

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 May 31, 2024

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 0-11330

Paychex, Inc.

(Exact name of registrant as specified in its charter)

Delaware

16-1124166

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

911 Panorama Trail South

14625-2396

(Zip Code)

Rochester

,

NY

(Address of principal executive offices)

Registrant's telephone number, including area code: (585) 385-6666

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

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock, \$0.01 par value

PAYX

NASDAQ
Global Select Market

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 an 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.

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Large Accelerated Filer

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

As of November 30, 2023, the last business day of the most recently completed second fiscal quarter, shares held by non-affiliates of the registrant had an aggregate market value of \$

32,214,666,636

based on the closing price reported for such date on the NASDAQ Global Select Market.

As of June 30, 2024,

360,126,911
shares of the registrant's common stock, \$0.01 par value, were outstanding.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement to be issued in connection with its Annual Meeting of Stockholders to be held on or about October 10, 2024, to the extent not set forth herein, are incorporated by reference into Part III, Items 10 through 14, inclusive.

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PART I

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain written and oral statements made by management of Paychex, Inc. and its wholly owned subsidiaries ("Paychex," the "Company," "we," "our," or "us") may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States ("U.S.") Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by such words and phrases as "expect," "estimate," "intend," "intent," "outlook," "will," "would," "projections," "strategy," "mission," "anticipate," "believe," "could," "may," "target," "potential," "purpose," "design," "might," and other similar words or phrases. Examples of forward-looking statements include, among others, statements we make regