to assert that our internal controls over financial reporting are effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC or other regulatory authorities, which could require additional financial and management resources.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Risk Management and Strategy

Our cybersecurity risk management program, which is integrated into our overall risk management function, includes processes to assess, identify and manage material risks arising from cybersecurity threats, including the following:

Information Security Policies We maintain information security policies that are formally reviewed and approved by senior management and are periodically updated for new developments. These policies are aligned with standard industry frameworks including the National Institute of Standards and Technology Cybersecurity Framework Version 2.0 (NIST CSF 2.0), Committee of Sponsoring Organizations (COSO), and International Organization for Standardization (ISO) 27001 to establish structured governance, policies, standards, and controls.

Information Security Certifications and Audits We maintain certification for compliance with ISO 27001:2022 as assessed by an independent third-party auditor. We also engage an independent accounting firm to perform assessments of our procedures and controls as part of our annual Systems and Organization Controls (SOC) 1 and SOC 2 audits. In addition, we periodically engage independent third-party security firms and consultants to conduct risk assessments, penetration tests, and program maturity evaluations to validate and improve aspects of our cybersecurity program.

Security Awareness and Training Through our onboarding process, each new employee is required to complete security training upon employment. Our employees also are required to complete annual security and privacy training to maintain our focus on protecting our information and that of our clients and their employees. This mandatory training educates our employees on safe handling of sensitive information, appropriate responses to a suspected data security breach, and awareness of security responsibilities. We strive to promote a healthy security awareness culture throughout the organization through supplemental education, training courses, videos, internal and external publications, and supporting activities including periodic phishing simulations and social engineering exercises. We also invest in our Information Security professionals with continued information security training and certifications. Our training program also includes content designed to promote awareness of risks associated with artificial intelligence technologies, including AI-enabled social engineering tactics and responsible use of AI tools in the workplace.

Data and Web Security Safeguards We have implemented the following information security solutions and practices:

- deployment of intrusion prevention systems designed to detect and block malicious traffic,
- web application firewalls designed to protect our application from attacks,
- network firewalls,
- security information and event management,
- user and entity behavior analytics,
- endpoint detection and response designed to protect our workstation and server population,
- data loss prevention software at multiple layers of our IT environment,
- regular penetration testing conducted by both our internal teams and external providers,
- a multi-layered vulnerability management program designed to identify technical bugs within our product and infrastructure including automated scanning technologies and manual review processes, and
- a staffed security operations function that monitors our environment on a continuous basis to detect, investigate, and respond to cybersecurity threats and anomalies.

We encrypt sensitive client information both during transmission and at rest using industry standard protocols. We also have a mature application security program that promotes security champions within the developer community to instill strong, secure coding practices for reducing vulnerabilities and delivering a secure web application.

Incident Response Plan We maintain an incident response plan designed to provide a high-level framework that can be implemented in any cyber incident. The plan addresses identification of the incident, notifications to appropriate individuals, organization of response activities by role, and escalation procedures based on the severity of the incident. We also have action plans to support business remediation and recovery efforts in the event of an incident. We periodically test and refine our incident response plans through tabletop exercises involving cross-functional teams.

Business Resilience We apply controls from best practices such as, but not limited to, The Business Continuity Institute (BCI), Disaster Recovery Institute International (DRII), and International Organization for Standardization (ISO) 22301 for developing and maintaining threat-agnostic plans with strategies to continue client services and critical business operations in the event of a disruption to critical dependencies. The business resilience planning process includes business impact analyses, risk assessments, and continuity strategies. Our business resilience team conducts regular exercises to validate and continuously improve the plans and strategies, including conducting tabletop exercises with teams from across the organization.

Third-Party Risk Management We monitor and reassess our third-party relationships on an ongoing basis depending on risk level or in the event of a change of products and services provided to us. We also require third-party vendors, suppliers and service providers to undergo a cybersecurity risk assessment to be able to enter into a contract with us. The third-party risk assessments, conducted by our information security and enterprise risk management teams with input from key business stakeholders, involve understanding the products and services we obtain from the third party, what sensitive company and client data it will be able to access and an evaluation of the vendor's security program and documentation. We also require that certain information security-related contract terms be incorporated into agreements with third parties that will have access to sensitive information before entering into such agreements. Our third-party risk management program also evaluates AI-related risks posed by vendors, including risks associated with third-party AI models, data processing practices, and the potential for AI-generated outputs to affect the confidentiality, integrity, or availability of our systems and data.

Impact of Risks from Cybersecurity Threats

Although we have experienced cybersecurity incidents in the past in the ordinary course of business, none of these incidents to date have materially affected our business strategy, results of operations or financial condition. We continue to invest in cyber-resilience and cyber-threat response preparedness as we anticipate ongoing risks from cybersecurity threats, including those driven by advancements in artificial intelligence. Despite our efforts, there can be no assurance that our risk management program will be effective in preventing cybersecurity incidents that could adversely affect our business strategy, results of operations or financial condition. For more information regarding risks from cybersecurity threats, please refer to the Risk Factors entitled "If our security measures are breached or unauthorized access to client data or funds is otherwise obtained, our solutions may be perceived as not being secure, clients may reduce the use of or stop using

our solutions and we may incur significant liabilities." and "Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand." in Part I, Item 1A, Risk Factors.

Governance

Our board of directors has delegated oversight of risk assessment and risk management activities, including oversight over cybersecurity risks, to the audit committee. The audit committee meets at least quarterly with our Vice President and Chief Information Security Officer ("CISO"), who oversees our overall information security risk management program. The CISO's updates to the audit committee include recent developments related to the threat landscape, current IT-related risks, and corresponding controls or projects designed to mitigate those risks, as well as the status of ongoing cybersecurity initiatives and program maturity.

Our CISO reports to our Chief Financial Officer and leads our cybersecurity risk management efforts and our dedicated information security team. Our CISO has over 20 years of information security experience, including over four years as a director in the information security management practice of a big four accounting firm. He holds multiple information security certifications and has a B.S. in Network Security. Our CISO leads our Information Security Steering Committee ("ISSC"), comprised of key executives and operating personnel from across the company, that oversees ongoing day-to-day management of our risks to information systems. The ISSC tracks risks and security initiatives, reviews the results of annual cybersecurity risk assessments, reviews the results of internal and third-party information security audits and assessments, identifies significant risks that threaten the achievement of security commitments and identifies controls to mitigate such risks.

The CISO, along with other members of the ISSC and information security teams, remains apprised of developing cybersecurity trends through communications with the intelligence and law enforcement communities, vendors and industry engagement so that our cybersecurity risk management and governance controls and processes address new and evolving cybersecurity threats.

Item 2. Properties.

As of June 30, 2026, our corporate headquarters occupied approximately 272,000 square feet in Schaumburg, Illinois under leases with final expiration in October 2032. We also utilize office spaces consisting of approximately 70,000 square feet in Lake Mary, Florida, approximately 78,000 square feet in Meridian, Idaho and approximately 35,000 square feet in Pittsford, New York as other major operations centers. We lease other smaller facilities, primarily across the U.S., that serve as data centers, sales offices and distribution centers.

For additional information regarding obligations under operating leases, see Note 13 of the Notes to the Consolidated Financial Statements included in Part II, Item 8: "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

Item 3. Legal Proceedings.

From time to time, we are and may become involved in litigation related to claims arising from the ordinary course of our business. We believe that there are no claims or actions pending or threatened against us, the ultimate disposition of which would have a material adverse effect on us.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is listed on the NASDAQ Global Select Market under the symbol "PCTY".

On July 29, 2026, the last reported sale price of our common stock on the NASDAQ Global Select Market was $144.79 per share, and there were 6 holders of record of our common stock. The actual number of holders of common stock is greater than the number of record holders and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and nominees.

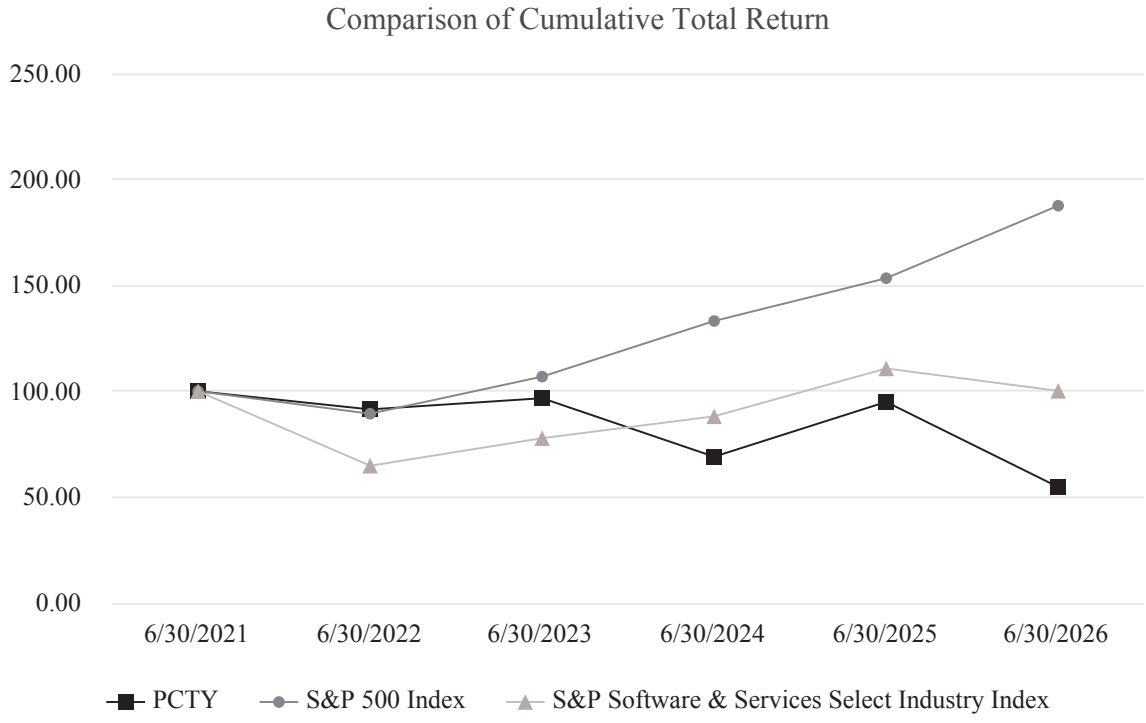
Dividend Policy

We have not declared or paid dividends on our common stock since becoming a publicly traded company. Neither Delaware law nor our third amended and restated certificate of incorporation requires our board of directors to declare dividends on our common stock. Any future determination to declare cash dividends on our common stock will be made at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant. We currently do not anticipate paying cash dividends on our common stock for the foreseeable future.

Performance Graph

Notwithstanding any statement to the contrary in any of our filings with the SEC, the following information shall not be deemed "filed" with the SEC or "soliciting material" under the Securities Exchange Act of 1934 and shall not be incorporated by reference into any such filings irrespective of any general incorporation language contained in such filing.

The following graph compares the total cumulative stockholder return on our common stock with the total cumulative return of the S&P 500 Index and the S&P Software & Services Select Industry Index during the period commencing on June 30, 2021 and ending on June 30, 2026. The graph assumes that $100 was invested at the beginning of the period in our common stock and in each of the comparative indices, and the reinvestment of any dividends. Historical stock price performance should not be relied upon as an indication of future stock price performance.



Issuer Purchases of Equity Securities

The following describes the Company's purchases of common stock during the three months ended June 30, 2026:

	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
April 1, 2026 - April 30, 2026	—	—	—	$ 1,350,362,799
May 1, 2026 - May 31, 2026	233,301	$ 107.16	233,301	$ 1,325,362,978
June 1, 2026 - June 30, 2026	232,569	$ 99.38	232,569	$ 1,302,249,566
Total	465,870		465,870	

(1) The average price paid per share excludes excise taxes payable on shares repurchased.

(2) On April 30, 2024, our board of directors approved a share repurchase program (the "Repurchase Program") under which we are authorized to purchase (in the aggregate) up to $500 million of our issued and outstanding common stock at such times and prices that management deems to be appropriate. In July 2025 and April 2026, the Company's board of directors approved $500 million and $1 billion increases, respectively, to the Repurchase Program. For further information, see Note 15. Stockholders' Equity of the Notes to Consolidated Financial Statements included in Part II, Item 8: "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The statements included herein that are not based solely on historical facts are "forward looking statements." Such forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties. Our actual results could differ materially from those anticipated by us in these forward-looking statements as a result of various factors, including those discussed below and under Part I, Item 1A. "Risk Factors."

The following discussion of our financial condition and results of operations covers fiscal 2026 and 2025 items and year-over-year comparisons between fiscal 2026 and 2025. Discussion of fiscal 2024 items and year-over-year comparisons between fiscal 2025 and 2024 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended June 30, 2025 that was filed with the SEC on August 6, 2025.

Overview

We are a leading cloud-based provider of HCM, finance and IT software solutions that deliver a comprehensive platform for the modern workforce. Our platform offers an intuitive, easy-to-use product suite that helps businesses automate and streamline HR, finance and IT processes, attract and retain talent, and build culture and connection with artificial intelligence ("AI") embedded directly into everyday workflows to save time, reduce manual effort, and support better decision-making.

Effective management of human capital, finance and IT operations is a core function in all organizations and requires a significant commitment of resources. Our cloud-based software solutions, combined with our unified database architecture, are highly flexible and configurable and feature a modern, intuitive user experience. The platform is built on a single employee record with workflows and integrations designed to automate processes across teams and systems. AI, analytics and reporting capabilities are embedded throughout the platform to deliver value with intelligent automation, tailored insights, and real-time guidance to administrators and employees. Our platform also offers automated data integration with hundreds of third-party partner systems, such as 401(k), benefits and insurance provider systems. We plan to continue to invest in research and development efforts that will allow us to offer a broader selection of products to new and existing clients focused on experiences that solve our clients' challenges.

We believe there is a significant opportunity to grow our business by increasing our number of clients, and we intend to invest in our business to achieve this purpose. We market and sell our solutions through our direct sales force. Our sales and marketing expenses have increased as we have added sales representatives and related sales and marketing personnel. We intend to continue to grow our sales and marketing organization across new and existing geographic territories. In addition to growing our number of clients, we intend to grow our revenue over the long term by increasing the number of solutions that clients purchase from us. To do so, we must continue to enhance and grow the number of solutions we offer to advance our platform.

We also believe that delivering a positive service experience is an essential element of our ability to sell our solutions and retain our clients. We supplement our comprehensive software solutions with an integrated implementation and client service organization designed to meet the needs of our clients and sales prospects. We expect to continue to invest in and grow our implementation and client service organization as our client base grows.

We will continue to invest across our entire organization as we continue to grow our business over the long term. These investments include increasing the number of personnel across all functional areas, along with improving our solutions and infrastructure to support our growth. The timing and amount of these investments vary based on the rate at which we add new clients and personnel and scale our application development and other activities. Many of these investments will occur in advance of experiencing any direct benefit from them, which will make it difficult to determine if we are effectively allocating our resources. We expect these investments to increase our costs on an absolute basis, but as we grow our number of clients and our related revenues, we anticipate that we will gain economies of scale and increased operating leverage. As a result, we expect our gross and operating margins will improve over the long term.

Paylocity Holding Corporation is a Delaware corporation, which was formed in November 2013. Our business operations are conducted by our wholly owned subsidiaries.

Key Metrics

We regularly review a number of metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions.

Revenue Growth

Our recurring revenue model and high annual revenue retention rates provide significant visibility into our future operating results and cash flow from operations. This visibility enables us to better manage and invest in our business. Total revenues increased from $1,402.5 million in fiscal 2024 to $1,595.2 million in fiscal 2025, representing a 14% year-over-year increase. Total revenues increased from $1,595.2 million in fiscal 2025 to $1,771.3 million in fiscal 2026, representing an 11% year-over-year increase. The increase in year-over-year total revenue growth was driven by the strong performance of our sales team and continued annual revenue retention in excess of 92%. Uncertainties around market and economic conditions may impact revenue growth, which we have experienced and may continue to experience, through fluctuations in client employee counts, elongated sales cycles, client losses, and a changing interest rate environment, among other factors.

Client Count Growth

We believe there is a significant opportunity to grow our business by increasing our number of clients. Excluding clients acquired through acquisitions, we have increased the number of clients using our software solutions from approximately 39,050 as of June 30, 2024 to approximately 44,400 as of June 30, 2026, representing a compound annual growth rate of approximately 7%. The table below sets forth the total number of clients using our software solutions for the periods indicated, excluding clients acquired through acquisitions, rounded to the nearest fifty.

	June 30,		
	2024	2025	2026
Client Count	39,050	41,650	44,400

The rate at which we add clients is highly variable period-to-period and highly seasonal as many clients switch solutions during the first calendar quarter of each year. Although many clients have multiple divisions, segments or locations, we only count such clients once for these purposes.

Annual Revenue Retention Rate

Our annual revenue retention rate has been in excess of 92% during each of the past three fiscal years. We calculate our annual revenue retention rate as our total revenue for the preceding 12 months, less the annualized value of revenue lost during the preceding 12 months, divided by our total revenue for the preceding 12 months. We calculate the annualized value of revenue lost by summing the recurring fees paid by lost clients over the previous twelve months prior to their termination if they have been a client for a minimum of twelve months. For those lost clients who became clients within the last twelve months, we sum the recurring fees for the period that they have been a client and then annualize the amount. We exclude interest income on funds held for clients from the revenue retention calculation. We believe that our annual revenue retention rate is an important metric to measure overall client satisfaction and the general quality of our product and service offerings.

Adjusted Gross Profit and Adjusted EBITDA

We use Adjusted Gross Profit and Adjusted EBITDA to evaluate our operating results. Our calculations of Adjusted Gross Profit and Adjusted EBITDA eliminate the impact of items we do not consider indicative of our ongoing operating performance. Adjusted Gross Profit and Adjusted EBITDA are not measurements of financial performance under generally accepted accounting principles in the United States, or GAAP, and these metrics may not be comparable to similarly titled measures of other companies.

We define Adjusted Gross Profit as gross profit before amortization of capitalized internal-use software costs and certain acquired intangibles, stock-based compensation expense and employer payroll taxes related to stock releases and option exercises and other items as described below. We define Adjusted EBITDA as net income before interest expense,

income tax expense, depreciation and amortization expense, stock-based compensation expense and employer payroll taxes related to stock releases and option exercises and other items as described below.

We disclose Adjusted Gross Profit and Adjusted EBITDA, which are non-GAAP measures, because we believe these metrics assist investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. We believe these metrics are commonly used in the financial community to aid in comparisons of similar companies, and we present them to enhance investors' understanding of our operating performance and cash flows.

Adjusted Gross Profit and Adjusted EBITDA have limitations as analytical tools. Some of these limitations include the following:

- Adjusted EBITDA does not reflect our ongoing or future requirements for capital expenditures;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect our income tax expense or the cash requirement to pay our taxes;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in our industry may calculate Adjusted Gross Profit and Adjusted EBITDA differently than we do, limiting their usefulness as a comparative measure.

Additionally, stock-based compensation will continue to be an element of our overall compensation strategy, although we exclude it from Adjusted Gross Profit and Adjusted EBITDA as an expense when evaluating our ongoing operating performance for a particular period.

Because of these limitations, you should not consider Adjusted Gross Profit as an alternative to gross profit or Adjusted EBITDA as an alternative to net income, in each case as determined in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results, and we use Adjusted Gross Profit and Adjusted EBITDA only as supplemental information.

Directly comparable GAAP measures to Adjusted Gross Profit and Adjusted EBITDA are gross profit and net income, respectively. We reconcile Adjusted Gross Profit and Adjusted EBITDA as follows:

	Year Ended June 30,		
	2024	2025	2026
	(in thousands)		
Reconciliation from Gross Profit to Adjusted Gross Profit			
Gross profit	$ 960,786	$ 1,096,998	$ 1,225,502
Amortization of capitalized internal-use software costs	45,246	59,948	70,496
Amortization of certain acquired intangibles	7,907	16,168	18,553
Stock-based compensation expense and employer payroll taxes related to stock releases and option exercises	20,350	19,314	16,914
Other items (1)	469	1,365	696
Adjusted Gross Profit	$ 1,034,758	$ 1,193,793	$ 1,332,161

	Year Ended June 30,		
	2024	2025	2026
	(in thousands)		
Reconciliation from Net income to Adjusted EBITDA			
Net income	$ 206,766	$ 227,127	$ 269,741
Interest expense	758	13,053	5,828
Income tax expense	70,249	81,936	117,562
Depreciation and amortization expense	76,426	99,636	111,797
EBITDA	354,199	421,752	504,928
Stock-based compensation expense and employer payroll taxes related to stock releases and option exercises	152,446	150,063	144,147
Other items (2)	(1,091)	11,182	5,815
Adjusted EBITDA	$ 505,554	$ 582,997	$ 654,890

(1) Represents acquisition-related costs and severance cost adjustments related to certain roles that have been eliminated. We exclude one-off severance costs that we incur as part of the normal course of our business operations.

(2) Represents acquisition and nonrecurring transaction-related costs, lease exit activity and severance costs related to certain roles that have been eliminated. We exclude one-off severance costs that we incur as part of the normal course of our business operations.

Basis of Presentation

Revenues

Recurring and Other Revenue

We generate substantially all of our recurring and other revenue from ongoing subscriptions to our cloud-based software solutions, which are recurring in nature. Recurring fees for each client generally include a base fee in addition to a fee based on the number of client employees and the number of products a client uses. We also charge fees attributable to our preparation of W-2 documents and annual required filings on behalf of our clients. We charge implementation fees for professional services provided to implement our software solutions. Our average client size has continued to be over 150 employees.

While the majority of our agreements with clients are generally cancellable by the client on 60 days' notice or less, we also have entered into term agreements, which are generally two years in length. Our agreements do not include general rights of return and do not provide clients with the right to take possession of the software supporting the services being provided. We recognize recurring fees in the period in which services are provided and the related performance obligations have been satisfied. We defer implementation fees related to our proprietary products over a period generally up to 24 months. Recurring and other revenue accounted for approximately 91%, 92% and 93% of our total revenues during the years ended June 30, 2024, 2025 and 2026, respectively.

Interest Income on Funds Held for Clients

We earn interest income on funds held for clients. We collect funds from clients in advance of performing payroll, payroll tax filing and spend management services on behalf of those clients. Until these funds are remitted to the respective payees, we earn interest on these funds through demand deposit accounts with financial institutions with which we have automated clearing house, or ACH, arrangements. We also earn interest by investing a portion of funds held for clients in highly liquid, investment-grade marketable securities.

Cost of Revenues

Cost of revenues consists primarily of employee-related expenses, including wages, stock-based compensation, bonuses and benefits, and costs related to ongoing client support and implementation activities, payroll tax filing, distribution of printed checks and other materials as well as delivery and computing costs, amortization of certain acquired intangible assets and bank fees associated with client fund transfers. Costs related to recurring support are generally

expensed as incurred. We capitalize implementation costs related to our proprietary products. For the year ended June 30, 2026 and earlier, such capitalized costs were generally amortized over a period of 7 years. At the end of fiscal 2026, we reassessed the expected period of benefit and, effective June 30, 2026, extended the amortization period to 8 years on a prospective basis. This change did not impact Cost of revenues for the fiscal year ended June 30, 2026. Our cost of revenues is expected to increase in absolute dollars for the foreseeable future as we increase our client base. However, we expect to realize cost efficiencies over the long term as our business scales, resulting in improved operating leverage and increased margins.

We also capitalize a portion of our internal-use software costs, which are then primarily amortized as Cost of revenues. We amortized $45.2 million, $59.9 million and $70.5 million of capitalized internal-use software costs in fiscal 2024, 2025 and 2026, respectively.

Operating Expenses

Sales and Marketing

Sales and marketing expenses consist primarily of employee-related expenses for our direct sales and marketing staff, including wages, commissions, stock-based compensation, bonuses, and benefits, and marketing expenses and other related costs. Our sales personnel earn commissions and bonuses for attainment of certain performance criteria based upon new sales throughout the fiscal year. We capitalize certain selling and commission costs related to new contracts or purchases of additional services by our existing clients. For the year ended June 30, 2026 and earlier, we generally amortized these costs over a period of 7 years. At the end of fiscal 2026, we reassessed the expected period of benefit and, effective June 30, 2026, extended the amortization period to 8 years on a prospective basis. This change did not impact Sales and marketing for the fiscal year ended June 30, 2026.

We will seek to grow our number of clients for the foreseeable future and therefore our sales and marketing expense is expected to continue to increase in absolute dollars as we grow our sales organization and expand our marketing activities.

Research and Development

Research and development expenses consist primarily of employee-related expenses for our research and development and product management staff, including wages, stock-based compensation, bonuses and benefits. Additional expenses include costs related to the development, maintenance, quality assurance and testing of new technologies and ongoing refinement of our existing solutions. Research and development expenses, other than internal-use software costs qualifying for capitalization, are expensed as incurred.

We capitalize a portion of our development costs related to internal-use software. The timing of our capitalized development projects may affect the amount of development costs expensed in any given period. The table below sets forth the amounts of capitalized and expensed research and development expenses for each of fiscal 2024, 2025 and 2026.

	Year Ended June 30,		
	2024	2025	2026
	(in thousands)		
Capitalized portion of research and development	$ 75,531	$ 75,853	$ 81,773
Expensed portion of research and development	178,333	205,851	221,389
Total research and development	$ 253,864	$ 281,704	$ 303,162

We expect to grow our research and development efforts as we continue to broaden our product offerings and extend our technological leadership by investing in the development of new technologies and introducing them to new and existing clients. We expect research and development expenses to continue to increase in absolute dollars but to vary as a percentage of total revenue on a period-to-period basis.

General and Administrative

General and administrative expenses consist primarily of employee-related costs, including wages, stock-based compensation, bonuses and benefits for our finance and accounting, legal, information systems, human resources and other

administrative departments. Additional expenses include consulting and professional fees, occupancy costs, insurance and other corporate expenses. While we expect our general and administrative expenses to continue to increase in absolute dollars as our company continues to grow, we expect to realize cost efficiencies as our business scales.

Other Income (Expense)

Other income (expense) generally consists of interest income related to interest earned on our cash and cash equivalents, net of interest expense related to our revolving credit facility.

Results of Operations

The following table sets forth our statements of operations data for each of the periods indicated.

	Year Ended June 30,		
	2024	2025	2026
	(in thousands)		
Consolidated Statements of Operations Data:			
Revenues:			
Recurring and other revenue	$ 1,281,680	$ 1,471,801	$ 1,651,362
Interest income on funds held for clients	120,835	123,420	119,964
Total revenues	1,402,515	1,595,221	1,771,326
Cost of revenues	441,729	498,223	545,824
Gross profit	960,786	1,096,998	1,225,502
Operating expenses:			
Sales and marketing	334,954	374,216	393,878
Research and development	178,333	205,851	221,389
General and administrative	187,406	212,907	224,242
Total operating expenses	700,693	792,974	839,509
Operating income	260,093	304,024	385,993
Other income	16,922	5,039	1,310
Income before income taxes	277,015	309,063	387,303
Income tax expense	70,249	81,936	117,562
Net income	$ 206,766	$ 227,127	$ 269,741

The following table sets forth our statements of operations data as a percentage of total revenue for each of the periods indicated.

	Year Ended June 30,		
	2024	2025	2026
Consolidated Statements of Operations Data:			
Revenues:			
Recurring and other revenue	91%	92%	93%
Interest income on funds held for clients	9%	8%	7%
Total revenues	100%	100%	100%
Cost of revenues	31%	31%	31%
Gross profit	69%	69%	69%
Operating expenses:			
Sales and marketing	24%	24%	22%
Research and development	13%	13%	12%
General and administrative	13%	13%	13%
Total operating expenses	50%	50%	47%
Operating income	19%	19%	22%
Other income	1%	0%	0%
Income before income taxes	20%	19%	22%
Income tax expense	5%	5%	7%
Net income	15%	14%	15%

Comparison of Fiscal Years Ended June 30, 2025 and 2026

Revenues
($ in thousands)

	Year Ended June 30,			Change from 2024 to 2025		Change from 2025 to 2026	
	2024	2025	2026	$	%	$	%
Recurring and other revenue	$1,281,680	$1,471,801	$1,651,362	$ 190,121	15%	$ 179,561	12%
Percentage of total revenues	91 %	92 %	93 %				
Interest income on funds held for clients	$ 120,835	$ 123,420	$ 119,964	$ 2,585	2%	$ (3,456)	(3)%
Percentage of total revenues	9 %	8 %	7 %				

Recurring and Other Revenue

Recurring and other revenue for the year ended June 30, 2026 increased by $179.6 million, or 12%, to $1,651.4 million from $1,471.8 million for the year ended June 30, 2025. Recurring and other revenue increased primarily as a result of incremental revenues from new and existing clients due to the strong performance by our sales team and continued annual revenue retention in excess of 92%. Excluding clients acquired through acquisitions, the number of clients using our software solutions at June 30, 2026 increased by 7% to approximately 44,400 from approximately 41,650 at June 30, 2025.

Interest Income on Funds Held for Clients

Interest income on funds held for clients for the year ended June 30, 2026 decreased by $3.5 million, or 3%, to $120.0 million from $123.4 million for the year ended June 30, 2025. Interest income on funds held for clients decreased slightly as the negative impact from lower interest rates was mostly offset by positive impact from higher average daily balances of funds held for new and existing clients as compared to the prior fiscal year.

Cost of Revenues
($ in thousands)

	Year Ended June 30,			Change from 2024 to 2025		Change from 2025 to 2026	
	2024	2025	2026	$	%	$	%
Cost of revenues	$ 441,729	$ 498,223	$ 545,824	$ 56,494	13%	$ 47,601	10%
Percentage of total revenues	31%	31%	31%				
Gross profit margin	69%	69%	69%				

Cost of revenues for the year ended June 30, 2026 increased by $47.6 million, or 10%, to $545.8 million from $498.2 million for the year ended June 30, 2025. Cost of revenues increased primarily as a result of the continued growth of our business, in particular, $26.0 million in additional employee-related costs, $10.7 million in additional processing and delivery related costs, and $10.6 million in increased internal-use software amortization. Gross profit margin was 69% for both years ended June 30, 2025 and 2026.

Operating Expenses
($ in thousands)

Sales and Marketing

	Year Ended June 30,			Change from 2024 to 2025		Change from 2025 to 2026	
	2024	2025	2026	$	%	$	%
Sales and marketing	$ 334,954	$ 374,216	$ 393,878	$ 39,262	12%	$ 19,662	5%
Percentage of total revenues	24%	24%	22%				

Sales and marketing expenses for the year ended June 30, 2026 increased by $19.7 million, or 5%, to $393.9 million from $374.2 million for the year ended June 30, 2025. The increase in sales and marketing expense was primarily due to $20.5 million of additional employee-related costs, partially offset by $3.7 million in lower stock-based compensation expense.

Research and Development

	Year Ended June 30,			Change from 2024 to 2025		Change from 2025 to 2026	
	2024	2025	2026	$	%	$	%
Research and development	$ 178,333	$ 205,851	$ 221,389	$ 27,518	15%	$ 15,538	8%
Percentage of total revenues	13%	13%	12%				

Research and development expenses for the year ended June 30, 2026 increased by $15.5 million, or 8%, to $221.4 million from $205.9 million for the year ended June 30, 2025. The increase in research and development expenses was primarily due to $16.3 million of additional employee-related costs related to additional development personnel, net of capitalized internal-use software costs, partially offset by $5.2 million in lower stock-based compensation expense.

General and Administrative

	Year Ended June 30,			Change from 2024 to 2025		Change from 2025 to 2026	
	2024	2025	2026	$	%	$	%
General and administrative	$ 187,406	$ 212,907	$ 224,242	$ 25,501	14%	$ 11,335	5%
Percentage of total revenues	13%	13%	13%				

General and administrative expenses for the year ended June 30, 2026 increased by $11.3 million, or 5%, to $224.2 million from $212.9 million for the year ended June 30, 2025. The increase in general and administrative expenses was primarily due to $6.8 million in additional stock-based compensation expense as compared to the prior fiscal year,

largely driven by executive award forfeitures during the year ended June 30, 2025 and $6.5 million in additional employee-related costs.

Other Income (Expense)

Other income for the year ended June 30, 2026 decreased by $3.7 million as compared to the year ended June 30, 2025. The change in other income was primarily due to an $11.7 million reduction in interest earned on our cash and cash equivalents from lower average balances and lower interest rates, partially offset by a $7.2 million decrease in interest expense due to less borrowings under our revolving credit facility.

Income Tax Expense (Benefit)

Our effective tax rates were 26.5% and 30.4% for the years ended June 30, 2025 and 2026, respectively. Our effective tax rate for the year ended June 30, 2025 was higher than the federal statutory rate of 21% primarily due to state and local income taxes. Our effective tax rate for the year ended June 30, 2026 was higher than the federal statutory rate of 21% primarily due to stock-based compensation shortfalls and state and local income taxes.

See Note 14 of the Notes to Consolidated Financial Statements included in Part II, Item 8: "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K for further details on the components of income tax and a reconciliation of the U.S. federal statutory rate to the effective tax rate.

Critical Accounting Policies and Significant Judgments and Estimates

In preparing our financial statements and accounting for the underlying transactions and balances in accordance with GAAP, we apply various accounting policies that require our management to make estimates, judgments and assumptions that affect the amounts reported in our financial statements. We consider the policies discussed below critical to understanding our financial statements, as their application places the most significant demands on management's judgment. Management bases its estimates, judgments and assumptions on historical experience, current economic and industry conditions and on various other factors deemed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Because the use of estimates is an integral part of the financial reporting process, actual results could differ, and such differences could be material.

Revenue Recognition

We apply Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers ("Topic 606"), whereby we recognize revenue when we transfer control of goods or services to our customers in an amount that reflects the consideration to which we expect to be entitled to for those goods or services. We derive our revenue from contracts with clients substantially all from recurring service fees. Recurring fees are mostly derived from payroll processing and related services such as payroll reporting and tax filing services, time and labor services, time clock rentals, and HR-related software solutions, including employee management and benefits enrollment and administration, substantially all of which are delivered on a monthly basis.

The performance obligations related to recurring services are generally satisfied monthly as services are provided, with fees charged and collected based on a per-employee-per-month fee. We believe that the total fees charged to our clients is indicative of the standalone selling price as these fees are within the range of prices typically charged for our services to our clients. Even though our subscription-based services include multiple performance obligations, we do not believe it is meaningful to determine the standalone selling price for each service separately since these services are delivered and related revenue recognized within the same period.

We have certain optional performance obligations that are satisfied at a point in time including the sales of time clocks and W-2 preparation services.

Implementation services and other consist mainly of nonrefundable implementation fees, which involve setting up the client in, and loading data into, our cloud-based modules. These implementation activities are considered set-up activities. We have determined that the nonrefundable upfront fees provide certain clients with a material right to renew the contract. Implementation fees are deferred and amortized generally over a period up to 24 months.

Capitalized Internal-Use Software Costs

We apply ASC 350-40, Intangibles—Goodwill and Other—Internal-Use Software, to the accounting for costs of internal-use software. Software development costs are capitalized when module development begins, it is probable that the project will be completed, and the software will be used as intended. Costs associated with preliminary project stage activities, training, maintenance and all other post implementation stage activities are expensed as incurred. We also capitalize certain costs related to specific upgrades and enhancements when it is probable the expenditures will result in significant additional functionality. The capitalization policy provides for the capitalization of certain payroll costs for employees who are directly associated with developing internal-use software as well as certain external direct costs. Capitalized employee costs are limited to the time directly spent on such projects.

Internal-use software is amortized on a straight-line basis, generally over a two- to three-year period while certain projects that support our main processing activities are amortized over ten years. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. There was no impairment to capitalized internal-use software during the years ended June 30, 2024, 2025 or 2026. We capitalized $75.5 million, $75.9 million and $81.8 million of internal-use software costs for the years ended June 30, 2024, 2025 and 2026, respectively, including stock-based compensation costs of $14.4 million, $13.0 million and $11.8 million for the years ended June 30, 2024, 2025 and 2026, respectively. We amortized $45.2 million, $59.9 million and $70.5 million of capitalized internal-use software costs for the years ended June 30, 2024, 2025 and 2026, respectively.

Business Combinations

We include the results of businesses acquired in our consolidated financial statements from the date of acquisition. We allocate the purchase price consideration associated with our acquisitions to the fair values of assets acquired and liabilities assumed at their respective acquisition dates, with the excess recorded to goodwill. The purchase price allocations require us to make significant judgments and estimates in determining such fair values, particularly related to the proprietary technology intangible asset. Such estimates used in valuation methodologies can include, but are not limited to, forecasted revenue growth rates, royalty rates, technology migration rates, and required rate of return. These estimates are inherently uncertain and may be refined over the measurement period. Adjustments to the fair values of assets acquired and liabilities assumed may be recorded during the measurement period, which may be up to one year from the acquisition date, with the corresponding offset to goodwill.

Change in Accounting Estimates

At the end of fiscal 2026, we reassessed the estimated period of benefit for deferred contract costs. Based on this assessment, which considered factors including average client life and growth in contract renewals beyond initial contract terms, we extended the estimated period of benefit from seven years to eight years effective as of June 30, 2026. This change in accounting estimate is accounted for on a prospective basis and is expected to increase fiscal 2027 Adjusted EBITDA margins by approximately 120 to 140 basis points. This change did not impact our financial statements for the fiscal year ended June 30, 2026.

Liquidity and Capital Resources

Our primary liquidity needs are related to the funding of general business requirements, including working capital requirements, research and development, and capital expenditures. As of June 30, 2026, our principal sources of liquidity were $271.9 million of cash and cash equivalents. We maintain a credit agreement which provides for a $550.0 million revolving credit facility which may be increased up to $825.0 million. In September 2024, we borrowed $325.0 million under this credit facility to fund the October 2024 acquisition of Airbase Inc. We had $81.3 million in outstanding borrowings under this credit facility at June 30, 2026, as we repaid $162.5 million in the second half of fiscal 2025 and an additional $81.3 million in fiscal 2026. Refer to Notes 7 and 12 of the Notes to the Consolidated Financial Statements included in Part II, Item 8: “Financial Statements and Supplementary Data” for additional details on the Airbase acquisition and credit agreement, respectively.

In April 2024, our board of directors authorized the repurchase of up to $500 million of our common stock (the “Repurchase Program”). In July 2025 and April 2026, our board of directors approved $500 million and $1 billion increases, respectively, to the Repurchase Program. The extent to which we repurchase shares, the number and price of any shares repurchased and the timing of any repurchases depends on the market price of our common stock, trading volume, general market conditions and other corporate and economic considerations. During fiscal 2024, we repurchased an

aggregate of 1.1 million shares for approximately $150.0 million at an average cost per share of $142.82 under the Repurchase Program. During fiscal 2025, we repurchased 0.8 million shares for approximately $149.6 million at an average cost per share of $190.16 under the Repurchase Program. During fiscal 2026, we repurchased 2.8 million shares for approximately $398.1 million at an average cost per share of $144.67 under the Repurchase Program. Refer to Note 15 of the Notes to the Consolidated Financial Statements included in Part II, Item 8: "Financial Statements and Supplementary Data" for additional detail on our Repurchase Program.

We may invest portions of our excess cash and cash equivalents in highly liquid, investment-grade marketable securities. These investments may consist of commercial paper, corporate debt issuances, asset-backed debt securities, certificates of deposit, U.S. treasury securities, U.S. government agency securities and other securities with credit quality ratings of A-1 or higher and as well as in money market funds. As of June 30, 2026, we did not have any corporate investments classified as available-for-sale securities.

In order to grow our business, we intend to increase our personnel and related expenses and to make investments in our platform, data centers and general infrastructure. The timing and amount of these investments will vary based on our financial condition, the rate at which we add new clients and new personnel and the scale of our module development, data centers and other activities. Many of these investments will occur in advance of experiencing any direct benefit from them, which could negatively impact our liquidity and cash flows during any particular period and may make it difficult to determine if we are effectively allocating our resources. However, we expect to fund our operations, capital expenditures, acquisitions, share repurchases and other investments principally with cash flows from operations, and to the extent that our liquidity needs exceed our cash from operations, we would look to our cash on hand or utilize the remaining borrowing capacity under our credit facility to satisfy those needs.

Our payroll and spend management processing activities involve the movement of significant funds from accounts of clients to their employees, relevant taxing authorities and vendors. Funds held for clients and client fund obligations will vary substantially from period to period mostly as a result of the timing of payroll and payroll tax obligations due. Though we debit a client's account prior to any disbursement on its behalf, there is a delay between when our payments are due and when the incoming funds from the client to cover these amounts payable actually clear into our operating accounts. We currently have agreements with various major U.S. banks to execute ACH and wire transfers to support our services. We believe we have sufficient capacity under these ACH arrangements to handle all transaction volumes for the foreseeable future. We primarily collect fees for our services via ACH transactions at the same time we debit the client's account for payroll and payroll tax obligations and thus are able to reduce collectability and accounts receivable risks.

We believe our current cash and cash equivalents, future cash flow from operations, and access to our credit facility will be sufficient to meet our ongoing working capital, capital expenditure and other liquidity requirements for at least the next 12 months, and thereafter, for the foreseeable future.

Cash Flows

The following table sets forth data regarding cash flows for the periods indicated:

	Year Ended June 30,		
	2024	2025	2026
Net cash provided by operating activities	$ 384,670	$ 418,226	$ 533,252
Cash flows from investing activities:			
Purchases of available-for-sale securities	(304,465)	(260,997)	(271,378)
Proceeds from sales and maturities of available-for-sale securities	294,438	160,067	272,115
Capitalized internal-use software costs	(60,726)	(62,402)	(69,302)
Purchases of property and equipment	(18,028)	(13,073)	(36,152)
Acquisitions of businesses, net of cash and funds held for clients acquired	(12,031)	(277,851)	(49,183)
Other investing activities	(1,079)	(1,292)	(893)
Net cash used in investing activities	(101,891)	(455,548)	(154,793)
Cash flows from financing activities:			
Net change in client fund obligations	325,056	(297,923)	514,173
Borrowings under credit facility	—	325,000	—
Repayment of credit facility	—	(162,500)	(81,250)
Repurchases of common shares	(150,000)	(149,638)	(398,113)
Proceeds from employee stock purchase plan	19,143	19,682	18,222
Taxes paid related to net share settlement of equity awards	(52,549)	(60,034)	(43,686)
Other financing activities	(72)	(408)	(365)
Net cash provided by (used in) financing activities	141,578	(325,821)	8,981
Net change in cash, cash equivalents and funds held for clients' cash and cash equivalents	$ 424,357	$ (363,143)	$ 387,440

Operating Activities

Net cash provided by operating activities was $384.7 million, $418.2 million and $533.3 million for the years ended June 30, 2024, 2025 and 2026, respectively.

The change in net cash provided by operating activities from fiscal 2025 to fiscal 2026 was primarily due to improved operating results after adjusting for non-cash items including stock-based compensation expense, depreciation and amortization expense and deferred income tax expense (benefit) and lower income tax payments resulting from the provisions of the One Big Beautiful Bill Act, partially offset by changes in operating assets and liabilities over the same period.

Investing Activities

Net cash used in investing activities was $101.9 million, $455.5 million and $154.8 million, for the years ended June 30, 2024, 2025 and 2026, respectively. Net cash used in investing activities is significantly impacted by the timing of purchases and sales and maturities of investments as we may invest a portion of our excess cash and cash equivalents and funds held for clients in highly liquid, investment-grade marketable securities. The amount of funds held for clients invested will vary based on timing of client funds collected and payments due to client employees and taxing and other regulatory authorities.

The change in net cash used in investing activities from fiscal 2025 to fiscal 2026 was primarily due to a $228.7 million reduction in amounts paid for acquisitions, net of cash acquired, associated with the fiscal 2025 acquisition of Airbase. It was also attributable to a $112.0 million increase in proceeds from sales and maturities of available-for-sale

securities, partially offset by a $23.1 increase in purchases of property and equipment as compared to the year ended June 30, 2025.

Financing Activities

Net cash provided by (used in) financing activities was $141.6 million, $(325.8) million and $9.0 million for the years ended June 30, 2024, 2025 and 2026, respectively. The change in net cash provided by (used in) financing activities from fiscal 2025 to fiscal 2026 was primarily due to the net change in client fund obligations of $812.1 million due to the timing of client funds collected and related remittance of those funds to client employees, taxing and other regulatory authorities and vendors and an $81.3 million increase in credit facility repayments during the year ended June 30, 2025 as compared to the current year. This was partially offset by $325.0 million in borrowings under our credit facility related to the acquisition of Airbase Inc. during the year ended June 30, 2025 and $248.5 in additional share repurchases during the year ended June 30, 2026.

Capital Expenditures

We expect to continue to invest in capital spending as we continue to grow our business and expand and enhance our operating facilities, data centers and technical infrastructure. Future capital requirements will depend on many factors, including our rate of sales growth. In the event that our sales growth or other factors do not meet our expectations, we may eliminate or curtail capital projects in order to mitigate the impact on our use of cash. Capital expenditures were $18.0 million, $13.1 million and $36.2 million for the years ended June 30, 2024, 2025 and 2026, respectively, exclusive of capitalized internal-use software costs of $60.7 million, $62.4 million, and $69.3 million for the same periods, respectively.

Contractual Obligations

At June 30, 2026, our principal commitments consist of $81.3 million in borrowings under our revolving credit facility, which is contractually not due in the next twelve months, and related interest payments, as well as $59.6 million in operating lease obligations, of which $11.7 million is due in the next twelve months. Refer to Note 13 of the Notes to the Consolidated Financial Statements included in Part II, Item 8: “Financial Statements and Supplementary Data” for additional details on our lease activity. We also have $140.6 million in purchase obligations, of which $85.8 million is due in the next twelve months.

New Accounting Pronouncements

Refer to Note 2 of the Notes to the Consolidated Financial Statements included in Part II, Item 8: “Financial Statements and Supplementary Data” for a discussion of recently issued accounting standards.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Substantially all of our operations take place in the United States and are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate and certain other exposures as well as risks relating to changes in the general economic conditions in the United States. We have not used, nor do we intend to use, derivatives to mitigate the impact of interest rate or other exposure or for trading or speculative purposes.

Interest Rate Risk

As of June 30, 2026, we had cash and cash equivalents of $271.9 million and funds held for clients of $3,210.5 million. We deposit our cash and cash equivalents and significant portions of our funds held for clients in demand deposit accounts with various financial institutions. We may invest portions of our excess cash and cash equivalents and funds held for clients in marketable securities including money market funds, commercial paper, corporate bonds, asset-backed debt securities, U.S. treasury securities, and other securities. Our investment policy is focused on generating higher yields from these investments while preserving liquidity and capital. However, as a result of our investing activities, we are exposed to changes in interest rates that may materially affect our financial statements.

In a falling rate environment, a decline in interest rates would decrease our interest income earned on both cash and cash equivalents and funds held for clients. An increase in the overall interest rate environment may cause the market value of our investments in fixed rate available-for-sale securities to decline. If we are forced to sell some or all of these securities at lower market values, we may incur investment losses. However, because we classify all marketable securities

as available-for-sale, no gains or losses are recognized due to changes in interest rates until such securities are sold or decreases in fair value are deemed due to expected credit losses. We have not recorded any credit impairment losses on our portfolio to date.

Based upon a sensitivity model that measures market value changes caused by interest rate fluctuations, an immediate 100-basis point increase in interest rates would have resulted in a decrease in the market value of our available-for-sale securities by $16.0 million as of June 30, 2026. An immediate 100-basis point decrease in interest rates would have resulted in an increase in the market value of our available-for-sale securities by $16.5 million as of June 30, 2026. Fluctuations in the value of our available-for-sale securities caused by changes in interest rates are recorded in other comprehensive income and are only realized if we sell the underlying securities.

Additionally, as described in Note 12 of the Notes to the Consolidated Financial Statements included in Part II, Item 8: "Financial Statements and Supplementary Data", we entered into a first amendment to our credit agreement that provides for a revolving credit facility ("credit facility") in the aggregate amount of $550.0 million, which may be increased up to $825.0 million. Borrowings under the credit facility generally bear interest at a rate based upon the Term Secured Overnight Financing Rate ("SOFR") plus the SOFR Adjustment or an adjusted base rate plus an applicable margin based on our then-applicable net total leverage ratio. As of June 30, 2026, we had $81.3 million in borrowings outstanding under our credit facility. Because interest rates applicable to the credit facility are variable, we are exposed to market risk from changes in the underlying index rates, which affects our interest expense. A hypothetical change of 100 basis points in interest rates would not have had a significant impact on our results of operations.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Item 8. Financial Statements and Supplementary Data.

The information required by this item is incorporated by reference to the consolidated financial statements and accompanying notes set forth starting on page F-1 of this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act refers to controls and procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to a company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2026, the end of the period covered by this Annual Report on Form 10-K. Based upon such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of such date.

Management's Report on Internal Control Over Financial Reporting and Attestation Report of the Registered Public Accounting Firm

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2026, based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 framework). Based on this evaluation under the Internal Control—Integrated Framework, our Chief Executive Officer and Chief Financial Officer have concluded that our internal control over financial reporting was effective as of June 30, 2026.

Our independent registered public accounting firm, which has audited our financial statements, has also audited the effectiveness of our internal control over financial reporting as of June 30, 2026, as stated in their report, which is included in Item 15(a)(1) of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended June 30, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Controls

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

Item 9B. Other Information.

During the three months ended June 30, 2026, the following executive and director (as defined in Rule 16a-1(f)) modified a "Rule 10b5-1 trading arrangement," as defined in Item 408(a) of Regulation S-K intending to satisfy the affirmative defense conditions of Rule 10b5-1(c):

Name and Title	Total Shares of Common Stock to be Sold	Duration[(1)]	Action Date	Expiration Date
Steven R. Beauchamp Executive Chairman and Director	160,000[(2)(3)]	August 14, 2026 - January 31, 2027	May 15, 2026	January 31, 2027

(1) The Rule 10b5-1trading arrangement permits transactions through and including the earlier to occur of (a) the completion of all sales or (b) the expiration date listed in the table.

(2) Includes 100,000 shares held directly by Mr. Beauchamp and 60,000 shares to be sold by the IRIE Family Trust for the benefit of Mr. Beauchamp's children and for which Mr. Beauchamp's spouse serves as the trustee.

(3) The number of shares that will be sold is determined, in part, based on pricing triggers outlined in the Rule 10b5-1 trading arrangement.

No directors or officers entered into or terminated a "non-Rule 10b5-1 trading arrangement" as defined in Item 408(a) of Regulation S-K during the three months ended June 30, 2026.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information required by Part III, Item 10, will be included in our Proxy Statement relating to our 2027 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended June 30, 2026, and is incorporated herein by reference.

Item 11. Executive Compensation.

Information required by Part III, Item 11, will be included in our Proxy Statement relating to our 2027 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended June 30, 2026, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information required by Part III, Item 12, will be included in our Proxy Statement relating to our 2027 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended June 30, 2026, and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by Part III, Item 13, will be included in our Proxy Statement relating to our 2027 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended June 30, 2026, and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

Our independent registered public accounting firm is KPMG LLP, Chicago, IL, Audit Firm ID: 185.

Information required by Part III, Item 14, will be included in our Proxy Statement relating to our 2027 annual meeting of stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended June 30, 2026, and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Documents Filed with Report

(1) *Financial Statements.*

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(2) *Exhibits.*

The information required by this Item is set forth on the Exhibit Index immediately following this page.

Item 16. Form 10-K Summary.

None.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Third Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-36348	3.1	December 4, 2023
3.2	Third Amended and Restated By-Laws of the Registrant.	8-K	001-36348	3.2	December 4, 2023
4.1	Amended and Restated Investor Rights Agreement, dated June 29, 2012.	S-1	333-193661	4.1	January 30, 2014
4.2	Description of Securities.	10-K	001-36348	4.2	August 2, 2024
10.1	Form of Indemnification Agreement for directors and officers.	S-1	333-193661	10.2	January 30, 2014
10.2†	2014 Equity Incentive Plan and forms of agreement thereunder.	S-1/A	333-193661	10.4	February 14, 2014
10.2.1†	Form of Market Stock Units Notice of Grant and Award Agreement under the 2014 Equity Incentive Plan.	8-K	001-36348	10.1	August 18, 2020
10.2.2†	Form of Executive Restricted Stock Unit Notice of Grant and Award Agreement under 2014 Equity Incentive Plan.	10-Q	001-36348	10.5	May 6, 2022
10.3†	Amended and Restated 2023 Equity Incentive Plan.	8-K	001-36348	10.1	December 5, 2025
10.3.1†	Form of Market Stock Unit Notice of Grant and Award Agreement under 2023 Equity Incentive Plan.	8-K	001-36348	10.3	December 4, 2023
10.3.2†	Form of Performance Stock Unit Notice of Grant and Award Agreement under 2023 Equity Incentive Plan.	10-Q	001-36348	10.2	October 31, 2024
10.3.3†	Form of Performance Stock Unit Notice of Grant and Award Agreement (California) under 2023 Equity Incentive Plan.	10-Q	001-36348	10.3	October 31, 2024
10.3.4†	Form of Market Stock Unit Notice of Grant and Award Agreement under 2023 Equity Incentive Plan.	10-Q	001-36348	10.4	October 31, 2024
10.3.5†	Form of Market Stock Unit Notice of Grant and Award Agreement (California) under 2023 Equity Incentive Plan.	10-Q	001-36348	10.5	October 31, 2024
10.3.6†	Form of U.S. Executive Restricted Stock Unit Notice of Grant and Award Agreement under 2023 Equity Incentive Plan.	10-Q	001-36348	10.1	November 5, 2025
10.3.7†	Form of U.S. Executive Restricted Stock Unit Notice of Grant and Award Agreement (for California Participants Executive and Board) under 2023 Equity Incentive Plan.	10-Q	001-36348	10.2	November 5, 2025
10.4†	2014 Employee Stock Purchase Plan.	S-1/A	333-193661	10.9	February 14, 2014
10.5†	Second Amendment to Executive Employment Agreement between Paylocity Corporation and Steven R. Beauchamp, dated August 5, 2024.	10-Q	001-36348	10.7	October 31, 2024

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.6†	Amendment to Executive Employment Agreement between Paylocity Corporation and Toby J. Williams, dated August 5, 2024.	10-Q	001-36348	10.6	October 31, 2024
10.7†	Amended and Restated Executive Employment Agreement between Paylocity Corporation and Ryan Glenn, dated March 11, 2022.	8-K	001-36348	10.2	March 14, 2022
10.8†	Executive Employment Agreement between Paylocity Corporation and Joshua Scutt, dated August 16, 2021.	10-K	001-36348	10.15	August 4, 2023
10.9†	Executive Employment Agreement between Paylocity Corporation and Andrew Cappotelli, dated May 13, 2024.	10-K	001-36348	10.10	August 2, 2024
10.10†	Executive Employment Agreement between Paylocity Corporation and Melissa King, dated December 16, 2024.	10-K	001-36348	10.10	August 6, 2025
10.11†*	Executive Employment Agreement between Paylocity Corporation and Nicholas Rost, dated April 23, 2026.				
10.12	Multi-Tenant Office Lease Agreement, dated June 1, 2016, by and between Paylocity Corporation and RPAI Schaumburg American Lane, L.L.C.	8-K	001-36348	10.1	June 2, 2016
10.13	Amendments to Multi-Tenant Office Lease Agreement dated June 1, 2016 by and between Paylocity Corporation and RPAI Schaumburg American Lane, L.L.C. and Landmark Schaumburg Towers LP.	10-Q	001-36348	10.4	February 9, 2024
10.14	Credit Agreement by and among Paylocity Holding Corporation, the Guarantor party thereto, the Lenders party thereto, PNC Bank, National Association, as Administrative Agent, and PNC Capital Markets, LLC, as sole lead arranger and sole bookrunner, dated July 17, 2019.	8-K	001-36348	10.1	July 17, 2019
10.15	First Amendment to Credit Agreement and Security Agreement, dated as of August 19, 2022, by and among Paylocity Holding Corporation, the Guarantor party thereto, the Lenders party thereto, PNC Bank, National Association, as Administrative Agent, and PNC Capital Markets, LLC and JPMorgan Chase Bank, N.A., as joint lead arrangers and joint bookrunners.	8-K	001-36348	10.1	August 22, 2022
10.16	Second Amendment to Credit Agreement, dated as of October 1, 2024, by and among Paylocity Holding Corporation, the Guarantor party thereto, the Lenders party thereto, and PNC Bank, National Association, as Administrative Agent.	8-K	001-36348	2.1	February 7, 2025

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.17	Agreement and Plan of Merger, dated August 29, 2024, by and among Paylocity Corporation, Project Alpine Merger Sub, Inc. Airbase Inc and Shareholder Representative Services LLC.	8-K	001-36348	2.1	September 4, 2024
19.1	Paylocity Holding Corporation Insider Trading Policy.	10-K	001-36348	19.1	August 2, 2024
21.1*	List of Subsidiaries of the Registrant.				
23.1*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.				
24.1*	Power of Attorney (included on the signature page of this Report on Form 10-K).				
31.1*	Certification of Chief Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				
31.2*	Certification of Chief Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				
32.1**	Certification of Chief Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350 as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.				
32.2**	Certification of Chief Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350 as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.				
97.1	Paylocity Holding Corporation Policy for Recovery of Erroneously Awarded Incentive Compensation.	10-K	001-36348	97.1	August 2, 2024
101.INS*	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).				
101.SCH*	Inline XBRL Taxonomy Extension Schema.				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase.				
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase.				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase.				

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase.				
104*	Cover Page Interactive Data File (Formatted as Inline XBRL and contained in Exhibit 101).				

† Management contract, compensatory plan or arrangement.
* Filed herewith.
** Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PAYLOCITY HOLDING CORPORATION

Date: August 5, 2026

By: /s/ Toby J. Williams

Toby J. Williams

President, Chief Executive Officer (Principal Executive Officer) and Director

SIGNATURES AND POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Steven R. Beauchamp, Toby J. Williams and Ryan Glenn, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.

Signature	Title	Date
/s/ Toby J. Williams *Toby J. Williams*	President, Chief Executive Officer (Principal Executive Officer) and Director	August 5, 2026
/s/ Ryan Glenn *Ryan Glenn*	Chief Financial Officer (Principal Financial Officer)	August 5, 2026
/s/ Nicholas Rost *Nicholas Rost*	Vice President, Chief Accounting Officer and Treasurer (Principal Accounting Officer)	August 5, 2026
/s/ Steven R. Beauchamp *Steven R. Beauchamp*	Executive Chairman of the Board and Director	August 5, 2026
/s/ Linda M. Breard *Linda M. Breard*	Director	August 5, 2026
/s/ Virginia G. Breen *Virginia G. Breen*	Director	August 5, 2026
/s/ Craig A. Conway *Craig A. Conway*	Director	August 5, 2026
/s/ Robin L. Pederson *Robin L. Pederson*	Director	August 5, 2026
/s/ Andres D. Reiner *Andres D. Reiner*	Director	August 5, 2026
/s/ Kenneth B. Robinson *Kenneth B. Robinson*	Director	August 5, 2026
/s/ Steven I. Sarowitz *Steven I. Sarowitz*	Director	August 5, 2026

/s/ Ronald V. Waters, III	Director	August 5, 2026
Ronald V. Waters, III		

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors
Paylocity Holding Corporation:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Paylocity Holding Corporation and subsidiaries (the Company) as of June 30, 2026 and 2025, the related consolidated statements of operations and comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended June 30, 2026, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of June 30, 2026, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2026 and 2025, and the results of its operations and its cash flows for each of the years in the three-year period ended June 30, 2026, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2026 based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Capitalized internal-use software development costs

As discussed in Notes 2 and 8 to the consolidated financial statements, the Company capitalizes certain internal-use software costs related to new products as well as existing products when those costs will result in significant additional functionality. The Company's capitalized internal-use software asset, net of accumulated amortization, was $143.6 million as of June 30, 2026. The Company capitalized approximately $81.8 million of internal-use software costs during the year ended June 30, 2026.

We identified the determination of capitalized internal-use software development costs as a critical audit matter because of the degree of subjectivity involved in assessing which projects met the capitalization criteria.

The following are primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of an internal control related to the critical audit matter. This control related to the determination of which software development projects met the capitalization criteria. For a selection of current year capitalized software costs, we evaluated the Company's determination to capitalize the costs by reading the Company's analysis and discussing the objective and status of the projects with IT department management. We also assessed a sample of the Company's capitalized costs by confirming the nature of the activities performed with individual software developers.

/s/ KPMG LLP

We have served as the Company's auditor since 2013.

Chicago, Illinois

August 5, 2026

PAYLOCITY HOLDING CORPORATION
Consolidated Balance Sheets
(in thousands, except per share data)

	June 30,	
	2025	2026
Assets		
Current assets:		
Cash and cash equivalents	$ 398,070	$ 271,917
Accounts receivable, net	41,642	50,093
Deferred contract costs	117,177	132,960
Prepaid expenses and other	50,943	57,582
Total current assets before funds held for clients	607,832	512,552
Funds held for clients	2,704,137	3,210,504
Total current assets	3,311,969	3,723,056
Capitalized internal-use software, net	132,317	143,594
Property and equipment, net	54,210	71,403
Operating lease right-of-use assets	35,997	33,137
Intangible assets, net	92,671	86,140
Goodwill	343,100	378,964
Long-term deferred contract costs	393,671	426,226
Long-term prepaid expenses and other	7,739	10,363
Deferred income tax assets	17,754	11,475
Total assets	$ 4,389,428	$ 4,884,358
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 17,347	$ 10,944
Accrued expenses	193,081	200,279
Total current liabilities before client fund obligations	210,428	211,223
Client fund obligations	2,694,842	3,209,015
Total current liabilities	2,905,270	3,420,238
Long-term debt	162,500	81,250
Long-term operating lease liabilities	46,772	42,200
Other long-term liabilities	8,580	12,930
Deferred income tax liabilities	32,559	106,323
Total liabilities	$ 3,155,681	$ 3,662,941
Stockholders' equity:		
Preferred stock, $0.001 par value, 5,000 authorized, no shares issued and outstanding at June 30, 2025 and June 30, 2026	$ —	$ —
Common stock, $0.001 par value, 155,000 shares authorized at June 30, 2025 and June 30, 2026; 55,366 shares issued and outstanding at June 30, 2025 and 53,271 shares issued and outstanding at June 30, 2026	55	53
Additional paid-in capital	327,518	52,271
Retained earnings	900,583	1,170,324
Accumulated other comprehensive income (loss)	5,591	(1,231)
Total stockholders' equity	$ 1,233,747	$ 1,221,417
Total liabilities and stockholders' equity	$ 4,389,428	$ 4,884,358

See accompanying notes to consolidated financial statements.

PAYLOCITY HOLDING CORPORATION
Consolidated Statements of Operations and Comprehensive Income
(in thousands, except per share data)

	Year Ended June 30,		
	2024	2025	2026
Revenues:			
Recurring and other revenue	$ 1,281,680	$ 1,471,801	$ 1,651,362
Interest income on funds held for clients	120,835	123,420	119,964
Total revenues	1,402,515	1,595,221	1,771,326
Cost of revenues	441,729	498,223	545,824
Gross profit	960,786	1,096,998	1,225,502
Operating expenses:			
Sales and marketing	334,954	374,216	393,878
Research and development	178,333	205,851	221,389
General and administrative	187,406	212,907	224,242
Total operating expenses	700,693	792,974	839,509
Operating income	260,093	304,024	385,993
Other income	16,922	5,039	1,310
Income before income taxes	277,015	309,063	387,303
Income tax expense	70,249	81,936	117,562
Net income	$ 206,766	$ 227,127	$ 269,741
Other comprehensive income (loss), net of tax	3,579	6,527	(6,822)
Comprehensive income	$ 210,345	$ 233,654	$ 262,919
Net income per share:			
Basic	$ 3.68	$ 4.08	$ 4.99
Diluted	$ 3.63	$ 4.02	$ 4.92
Weighted-average shares used in computing net income per share:			
Basic	56,214	55,649	54,082
Diluted	56,976	56,550	54,770

See accompanying notes to consolidated financial statements.

PAYLOCITY HOLDING CORPORATION
Consolidated Statements of Changes in Stockholders' Equity
(in thousands)

	Stockholders' Equity					
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balances at June 30, 2023	55,912	$ 56	$ 380,632	$ 466,690	$ (4,515)	$ 842,863
Stock-based compensation	—	—	163,602	—	—	163,602
Stock options exercised	121	—	2,083	—	—	2,083
Issuance of common stock upon vesting of equity awards	684	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	149	—	19,143	—	—	19,143
Net settlement for taxes and/or exercise price related to equity awards	(302)	—	(54,632)	—	—	(54,632)
Repurchases of common shares	(1,050)	—	(150,340)	—	—	(150,340)
Unrealized gains on securities, net of tax	—	—	—	—	3,579	3,579
Net income	—	—	—	206,766	—	206,766
Balances at June 30, 2024	55,514	$ 56	$ 360,488	$ 673,456	$ (936)	$ 1,033,064
Stock-based compensation	—	—	157,337	—	—	157,337
Stock options exercised	167	—	4,692	—	—	4,692
Issuance of common stock upon vesting of equity awards	704	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	127	—	19,682	—	—	19,682
Net settlement for taxes and/or exercise price related to equity awards	(359)	—	(64,725)	—	—	(64,725)
Repurchases of common shares	(787)	(1)	(149,956)	—	—	(149,957)
Unrealized gains on securities, net of tax	—	—	—	—	6,300	6,300
Foreign currency translation adjustments	—	—	—	—	227	227
Net income	—	—	—	227,127	—	227,127
Balances at June 30, 2025	55,366	$ 55	$ 327,518	$ 900,583	$ 5,591	$ 1,233,747
Stock-based compensation	—	—	151,422	—	—	151,422
Issuance of common stock upon vesting of equity awards	802	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	171	—	18,222	—	—	18,222
Net settlement for taxes related to equity awards	(316)	—	(43,686)	—	—	(43,686)
Repurchases of common shares	(2,752)	(2)	(401,205)	—	—	(401,207)
Unrealized losses on securities, net of tax	—	—	—	—	(6,257)	(6,257)
Foreign currency translation adjustments		—	—	—	(565)	(565)
Net income	—	—	—	269,741	—	269,741
Balances at June 30, 2026	53,271	$ 53	$ 52,271	$ 1,170,324	$ (1,231)	$ 1,221,417

See accompanying notes to consolidated financial statements.

PAYLOCITY HOLDING CORPORATION
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended June 30,		
	2024	**2025**	**2026**
Cash flows from operating activities:			
Net income	$ 206,766	$ 227,127	$ 269,741
Adjustments to reconcile net income to net cash provided by operating activities			
Stock-based compensation expense	146,032	142,820	138,657
Depreciation and amortization expense	76,426	99,636	111,797
Deferred income tax expense (benefit)	27,835	(3,208)	82,947
Provision for credit losses	1,565	1,382	1,905
Net amortization of premiums (accretion of discounts) on available-for-sale securities	(4,378)	(2,025)	(1,498)
Other	(962)	1,045	1,350
Changes in operating assets and liabilities:			
Accounts receivable	(8,186)	(3,557)	(7,929)
Deferred contract costs	(70,337)	(62,922)	(47,933)
Prepaid expenses and other	(5,829)	(7,819)	(11,205)
Accounts payable	2,423	7,287	(6,472)
Accrued expenses and other	13,315	18,460	1,892
Net cash provided by operating activities	384,670	418,226	533,252
Cash flows from investing activities:			
Purchases of available-for-sale securities	(304,465)	(260,997)	(271,378)
Proceeds from sales and maturities of available-for-sale securities	294,438	160,067	272,115
Capitalized internal-use software costs	(60,726)	(62,402)	(69,302)
Purchases of property and equipment	(18,028)	(13,073)	(36,152)
Acquisitions of businesses, net of cash and funds held for clients acquired	(12,031)	(277,851)	(49,183)
Other investing activities	(1,079)	(1,292)	(893)
Net cash used in investing activities	(101,891)	(455,548)	(154,793)
Cash flows from financing activities:			
Net change in client fund obligations	325,056	(297,923)	514,173
Borrowings under credit facility	—	325,000	—
Repayment of credit facility	—	(162,500)	(81,250)
Repurchases of common shares	(150,000)	(149,638)	(398,113)
Proceeds from employee stock purchase plan	19,143	19,682	18,222
Taxes paid related to net share settlement of equity awards	(52,549)	(60,034)	(43,686)
Other financing activities	(72)	(408)	(365)
Net cash provided by (used in) financing activities	141,578	(325,821)	8,981
Net change in cash, cash equivalents and funds held for clients' cash and cash equivalents	424,357	(363,143)	387,440
Cash, cash equivalents and funds held for clients' cash and cash equivalents—beginning of year	2,421,312	2,845,669	2,482,526
Cash, cash equivalents and funds held for clients' cash and cash equivalents—end of year	$ 2,845,669	$ 2,482,526	$ 2,869,966
Supplemental Disclosure of Non-Cash Investing and Financing Activities			
Purchases of property and equipment and internal-use software, accrued but not paid	$ 1,118	$ 1,833	$ 1,328
Liabilities assumed for acquisitions	$ 378	$ 55,730	$ 4,037
Supplemental Disclosure of Cash Flow Information			
Cash paid for interest	$ 494	$ 12,758	$ 5,570
Reconciliation of cash, cash equivalents and funds held for clients' cash and cash equivalents to the Consolidated Balance Sheets			
Cash and cash equivalents	$ 401,811	$ 398,070	$ 271,917
Funds held for clients' cash and cash equivalents	2,443,858	2,084,456	2,598,049
Total cash, cash equivalents and funds held for clients' cash and cash equivalents	$ 2,845,669	$ 2,482,526	$ 2,869,966

See accompanying notes to consolidated financial statements.

(1) Organization and Description of Business

Paylocity Holding Corporation (the "Company") is a cloud-based provider of human capital management ("HCM"), finance and IT software solutions. Services are provided in a Software-as-a-Service ("SaaS") delivery model. The Company offers a product suite that enables businesses streamline HR, finance, and IT operations, manage spend and talent, and build culture and connection with artificial intelligence ("AI") embedded directly into everyday workflows.

(2) Summary of Significant Accounting Policies

(a) *Basis of Presentation, Consolidation, and Use of Estimates*

The accompanying consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC").

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Future events and their effects cannot be predicted with certainty; accordingly, accounting estimates require the exercise of judgment. Accounting estimates used in the preparation of these consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the operating environment changes.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

(b) *Concentrations of Risk*

The Company regularly maintains cash balances that exceed Federal Depository Insurance Corporation limits. No individual client represents 10% or more of total revenues. For all periods presented, substantially all of total revenues were generated by clients in the United States.

(c) *Cash and Cash Equivalents*

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Any interest earned on the Company's cash and cash equivalents is reported as Other income (expense) in the Consolidated Statements of Operations and Comprehensive Income.

(d) *Funds Held For Clients and Client Fund Obligations*

The Company obtains funds from clients in advance of performing payroll, payroll tax filing and spend management services on behalf of those clients. Funds held for clients represent assets that are used solely for the purposes of satisfying the obligations to remit funds relating to payroll, payroll tax filing and spend management services. The Company has classified Funds held for clients as a current asset since these funds are held solely for the purposes of satisfying the client fund obligations. Funds held for clients is primarily comprised of cash and cash equivalents invested in demand deposit accounts. The Company also invests a portion of its funds held for clients and corporate funds in marketable securities.

Marketable securities classified as available-for-sale are recorded at fair value on the Consolidated Balance Sheets. Unrealized gains and losses, net of applicable income taxes, are reported as Other comprehensive income (loss) in the Consolidated Statements of Operations and Comprehensive Income. Interest on marketable securities included in Funds held for clients is reported as Interest income on funds held for clients in the Consolidated Statements of Operations and Comprehensive Income.

The Company evaluates whether a decline in an individual security's fair value as compared to its amortized cost basis resulted from credit loss or other factors. If the Company determines that an individual security's unrealized loss results from credit impairment, it compares the present value of cash flows expected to be collected from the impaired security with its amortized cost basis. If the security's amortized cost basis exceeds the present value of expected cash flows, the Company records credit impairment loss through an allowance for credit loss. The Company did not recognize any credit impairment losses during the years ended June 30, 2024, 2025 or 2026.

Client fund obligations represent the Company's contractual obligations to remit funds to satisfy clients' payroll, tax and spend management payment obligations and are recorded in the accompanying Consolidated Balance Sheets at the time that the Company obtains funds from clients. The client fund obligations represent liabilities that will be repaid within one year of the balance sheet date.

(e) ***Accounts Receivable, Net***

Accounts receivable is comprised of trade receivables, accrued interest on funds held for clients and other receivables. Trade receivables are recorded at the invoiced amount and do not bear interest. Amounts collected on accounts receivable are generally included in Net cash provided by operating activities in the Consolidated Statements of Cash Flows. The Company maintains an allowance for credit losses reflecting expected credit losses in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and the Company's clients' financial conditions, the amount of receivables in dispute, the current receivables aging and current payment patterns. The Company reviews its allowance for credit losses quarterly. Past due balances over 60 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis. Account balances are charged off against the allowance after all commercially reasonable means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its clients.

(f) ***Deferred Contract Costs***

The Company defers certain selling and commission costs that meet the capitalization criteria under ASC 340-40. The Company also capitalizes certain costs to fulfill a contract related to its proprietary products if they are identifiable, generate or enhance resources used to satisfy future performance obligations and are expected to be recovered under ASC 340-40. Implementation fees are treated as nonrefundable upfront fees and the related implementation costs are required to be capitalized and amortized over the expected period of benefit, which is the period in which the Company expects to recover the costs and enhance its ability to satisfy future performance obligations.

The Company utilizes the portfolio approach to account for both the cost of obtaining a contract and the cost of fulfilling a contract. These capitalized costs are amortized over the expected period of benefit, which the Company increased from 7 years to 8 years effective June 30, 2026, on a prospective basis, based on the Company's average client life and growth of term contract renewals beyond their initial terms. This change did not impact the Company's financial statements for the fiscal year ended June 30, 2026. The Company does not incur any additional costs to obtain or fulfill contracts upon renewal. The Company recognizes additional selling and commission costs and fulfillment costs when an existing client purchases additional services. These additional costs only relate to the additional services purchased and do not relate to the renewal of previous services. Management evaluates deferred contract costs for impairment if changes in circumstances occur that could impact the recoverability of the costs to obtain or fulfill contracts with the Company's customers.

(g) ***Capitalized Internal-Use Software***

The Company capitalizes internal-use software costs when module development begins, it is probable that the project will be completed, and the software will be used as intended. Costs associated with preliminary project stage activities, training, maintenance and all other post implementation stage activities are expensed as incurred. The Company also capitalizes certain costs related to specific upgrades and enhancements when it is probable the expenditures will result in significant additional functionality. The capitalization policy provides for the capitalization of certain payroll costs for employees who are directly associated with developing internal-use software as well as certain external direct costs, such as consulting fees. Capitalized employee costs are limited to the time directly spent on such projects.

Capitalized internal-use software costs are amortized on a straight-line basis over their estimated useful lives, which are generally two to three years while certain projects that support the Company's main processing activities have an

estimated useful life of ten years. Management evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

(h) ***Property and Equipment and Long-Lived Assets***

Property and equipment are stated at cost. Depreciation on property and equipment is calculated on the straight-line method over the estimated useful lives of the assets, generally three to seven years for most classes of assets, or over the term of the related lease for leasehold improvements.

Long-lived assets, such as property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group to be tested for possible impairment, the Company first compares the undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

(i) ***Business Combinations***

The Company accounts for business combinations in accordance with ASC 805, Business Combinations using the acquisition method of accounting. It allocates the purchase price consideration associated with its acquisitions to the fair values of assets acquired and liabilities assumed at their respective acquisition dates, with the excess recorded to goodwill. Estimating the fair values of assets acquired and liabilities assumed requires the use of significant judgments and estimates, which are inherently uncertain and subject to refinement as additional information becomes available. Adjustments to the fair values of assets acquired and liabilities assumed may be recorded during the measurement period, which may be up to one year from the acquisition date, with the corresponding offset to goodwill. The Company may engage a valuation specialist to assist in the fair value measurement of assets acquired and liabilities assumed for each acquisition.

(j) ***Intangible Assets, Net of Accumulated Amortization***

Intangible assets are comprised primarily of acquired client relationships, proprietary technology, trade names and non-solicitation agreements and are reported net of accumulated amortization on the Consolidated Balance Sheets. The Company uses the straight-line method of amortization to amortize client relationships over a five to nine-year period from the date of acquisition, proprietary technology over a five to seven-year period from the date of acquisition and trade names over a five-year period from the date of acquisition. Non-solicitation agreements use the straight-line method of amortization over the term of the related agreements. The Company tests intangible assets for potential impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable.

(k) ***Goodwill***

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is not amortized, but instead is tested for impairment at the reporting unit level. If the fair value of the reporting unit is less than its carrying amount, the Company would record an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, but the loss recognized should not exceed the amount of goodwill allocated to the reporting unit.

The Company performs its annual impairment review of goodwill in its fiscal fourth quarter or when a triggering event occurs between annual impairment tests. No impairment was recorded in fiscal 2024, 2025 or 2026 as a result of the Company's qualitative assessments over its single reporting unit.

(l) ***Leases***

The Company determines if an arrangement is a lease at agreement inception. Operating leases are included in Operating lease right-of-use assets, Accrued expenses, and Long-term operating lease liabilities in the Consolidated Balance Sheets. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date. The operating lease right-of-use assets also include any lease payments made at or before the commencement date and are reduced by any lease incentives received. The Company's lease terms may include options to renew or extend a lease. The Company recognizes amounts in Operating lease right-of-use assets and Operating lease liabilities when it is reasonably certain it will exercise such options. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense is recognized on a straight-line basis over the expected lease term.

The Company's most significant leases are real estate leases of office space. The remaining operating leases are primarily comprised of leases of printers and other equipment. For all leases, the Company has elected the practical expedient permitted under Topic 842 to combine lease and non-lease components. As a result, non-lease components, such as common area or equipment maintenance charges, are accounted for as a single lease element. The Company does not have any material finance leases.

Fixed lease expense payments are recognized on a straight-line basis over the lease term. Variable lease payments vary because of changes in facts or circumstances occurring after the commencement date, other than the passage of time, and are often due to changes in an external market rate or the value of an index (e.g., Consumer Price Index). Certain of the Company's operating lease agreements include variable payments that are passed through by the lessor, such as insurance, taxes, and common area maintenance, payments based on the usage of the asset, and rental payments adjusted periodically for inflation. Variable payments are expensed as incurred and included within variable lease costs.

The Company's lease agreements do not contain material residual value guarantees, restrictions, or covenants.

(m) ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Deferred tax assets may be reduced by a valuation allowance to the extent we determine it is more likely than not that some portion or all of the deferred tax assets will not be realized. Management judgment is required in determining the period in which the reversal of a valuation allowance should occur. The Company is required to consider all available evidence, both positive and negative, such as historical levels of income and future forecasts of taxable income among other items, in determining whether a full or partial release of its valuation allowance is required. The Company is also required to schedule future taxable income in accordance with accounting standards that address income taxes to assess the appropriateness of a valuation allowance, which further requires the exercise of significant management judgment. The Company's accounting for deferred tax consequences represents the best estimate of those future events.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. When applicable, the Company records interest and penalties as an element of income tax expense.

Refer to Note 14 for additional information on income taxes.

(n) ***Share Repurchases***

The Company retires all shares repurchased pursuant to its approved share repurchase program (the "Repurchase Program"). The Company records the share purchase price and the amount of any excise taxes payable on shares repurchased as a reduction of Additional paid-in capital on its Consolidated Balance Sheets. If the Company exhausts Additional paid-in capital, it will record the excess as a reduction to Retained earnings. For more information on the Repurchase Program, refer to Note 15.

(o) ***Revenue Recognition***

The Company recognizes revenue when it transfers control of goods or services to a customer in an amount that reflects the consideration to which it expects to be entitled to for those goods or services based on the following five steps:

1) Identify the contract with a customer;

2) Identify the performance obligations in the contract;

3) Determine the transaction price;

4) Allocate the transaction price to performance obligations in the contract; and

5) Recognize revenue when or as the Company satisfies a performance obligation.

The Company derives its revenue from contracts substantially all from recurring service fees. While the majority of its agreements are generally cancellable by the client on 60 days' notice or less, the Company offers term agreements to its clients, which are generally two years in length. Recurring fees are mostly derived from cloud-based payroll and HCM software solutions which includes payroll processing and related services such as payroll reporting and tax filing services, time and labor services, time clock rentals, and HCM-related software solutions, including employee management and benefits enrollment and administration, substantially all of which are delivered on a monthly basis.

Substantially all of the Company's recurring fees are satisfied over time as services are provided. The performance obligations related to recurring services are generally satisfied monthly as services are provided, with fees charged and collected based on a per-employee-per-month fee. The Company has certain optional performance obligations that are satisfied at a point in time including the sales of time clocks and W-2 services.

Implementation services and other consist mainly of nonrefundable implementation fees, which involve setting the client up in, and loading data into, the Company's cloud-based modules. These implementation activities are considered set-up activities. The Company has determined that the nonrefundable upfront fees provide certain clients with a material right to renew the contract. As a result, implementation fees are deferred and amortized generally over a period up to 24 months.

Sales taxes collected from clients and remitted to governmental authorities where applicable are accounted for on a net basis and therefore are excluded from revenues in the Consolidated Statements of Operations and Comprehensive Income.

Interest income earned on funds held for clients is recognized in Interest income on funds held for clients when earned as the collection, holding and remittance of these funds are components of providing services to clients.

(p) ***Cost of Revenues***

Cost of revenues consists primarily of employee-related costs for ongoing client support and implementation activities and also includes amortization of capitalized internal-use software and certain acquired intangibles. The Company generally expenses these costs when incurred except for costs related to the implementation of the Company's proprietary products. These costs are capitalized and amortized over the expected period of benefit, which the Company increased from 7 years to 8 years effective June 30, 2026, on a prospective basis.

(q) ***Advertising***

Advertising costs are expensed as incurred. Advertising costs amounted to $22,414, $19,803 and $21,307 for the years ended June 30, 2024, 2025 and 2026, respectively.

(r) ***Stock-Based Compensation***

The Company recognizes stock-based compensation as a cost in the financial statements. Equity-classified awards, comprised of restricted stock units, performance stock units and market share units, are measured at the grant date fair value of each award and expense is recognized, net of assumed forfeitures, on a straight-line basis over the requisite service period for each separately vesting portion of each award. For market share units, the Company estimates grant date fair value using a discrete model based on multiple stock price-paths developed through the use of Monte Carlo simulation. For estimated shares purchasable under the 2014 Employee Stock Purchase Plan ("ESPP"), the Company estimates grant date fair value using the Black-Scholes option-pricing model and recognizes applicable expense on a straight-line basis over each purchase period. The Company may update the assumed forfeiture rates based on historical experience as appropriate.

(s) ***Commitments and Contingencies***

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

(t) ***Segment Information***

The Company's chief operating decision maker reviews the financial results of the Company in total when evaluating financial performance and for purposes of allocating resources. The Company has thus determined that it operates in a single operating and reportable segment.

(u) ***Recently Adopted Accounting Standards***

In December 2023, the FASB issued Accounting Standards Update 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosure ("ASU 2023-09"). ASU 2023-09 mostly requires, on an annual basis, disclosure of specific categories in an entity's effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. The Company adopted this ASU on a prospective basis for the fiscal year ended June 30, 2026. Refer to Note 14 for the Company's disclosures under this standard.

(v) ***Recently Issued Accounting Standards***

In November 2024, the FASB issued Accounting Standards Update 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"). ASU 2024-03 requires the disclosure of additional information about specific expense categories in the notes to the financial statements. The incremental disclosures may be presented on a prospective or retrospective basis. This ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impacts of this ASU on its consolidated financial statement disclosures including the method and timing of adoption.

In September 2025, the FASB issued Accounting Standards Update 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"). ASU 2025-06 removes all references to software development stages in existing guidance and, instead, requires the capitalization of software development costs when the Company's management has authorized and committed to funding a project and it is probable the project will be completed and the software will be used to perform its intended function. This ASU may be applied on a prospective, retrospective or on a modified transition basis based on project and capitalization status before the adoption date. This ASU is effective for all fiscal years beginning after December 15, 2027 and interim periods beginning within those annual reporting periods, with early adoption permitted as of the beginning of an annual reporting period. The Company is currently assessing the impact of this ASU on its consolidated financial statements and is evaluating the method and timing of adoption.

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of other recently issued standards that are not yet effective will not have a material impact on the Company's consolidated financial statements upon adoption.

(3) Revenue

The following table disaggregates revenue by Recurring fees and Implementation services and other, which the Company believes depicts the nature, amount and timing of its revenue:

	Year Ended June 30,		
	2024	2025	2026
Recurring fees	$ 1,227,150	$ 1,409,896	$ 1,587,508
Implementation services and other	54,530	61,905	63,854
Total revenues from contracts	$ 1,281,680	$ 1,471,801	$ 1,651,362

Deferred revenue

The timing of revenue recognition for recurring revenue is generally consistent with the timing of invoicing as they occur monthly as services are provided based on a per-employee-per-month fee. As such, the Company does not generally recognize contract assets or liabilities related to recurring revenue.

The Company defers and amortizes nonrefundable upfront fees related to implementation services generally over a period up to 24 months based on the type of contract. The following table summarizes the changes in deferred revenue (i.e., contract liability) related to these nonrefundable upfront fees as follows:

	Year Ended June 30,	
	2025	2026
Balance at beginning of the year	$ 24,883	$ 28,306
Deferral of revenue	48,468	52,542
Revenue recognized	(45,045)	(45,399)
Balance at end of the year	$ 28,306	$ 35,449

Deferred revenue related to these nonrefundable upfront fees are recorded within Accrued expenses and Other long-term liabilities on the Consolidated Balance Sheets. The Company expects to recognize these deferred revenue balances of $26,430 in fiscal 2027, $7,942 in fiscal 2028, and $1,077 thereafter.

Deferred contract costs

The following tables present the deferred contract costs balances and the related amortization expense for these deferred contract costs:

	Year Ended June 30, 2025			
	Beginning Balance	Capitalized Costs	Amortization	Ending Balance
Costs to obtain a new contract	$ 250,136	$ 93,281	$ (61,327)	$ 282,090
Costs to fulfill a contract	195,726	80,833	(47,801)	228,758
Total	$ 445,862	$ 174,114	$ (109,128)	$ 510,848

	Year Ended June 30, 2026			
	Beginning Balance	Capitalized Costs	Amortization	Ending Balance
Costs to obtain a new contract	$ 282,090	$ 101,253	$ (71,559)	$ 311,784
Costs to fulfill a contract	228,758	75,877	(57,233)	247,402
Total	$ 510,848	$ 177,130	$ (128,792)	$ 559,186

Deferred contract costs are recorded within Deferred contract costs and Long-term deferred contract costs on the Consolidated Balance Sheets. Amortization of deferred contract costs is primarily recorded in Cost of revenues and Sales and marketing in the Consolidated Statements of Operations and Comprehensive Income. The Company did not record any impairment losses associated with its deferred contract costs during the years ended June 30, 2024, 2025 or 2026.

Remaining Performance Obligations

The Company has applied the practical expedients as allowed under Topic 606 and elects not to disclose the value of unsatisfied performance obligations for contracts that have an original expected duration of one year or less and contracts for which the variable consideration is allocated entirely to wholly unsatisfied performance obligations. The value of the Company's remaining performance obligations related to minimum monthly fees on its term-based contracts was approximately $237,614 as of June 30, 2026, which will be generally recognized over the next 24 months.

(4) Cash and Cash Equivalents and Funds Held for Clients

Cash and cash equivalents and Funds held for clients consisted of the following:

	June 30, 2025			
Type of Issue	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash and cash equivalents	$ 398,070	$ —	$ —	$ 398,070
Funds held for clients' cash and cash equivalents	2,084,456	—	—	2,084,456
Available-for-sale securities:				
Corporate bonds	372,171	6,497	(76)	378,592
Asset-backed securities	51,709	476	(7)	52,178
Certificates of deposit	61,681	9	(3)	61,687
U.S treasury securities	84,889	402	(27)	85,264
Commercial paper	17,273	—	(1)	17,272
Other	24,378	310	—	24,688
Total available-for-sale securities	612,101	7,694	(114)	619,681
Total investments	$ 3,094,627	$ 7,694	$ (114)	$ 3,102,207

Type of Issue	June 30, 2026 Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash and cash equivalents	$ 271,917	$ —	$ —	$ 271,917
Funds held for clients' cash and cash equivalents	2,598,049	—	—	2,598,049
Available-for-sale securities:				
Corporate bonds	506,538	2,571	(3,439)	505,670
Asset-backed securities	38,987	97	(107)	38,977
U.S treasury securities	38,800	41	(19)	38,822
Other	29,016	154	(184)	28,986
Total available-for-sale securities	613,341	2,863	(3,749)	612,455
Total investments	$ 3,483,307	$ 2,863	$ (3,749)	$ 3,482,421

All available-for-sale securities were included in Funds held for clients at June 30, 2025 and 2026.

Cash and cash equivalents and funds held for clients' cash and cash equivalents included demand deposit accounts and money market funds as of June 30, 2025 and 2026.

Classification of investments on the consolidated balance sheets was as follows:

	June 30, 2025	2026
Cash and cash equivalents	$ 398,070	$ 271,917
Funds held for clients	2,704,137	3,210,504
Total investments	$ 3,102,207	$ 3,482,421

Available-for-sale securities that have been in an unrealized loss position for a period of less and greater than 12 months as of June 30, 2025 and 2026 had fair market value as follows:

	June 30, 2025					
	Securities in an unrealized loss position for less than 12 months		Securities in an unrealized loss position for greater than 12 months		Total	
	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Corporate bonds	$ (9)	$ 10,002	$ (67)	$ 8,279	$ (76)	$ 18,281
Asset-backed securities	(4)	4,154	(3)	2,948	(7)	7,102
Certificates of deposit	(3)	19,468	—	—	(3)	19,468
U.S. treasury securities	(25)	37,581	(2)	998	(27)	38,579
Commercial paper	(1)	17,272	—	—	(1)	17,272
Total available-for-sale securities	$ (42)	$ 88,477	$ (72)	$ 12,225	$ (114)	$ 100,702

	June 30, 2026					
	Securities in an unrealized loss position for less than 12 months		Securities in an unrealized loss position for greater than 12 months		Total	
	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Corporate bonds	$ (3,431)	253,572	$ (8)	$ 1,947	$ (3,439)	$ 255,519
Asset-backed securities	(107)	18,105	—	—	(107)	18,105
U.S. treasury securities	(19)	31,823	—	—	(19)	31,823
Other	(184)	12,235	—	—	(184)	12,235
Total available-for-sale securities	$ (3,741)	$ 315,735	$ (8)	$ 1,947	$ (3,749)	$ 317,682

The Company regularly reviews the composition of its portfolio to determine the existence of credit impairment. The Company did not recognize any credit impairment losses during the years ended June 30, 2024, 2025 or 2026. All securities in the Company's portfolio held an A rating or better as of June 30, 2026.

The Company did not make any material reclassification adjustments out of Accumulated other comprehensive income for realized gains and losses on the sale of available-for-sale securities during the years ended June 30, 2024, 2025 or 2026. Gross realized gains and losses on the sale of available-for-sale securities were immaterial for the years ended June 30, 2024, 2025 and 2026.

Expected maturities of available-for-sale securities at June 30, 2026 were as follows:

	Amortized cost	Fair value
One year or less	$ 65,383	$ 65,587
One year to two years	49,381	49,489
Two years to three years	191,146	192,912
Three years to five years	297,696	294,659
Five years and thereafter	9,735	9,808
Total available-for-sale securities	$ 613,341	$ 612,455

(5) Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets and liabilities.
- Level 2—Quoted prices in active markets for similar assets and liabilities, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company measures cash and cash equivalents, funds held for clients' cash and cash equivalents, accounts receivable, accounts payable and client fund obligations at fair value on a recurring basis using Level 1 inputs and borrowings under its credit facility using Level 2 inputs. The Company considers the recorded value of these financial assets and liabilities to approximate the fair value of the respective assets and liabilities at June 30, 2025 and 2026 based upon the short-term nature of these assets and liabilities.

Marketable securities classified as available-for-sale are recorded at fair value on a recurring basis using Level 2 inputs obtained from an independent pricing service. Available-for-sale securities may include commercial paper, corporate bonds, asset-backed securities, U.S. treasury securities and other securities. The independent pricing service utilizes a variety of inputs including benchmark yields, broker/dealer quoted prices, reported trades, issuer spreads as well as other available market data. The Company, on a sample basis, validates the pricing from the independent pricing service against another third-party pricing source for reasonableness. The Company has not adjusted any prices obtained by the independent pricing service, as it believes they are appropriately valued. There were no available-for-sale securities classified in Level 3 of the fair value hierarchy at June 30, 2025 or 2026.

The fair value level for the Company's cash and cash equivalents and available-for-sale securities was as follows:

	June 30, 2025			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 398,070	$ 398,070	$ —	$ —
Funds held for clients' cash and cash equivalents	2,084,456	2,084,456	—	—
Available-for-sale securities:				
Corporate bonds	378,592	—	378,592	—
Asset-backed securities	52,178	—	52,178	—
Certificates of deposit	61,687	—	61,687	—
U.S. treasury securities	85,264	—	85,264	—
Commercial paper	17,272	—	17,272	—
Other	24,688	—	24,688	—
Total available-for-sale securities	619,681	—	619,681	—
Total investments	$ 3,102,207	$ 2,482,526	$ 619,681	$ —

	June 30, 2026			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 271,917	$ 271,917	$ —	$ —
Funds held for clients' cash and cash equivalents	2,598,049	2,598,049	—	—
Available-for-sale securities:				
Corporate bonds	505,670	—	505,670	—
Asset-backed securities	38,977	—	38,977	—
U.S. treasury securities	38,822	—	38,822	—
Other	28,986	—	28,986	—
Total available-for-sale securities	612,455	—	612,455	—
Total investments	$ 3,482,421	$ 2,869,966	$ 612,455	$ —

Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis

The Company records assets acquired and liabilities assumed in business combinations at fair value. Refer to Note 7 for further details on the fair value measurements of certain assets and liabilities recorded at fair value on a non-recurring basis using Level 3 inputs.

(6) Accounts Receivable, Net

The components of accounts receivable were as follows:

	Year Ended June 30,	
	2025	2026
Trade receivables	$ 25,461	$ 35,153
Accrued interest on funds held for clients	10,320	9,487
Other	8,698	8,765
Gross accounts receivable	44,479	53,405
Allowance for credit losses	(2,837)	(3,312)
Accounts receivable, net	$ 41,642	$ 50,093

Activity in the allowance for credit losses related to accounts receivable was as follows:

	Year Ended June 30,		
	2024	2025	2026
Balance at the beginning of the year	$ 1,620	$ 2,375	$ 2,837
Charged to expense	1,565	1,382	1,905
Write-offs	(810)	(1,168)	(1,494)
Additions due to acquisition	—	248	64
Balance at the end of the year	$ 2,375	$ 2,837	$ 3,312

(7) Business Combinations

The Company accounts for business combinations in accordance with ASC 805, Business Combinations. The Company recorded the acquisitions disclosed below using the acquisition method of accounting and recognized assets and liabilities at their fair values as of the date of acquisitions, with the excess recorded to goodwill. The results of these acquisitions have been included in the Company's consolidated financial statements since their respective closing dates. The goodwill related to these transactions is primarily attributable to the assembled workforce and growth opportunities from the expansion and enhancement of the Company's product offerings and is not deductible for income tax purposes. Direct costs related to these acquisitions were not material and were expensed as incurred primarily as General and administrative in the Consolidated Statements of Operations and Comprehensive Income.

TraceHQ.com Inc.

On November 30, 2023, the Company acquired all of the outstanding shares of TraceHQ.com, Inc. ("Trace") through a merger of Trace with a subsidiary of the Company for cash consideration of $12,086, subject to working capital and other customary purchase price adjustments. Trace offers a headcount planning solution that expands the Company's product functionality in this area. The allocation of the purchase price for Trace was approximately $6,809 of goodwill, $4,200 of proprietary technology and other immaterial assets and liabilities, which reflects certain immaterial measurement period adjustments recorded during the years ended June 30, 2024 and 2025. Pro forma information is not presented for the Trace acquisition because the effects of the acquisition are not material to the Company's consolidated financial statements.

Airbase Inc.

On October 1, 2024, the Company acquired all of the outstanding shares of Airbase Inc. ("Airbase") for cash consideration of $320,205, net of cash acquired and preliminary purchase price adjustments, which was funded by borrowings under its credit facility. Refer to Note 12 for more information on the credit facility. Airbase is a modern finance and spend management software solution that combines bill pay/accounts payable automation, expense management, corporate cards and procurement capabilities. The acquisition was consummated to enable the Company to provide a comprehensive solution and modern client experience for managing payroll and non-payroll spend on a single integrated platform.

The allocation of the purchase price for Airbase was as follows, which reflects certain immaterial measurement period adjustments recorded before the measurement period closed on September 30, 2025:

Cash and cash equivalents	$ 41,250
Funds held for clients	42,354
Proprietary technology	75,200
Client relationships	3,800
Non-solicitation agreements	2,400
Trade names	2,100
Goodwill	234,295
Other assets acquired	15,786
Client fund obligations	(42,354)
Other liabilities assumed	(13,376)
Total	$ 361,455

The Company's fair value estimate of the acquired proprietary technology is based on a relief from royalty rate methodology which includes, but is not limited to, forecasted revenue growth rates, royalty rates, technology migration rates and required rate of return.

Unaudited Pro Forma Financial Information

The unaudited pro forma information below summarizes the combined results of the Company and Airbase as if the Company's acquisition of Airbase closed on July 1, 2023, but does not necessarily reflect the combined actual results of operations of the Company and Airbase that would have been achieved, nor is it necessarily indicative of future results of operations. The unaudited pro forma information reflects certain adjustments that were directly attributable to the acquisition of Airbase, including amortization of acquired intangible assets, interest expense incurred to fund the acquisition and acquisition related costs.

	2024	2025
Revenue	$ 1,422,873	$ 1,601,619
Net income	$ 158,844	$ 224,620

Grayscale Labs, Inc.

On April 6, 2026, the Company acquired all of the outstanding shares of Grayscale Labs, Inc. ("Grayscale") through a merger for cash consideration of $50,240, subject to working capital and other customary purchase price adjustments. Grayscale is an AI-powered recruiting automation company. This acquisition expands the Company's recruiting capabilities with AI-powered automation to enable its clients to engage candidates earlier and move faster through time-sensitive hiring workflows. The preliminary allocation of the purchase price for Grayscale was approximately $35,806 of goodwill, $11,600 of proprietary technology, $3,200 of client relationships and other immaterial assets and liabilities. The fair values of the assets acquired and liabilities assumed due to this acquisition are currently provisional and are subject to change over the measurement period. The measurement period will end no later than one year from the acquisition date. Pro forma information is not presented for the Grayscale acquisition because the effects of the acquisition are not material to the Company's consolidated financial statements.

(8) Capitalized Internal-Use Software

Capitalized internal-use software and accumulated amortization were as follows:

	June 30,	
	2025	2026
Capitalized internal-use software	$ 400,122	$ 481,895
Accumulated amortization	(267,805)	(338,301)
Capitalized internal-use software, net	$ 132,317	$ 143,594

Amortization of capitalized internal-use software amounted to $45,246, $59,948 and $70,496 for the years ended June 30, 2024, 2025 and 2026, respectively and is included in Cost of revenues.

(9) Property and Equipment

The major classes of property and equipment were as follows:

	June 30,	
	2025	2026
Office equipment	$ 2,779	$ 2,898
Computer equipment	67,372	82,131
Furniture and fixtures	13,317	15,789
Software	12,793	13,455
Leasehold improvements	50,747	60,979
Time clocks rented by clients	10,913	12,249
Total	157,921	187,501
Accumulated depreciation	(103,711)	(116,098)
Property and equipment, net	$ 54,210	$ 71,403

Depreciation expense amounted to $20,744, $20,568 and $19,970 for the years ended June 30, 2024, 2025 and 2026, respectively.

(10) Goodwill and Intangible Assets

The following table summarizes changes in goodwill during the years presented below:

	Year Ended June 30,	
	2025	2026
Balance at beginning of year	$ 108,937	$ 343,100
Additions attributable to acquisitions	234,237	35,806
Measurement period adjustments	(74)	58
Balance at end of year	$ 343,100	$ 378,964

Refer to Note 7 for further details on acquisition activity during the years ended June 30, 2025 and 2026.

The Company's amortizable intangible assets and estimated useful lives were as follows:

	June 30,		Weighted average useful life (years)
	2025	2026	
Proprietary technology	$ 122,529	$ 134,129	6.4
Client relationships	26,000	29,200	7.1
Non-solicitation agreements	4,000	4,000	3.7
Trade names	3,740	3,740	5.0
Total	156,269	171,069	
Accumulated amortization	(63,598)	(84,929)	
Intangible assets, net	$ 92,671	$ 86,140	

Amortization expense for acquired intangible assets was $10,436, $19,120 and $21,331 for the years ended June 30, 2024, 2025 and 2026, respectively, and is included in Cost of revenues and General and administrative.

Future amortization expense for acquired intangible assets was as follows as of June 30, 2026:

Fiscal 2027	$ 21,216
Fiscal 2028	19,351
Fiscal 2029	15,885
Fiscal 2030	13,998
Fiscal 2031	13,004
Thereafter	2,686
Total	$ 86,140

(11) Accrued Expenses

The components of accrued expenses were as follows:

	June 30,	
	2025	2026
Accrued payroll and personnel costs	$ 106,808	$ 108,617
Operating lease liabilities	8,621	9,522
Deferred revenue	35,721	42,581
Other	41,931	39,559
Total accrued expenses	$ 193,081	$ 200,279

(12) Debt

The Company maintains a revolving credit agreement with PNC Bank, National Association, and other lenders, which is secured by substantially all of the Company's assets, subject to certain restrictions. The credit agreement provides for a senior secured revolving credit facility ("credit facility") with borrowing capacity up to $550,000, which may be increased up to $825,000, subject to obtaining additional lender commitments and certain approvals and satisfying other requirements. The credit facility is scheduled to expire in August 2027, and any outstanding borrowings will mature and be payable upon expiration. During fiscal 2025, the Company borrowed $325,000 to fund the acquisition of Airbase Inc. in October 2024, of which it repaid $162,500 during fiscal 2025 and an additional $81,250 during fiscal 2026. As a result, $81,250 remained outstanding at June 30, 2026. Refer to Note 7 for further details on the Company's acquisition of Airbase Inc. The Company incurred interest expense related to any borrowings at an average interest rate of 4.20% and 5.07% during the year ended June 30, 2025 and 2026.

The proceeds of any borrowings are to be used to fund working capital, capital expenditures and general corporate purposes, including share repurchases and permitted acquisitions, investments, and distributions. The Company may generally borrow, prepay and reborrow under the credit facility and terminate or reduce the lenders' commitments at any time prior to revolving credit facility expiration without a premium or a penalty, other than customary "breakage" costs.

Any borrowings under the credit facility will bear interest, at the Company's option, at a rate per annum determined by reference to either the Term Secured Overnight Financing Rate ("SOFR") rate plus the SOFR Adjustment or an adjusted base rate, in each case plus an applicable margin ranging from 0.875% to 1.500% and 0.00% to 0.500%, respectively, based on the then-applicable net total leverage ratio. Additionally, the Company is required to pay certain commitment, letter of credit fronting and letter of credit participation fees on available and/or undrawn portions of the credit facility.

The Company is required to comply with certain customary affirmative and negative covenants, including a requirement to maintain a maximum net total leverage ratio of not greater than 4.00 to 1.00, (with a step up to 4.50 to 1.00 for the 4 consecutive fiscal quarters following a fiscal quarter in which certain permitted acquisitions are consummated), and a minimum interest coverage ratio of not less than 2.00 to 1.00. As of June 30, 2026, the Company was in compliance with all of the aforementioned covenants.

(13) Leases

The Company primarily leases office space under non-cancellable operating leases expiring on various dates from January 2027 through January 2037. The leases provide for increasing annual base rents and oblige the Company to fund its proportionate share of operating expenses and, in certain cases, real estate taxes. The Company also leases various types of office and production related equipment under non-cancellable operating leases expiring on various dates from July 2026 through September 2028.

The components of operating lease expense were as follows:

	Year Ended June 30,		
	2024	2025	2026
Operating lease cost	$ 8,590	$ 8,772	$ 8,831
Short-term lease cost	568	1,378	1,727
Variable lease cost	4,614	4,871	5,194
Total lease costs	$ 13,772	$ 15,021	$ 15,752

Operating lease cost excludes $4,283 in lease exit gains recorded during the year ended June 30, 2024.

The classification of the Company's operating lease right-of-use assets, operating lease liabilities and other supplemental information related to the Company's operating leases were as follows:

	June 30,	
	2025	2026
Operating lease right-of-use assets	$ 35,997	$ 33,137
Accrued expenses	$ 8,621	$ 9,522
Long-term operating lease liabilities	$ 46,772	$ 42,200
Weighted-average remaining lease term (years)	6.3	5.7
Weighted-average discount rate	4.88 %	5.05 %

The following table summarizes supplemental cash flow information related to the Company's operating leases:

	Year Ended June 30,		
	2024	2025	2026
Cash paid for amounts included in the measurement of operating lease liabilities	$ 9,855	$ 9,850	$ 10,058
Operating lease assets obtained in exchange for new liabilities	$ 1,059	$ 8,437	$ 1,136

The undiscounted cash flows for future maturities of the Company's operating lease liabilities and the reconciliation to the balance of operating lease liabilities reflected on the Company's balance sheet were as follows as of June 30, 2026:

Fiscal 2027	$ 11,738
Fiscal 2028	11,429
Fiscal 2029	9,771
Fiscal 2030	9,388
Fiscal 2031	6,566
Thereafter	10,732
Total undiscounted cash flows	59,624
Less: Present value discount	(7,902)
Total operating lease liabilities	$ 51,722

The table above excludes $8,563 of undiscounted future minimum lease payments for operating lease liabilities for office space that had not yet commenced for a term of 10.6 years.

(14) Income Taxes

(a) ***Income before Income Taxes***

Income before income taxes for the year ended June 30, 2026 consisted of the following:

Domestic	$ 382,102
Foreign	5,201
Total	$ 387,303

(b) ***Income Taxes***

Income tax expense for the years ended June 30, 2024, 2025 and 2026 consisted of the following:

	Year Ended June 30,		
	2024	2025	2026
Current taxes			
Federal	$ 30,900	$ 65,188	$ 13,040
State and local	11,524	18,918	20,609
International	—	999	1,002
Deferred taxes:			
Federal	26,438	(4,072)	75,459
State and local	1,387	940	8,425
International	—	(37)	(973)
Total income tax expense	$ 70,249	$ 81,936	$ 117,562

(c) ***Tax Rate Reconciliation***

Income tax expense differed from the amounts computed by applying the U.S. federal income tax rate of 21% for the year ended June 30, 2026 to pretax income as a result of the following:

	Year Ended June 30, 2026	
U.S. federal statutory tax rate	$ 81,333	21.0 %
State and local income taxes, net of federal income tax effect [(i)]	24,707	6.4
Foreign tax effects	(1,064)	(0.3)
Effect of cross-border tax laws	283	0.1
Tax credits		
Research and development tax credits	(9,518)	(2.4)
Other credits	(233)	(0.1)
Changes in unrecognized tax benefits	1,234	0.3
Non-taxable or non-deductible items		
Stock-based compensation	18,318	4.7
Other non-deductible expenses	2,502	0.7
Effective tax rate	$ 117,562	30.4 %

(i) State taxes in California, Illinois, Florida and Pennsylvania made up the majority (greater than 50%) of the tax effect in this category.

Income tax expense differed from the amounts computed by applying the U.S. federal income tax rate of 21% for the years ended June 30, 2024 and 2025 to pretax income as a result of the following:

	Year Ended June 30,	
	2024	2025
Income tax expense at statutory federal rate	21.0 %	21.0 %
Increase (reduction) in income taxes resulting from:		
Research and development credit and other credits	(2.9)	(2.0)
Non-deductible expenses	0.7	0.5
Change in valuation allowance	(0.5)	—
Stock-based compensation expense	2.7	1.8
State and local income taxes, net of federal income tax benefit	4.3	5.1
Other	0.1	0.1
	25.4 %	26.5 %

The effective tax rate for the years ended June 30, 2024, 2025 and 2026 was 25.4%, 26.5% and 30.4%, respectively, on pre-tax income of $277,015, $309,063 and $387,303, respectively. The increase in the effective tax rate for the years ended June 30, 2024 and 2025 were primarily due to state and local income tax. The increase in effective tax rate for the year ended June 30, 2026 was due to stock-based compensation shortfalls and state and local income taxes.

(d) ***Income Taxes Paid***

The summary of income taxes paid by jurisdiction for the year ended June 30, 2026:

	Year Ended June 30, 2026
Federal	$ 13,100
State and local income taxes	
California	3,657
Florida	2,723
Other states	13,023
Foreign taxes	652
Total income taxes paid	$ 33,155

The amount of cash taxes paid by the Company during the years ended June 30, 2024 and 2025 was $47,619 million and $86,100, respectively.

(e) ***Components of Deferred Tax Assets and Liabilities***

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at June 30, 2025 and 2026 are presented below.

	June 30, 2025	June 30, 2026
Deferred tax assets:		
Operating lease liabilities	$ 14,457	$ 13,150
Accrued expenses	23,101	24,191
Stock-based compensation	25,970	19,524
Net operating loss carryforwards	20,471	16,352
Federal and state tax credits	16,196	16,116
Research and development costs	60,611	4,723
Other	—	1
Total deferred tax assets	160,806	94,057
Valuation allowance	(232)	(2,954)
Net deferred tax assets	160,574	91,103
Deferred tax liabilities:		
Deferred contract costs	(134,448)	(145,341)
Operating lease right-of-use assets	(9,400)	(8,328)
Intangible assets	(20,269)	(20,184)
Depreciation	(8,976)	(12,098)
Other	(2,286)	—
Total deferred tax liabilities	(175,379)	(185,951)
Net deferred tax liabilities	$ (14,805)	$ (94,848)

As of June 30, 2026, the Company maintains a valuation allowance of $2,954 for certain state tax benefits which may not be realized. The increase to the valuation allowance is mainly due to changes to the realizability of Illinois tax attributes due to impacts from the One Big Beautiful Bill Act. Such assessment may change in the future as further evidence becomes available.

At June 30, 2026, the Company has gross net operating loss carryforwards for federal income tax purposes of approximately $37,187, all of which can be carried forward indefinitely. The Company has gross net operating loss

carryforwards for state income tax purposes of approximately $118,343, of which $109,355 expire from 2031 to 2046, while the remaining $8,988 can be carried forward indefinitely. The Company also has gross state research and development tax credits and other state credit carryforwards of approximately $19,232, which expire between 2026 and 2045.

As of June 30, 2025 and 2026, the Company's liabilities for unrecognized tax benefits, which would impact the Company's effective tax rate if recognized, are presented below. The Company will include applicable penalties and interest when the benefit is recognized:

	Year Ended June 30,	
	2025	2026
Unrecognized tax benefits at beginning of the year	$ 2,435	$ 3,306
Additions for current year tax positions	848	1,022
Additions for tax positions of prior periods	23	212
Unrecognized tax benefit at end of year	$ 3,306	$ 4,540

The Company files income tax returns with the United States federal government and various state jurisdictions. Certain tax years remain open for federal and state tax reporting jurisdictions in which the Company does business due to net operating loss and tax credit carryforwards from such years or utilized in a period remaining open for audit under normal statute of limitations relating to income tax liabilities. The Company, including its domestic subsidiaries, files a consolidated federal income tax return. For years before fiscal year ended June 30, 2023, the Company is no longer subject to U.S. federal examination; however, the Internal Revenue Service (IRS) has the ability to review years prior to fiscal year 2023 to the extent the Company utilized tax attributes carried forward from those prior years. The statute of limitations on state filings is generally three to four years.

On July 4, 2025, the One Big Beautiful Bill Act (the "Act") was enacted into law. The Act included changes to U.S. income tax law that were applicable to the Company beginning in fiscal 2026. The Act included significant provisions such as accelerated tax deductions for qualified property and research expenditures. The Company incorporated the impacts of the Act into its Consolidated Financial Statements, including applicable impacts related to the realizability of state income tax attributes.

(15) Stockholders' Equity

Common Stock

Holders of common stock are entitled to one vote per share and to receive dividends, when declared. The holders have no preemptive or other subscription rights, and there are no redemption or sinking fund provisions with respect to such shares.

Share Repurchase Program

In April 2024, the Company's board of directors approved a share repurchase program (the "Repurchase Program") under which the Company is authorized to purchase (in the aggregate) up to $500,000 of its issued and outstanding common stock. The board of directors subsequently approved increases to the authorized amount under the Repurchase Program of $500,000 in July 2025 and an additional $1,000,000 in April 2026. Under the Repurchase Program, shares may be repurchased from time-to-time in open market transactions at prevailing market prices, privately negotiated transactions or by other means, including the use of Rule 10b5-1 trading plans entered into by the Company. The actual timing, number and value of shares repurchased under the Repurchase Program will depend on the market price of its common stock, trading volume, general market conditions and other corporate and economic considerations. The Repurchase Program does not obligate the Company to repurchase any specific number of shares and may be modified, suspended or terminated at any time. During the years ended June 30, 2024, 2025 and 2026, the Company repurchased 1,050, 787 and 2,752 shares, respectively, for $150,000, $149,638 and $398,113, respectively. All shares of common stock repurchased were retired. As of June 30, 2026, $1,302,250 remained available for future share repurchases under the Repurchase Program.

(16) Benefit Plans

(a) ***Equity Incentive Plans***

The Company maintained a 2014 Equity Incentive Plan (the "2014 Plan") and continues to maintain a 2023 Equity Incentive Plan (the "2023 Plan"), which was amended and restated in December 2025 to increase the number of shares available for issuance by 444 shares and remove certain share recycling provisions for stock options and stock appreciation rights. The 2023 Plan serves as the successor to the 2014 Plan and permits the granting of restricted stock units ("RSUs"), performance stock units ("PSUs"), market stock units ("MSUs") and other equity incentives at the discretion of the compensation committee of the Company's board of directors ("Committee"). No new awards have been nor will be issued under the 2014 Plan since the effective date of the 2023 Plan. Outstanding awards under the 2014 Plan continue to be subject to the terms and conditions of the 2014 Plan.

As of June 30, 2026, the Company had 3,241 shares allocated to the 2023 Plan, of which 1,515 shares were subject to outstanding awards. Generally, the Company issues previously unissued shares for the vesting of awards; however, shares previously subject to 2023 Plan grants or awards that are forfeited or net settled at exercise or release may be reissued to satisfy future issuances.

Stock-based compensation expense related to RSUs, PSUs, MSUs and the Employee Stock Purchase Plan (as described below) was included in the following line items in the accompanying Consolidated Statements of Operations and Comprehensive Income:

	Year Ended June 30,		
	2024	2025	2026
Cost of revenues	$ 18,927	$ 17,945	$ 15,907
Sales and marketing	35,536	35,305	31,634
Research and development	36,072	35,786	30,577
General and administrative	55,497	53,784	60,539
Total stock-based compensation expense	$ 146,032	$ 142,820	$ 138,657

In addition, the Company capitalized $14,376, $12,996 and $11,817 of stock-based compensation expense in its capitalized internal-use software costs in the years ended June 30, 2024, 2025 and 2026, respectively.

There were no stock options granted during the years ended June 30, 2024, 2025 or 2026. The total intrinsic value of options exercised during the years ended June 30, 2024 and 2025 was $18,438 and $22,819, respectively. There were no stock options exercised or outstanding during the year ended June 30, 2026.

The Company grants RSUs under its equity incentive plans with terms determined at the discretion of the Committee. RSUs generally vest over four years following the grant date and have time-based vesting conditions. The following table represents restricted stock unit activity during the year ended June 30, 2026:

	Units	Weighted average grant date fair value
RSU balance at July 1, 2025	1,361	$ 187.32
RSUs granted	864	$ 168.19
RSUs vested	(741)	$ 197.88
RSUs forfeited	(184)	$ 175.56
RSU balance at June 30, 2026	1,300	$ 170.25

The Company also grants PSUs under the 2023 Plan with terms determined at the discretion of the Committee. The actual number of PSUs that will be eligible to vest is based on the achievement of Recurring and other revenue targets over a one year period with vesting taking place annually over three years. Up to 200% of the target number of shares subject to each PSU are eligible to be earned. The following table represents performance stock unit activity during the year ended June 30, 2026:

	Units	Weighted average grant date fair value
PSU balance at July 1, 2025	55	$ 155.95
PSUs granted	70	$ 170.07
PSUs vested	(36)	$ 155.95
PSU balance at June 30, 2026	89	$ 167.02

The Company also grants MSUs under the 2023 Plan with terms determined at the discretion of the Committee. The actual number of MSUs that will be eligible to vest is based on the achievement of a relative total shareholder return ("TSR") target as compared to the TSR realized by each of the companies comprising the Russell 3000 Index over approximately three years. The MSUs vest at the end of each TSR measurement period, and up to 200% of the target number of shares subject to each MSU are eligible to be earned. The following table represents market share unit activity during the year ended June 30, 2026:

	Units	Weighted average grant date fair value
MSU balance at July 1, 2025	167	$ 311.38
MSUs granted	31	$ 224.22
MSUs vested	(25)	$ 391.16
MSUs forfeited	(47)	$ 391.16
MSU balance at June 30, 2026	126	$ 243.98

The Company estimated the grant date fair value of the MSUs using a Monte Carlo simulation model that included the following assumptions:

	Year Ended June 30,		
	2024	2025	2026
Valuation assumptions:			
Expected dividend yield	0 %	0 %	0 %
Expected volatility	44.5%	44.4%	37.7%
Expected term (years)	3.04	3.04	3.04
Risk-free interest rate	4.58%	3.86%	3.70%

At June 30, 2026, there was $99,963 of total unrecognized compensation cost, net of estimated forfeitures, related to unvested RSUs, PSUs and MSUs. That cost is expected to be recognized over a weighted average period of 1.6 years.

The Company recognized excess income tax benefits on $9,374 of stock-based compensation arrangements for the year ended June 30, 2024. The Company recognized tax shortfalls on $2,598 and $69,333 of stock-based compensation arrangements for the years ended June 30, 2025 and 2026, respectively. The tax impacts for all years were recognized through Income tax expense.

(b) ***Employee Stock Purchase Plan***

Under the Company's Employee Stock Purchase Plan ("ESPP"), the Company can grant stock purchase rights to all eligible employees during specific offering periods. Shares are purchased through employees' payroll deductions, up to a maximum of 10% of employees' compensation for each purchase period, at a purchase price equal to 85% of the lesser of

the fair market value of the Company's common stock at the first trading day of the applicable offering period or the purchase date. The ESPP is considered compensatory and results in compensation expense.

As of June 30, 2026, a total of 1,726 shares of common stock were reserved for future issuances under the ESPP.

The Company issued a total of 171 shares upon the completion of its six-month offering periods ending November 15, 2025 and May 15, 2026. The Company recorded compensation expense attributable to the ESPP of $6,378, $5,988 and $5,732 for the years ended June 30, 2024, 2025 and 2026, respectively, which is included in the summary of stock-based compensation expense above. The grant date fair values of the ESPP offering periods were estimated using the following assumptions:

	Year Ended June 30,		
	2024	2025	2026
Valuation assumptions:			
Expected dividend yield	0 %	0 %	0 %
Expected volatility	32.9 - 43.3%	31.3 - 33.4%	27.9 - 43.0%
Expected term (years)	0.5	0.5	0.5
Risk-free interest rate	5.26 - 5.41%	4.30 - 5.41%	3.77 - 4.30%

(c) ***401(k) Plan***

The Company maintains a 401(k) plan with a matching provision that covers all eligible employees. The Company matches 50% of employees' contributions up to 8% of their gross pay. Contributions were $17,377, $18,946 and $19,568 for the years ended June 30, 2024, 2025 and 2026, respectively.

(17) Commitments and Contingencies

(a) ***Employment Agreements***

The Company has employment agreements with certain of its key officers. The agreements allow for annual compensation increases, participation in equity incentive plans and bonuses for annual performance as well as certain change of control events as defined in the agreements.

(b) ***Litigation***

On November 16, 2020, a potential class action complaint was filed against the Company with the Circuit Court of Cook County alleging that the Company violated the Illinois Biometric Information Privacy Act. The complaint sought statutory damages, attorney's fees and other costs. On April 22, 2025, this matter was dismissed with prejudice. On May 21, 2025, the plaintiff filed a notice of appeal. The Company will continue to vigorously defend against this lawsuit on appeal.

On September 11, 2023, a second potential class action complaint was filed against the Company with the Circuit Court of Cook County that alleges violations of the Illinois Biometric Information Privacy Act that overlap with claims in the first action. On June 13, 2025, the Company settled this matter without a material impact on the Company's financial statements.

Additionally, from time to time, the Company is subject to litigation arising in the ordinary course of business. Many of these matters are covered in whole or in part by insurance. In the opinion of the Company's management, the ultimate disposition of any matters currently outstanding or threatened will not have a material adverse effect on the Company's financial position, results of operations, or liquidity. However, these matters are subject to inherent uncertainties and could materially impact the Company's financial position, results of operations, or liquidity based on the final disposition of these matters.

(18) Net Income Per Share

Basic net income per share is computed using the weighted-average number of common shares outstanding during the period. Diluted net income per share is computed using the weighted-average number of common shares outstanding during the period and, if dilutive, potential common shares outstanding during the period. The Company's potential common shares consist of the incremental common shares issuable upon the exercise of stock options, the release of restricted stock units and market share units and the shares purchasable via the employee stock purchase plan as of the balance sheet date.

The following table presents the calculation of basic and diluted net income per share:

	Year Ended June 30,		
	2024	2025	2026
Numerator:			
Net income	$ 206,766	$ 227,127	$ 269,741
Denominator:			
Weighted-average shares used in computing net income per share:			
Basic	56,214	55,649	54,082
Weighted-average effect of potentially dilutive shares:			
Employee stock options, restricted stock units, performance stock units and market stock units	762	901	688
Diluted	56,976	56,550	54,770
Net income per share:			
Basic	$ 3.68	$ 4.08	$ 4.99
Diluted	$ 3.63	$ 4.02	$ 4.92

The following table summarizes the outstanding restricted stock units and market stock units as of the balance sheet date that were excluded from the diluted per share calculation for the periods presented because to include them would have been anti-dilutive:

	Year Ended June 30,		
	2024	2025	2026
Restricted stock units	12	8	31
Performance stock units	—	—	22
Market stock units	12	68	—
Total	24	76	53

(19) Segment Reporting

As disclosed in Note 2, the Company determined that it operates as one operating and reportable segment and derives revenues from customers by providing its HCM, finance and IT software solutions. The Company's chief operating decision maker ("CODM") is its president and chief executive officer. The CODM utilizes consolidated net income and certain non-GAAP measures, including adjusted EBITDA, along with other information contained in the consolidated financial statements to assess the Company's performance and guide decisions on allocation of resources. The segment's total assets are reported on the consolidated balance sheet.

The following table presents the Company's revenue, significant expenses and other segment items as included in consolidated net income:

	Year Ended June 30,		
	2024	2025	2026
Revenue	$ 1,402,515	$ 1,595,221	$ 1,771,326
Adjusted cost of revenue	(367,757)	(401,428)	(439,165)
Adjusted sales and marketing	(297,944)	(335,775)	(360,261)
Adjusted research and development	(139,109)	(165,063)	(186,842)
Adjusted general and administrative	(130,575)	(148,618)	(157,276)
Other income	16,922	5,039	1,310
Income tax expense	(70,249)	(81,936)	(117,562)
Other segment items	(207,037)	(240,313)	(241,789)
Net income	$ 206,766	$ 227,127	$ 269,741

Other segment items primarily include amortization of capitalized internal-use software and acquired intangible assets and stock-based compensation expense.

Appendix A:

Reconciliation of GAAP to Non-GAAP Financial Measures

Long-Term Financial Targets

We are unable to reconcile the forward-looking non-GAAP financial measures of Adjusted Gross Profit, Non-GAAP Total R&D, Non-GAAP Sales and Marketing, Non-GAAP General & Administrative, Adjusted EBITDA, and Free Cash Flow to their directly comparable GAAP financial measures, because the information needed to complete the reconciliations is unavailable at this time without unreasonable effort.

Adjusted EBITDA $ Millions

For the years ended June 30,

Reconciliation from Net income to Adjusted EBITDA and Adjusted EBITDA excluding interest income on funds held for clients:	2023	2024	2025	2026
Net income	$ 140.8	$ 206.8	$ 227.1	$269.7
Interest expense	0.7	0.8	13.1	5.8
Income tax expense	17.8	70.2	81.9	117.6
Depreciation and amortization expense	60.9	76.4	99.6	111.8
EBITDA	**$ 220.2**	**$ 354.2**	**$ 421.8**	**$ 504.9**
Stock-based compensation expense and employer payroll taxes related to stock releases and option exercises	154.5	152.5	150.1	144.1
Other items(1)	0.5	(1.1)	11.2	5.8
Adjusted EBITDA	**$ 375.2**	**$ 505.6**	**$ 583.0**	**$ 654.9**
Interest income on funds held for clients	(76.6)	(120.9)	(123.4)	(120.0)
Adjusted EBITDA excluding interest income on funds held for clients	**$ 298.6**	**$ 384.7**	**$ 459.6**	**$ 534.9**

(1) Represents acquisition and nonrecurring transaction-related costs, lease exit activity, and severance costs related to certain roles that have been eliminated. We exclude one-off severance costs that we incur as part of the normal course of our business operations.

Free Cash Flow $ Millions

For the years ended June 30,

Reconciliation of Free cash flow and Free cash flow excluding interest income on funds held for clients:	2023	2024	2025	2026
Net cash provided by operating activities	$ 282.7	$ 384.7	$ 418.2	$ 533.3
Capitalized internal-use software costs	(45.0)	(60.7)	(62.4)	(69.3)
Purchases of property and equipment	(21.9)	(18.1)	(13.1)	(36.2)
Free cash flow	**$ 215.8**	**$ 305.9**	**$ 342.8**	**$ 427.8**
Interest income on funds held for clients	(76.6)	(120.9)	(123.4)	(120.0)
Free cash flow excluding interest income on funds held for clients	**$ 139.2**	**$ 185.1**	**$ 219.3**	**$ 307.8**

Totals may not recalculate due to rounding.

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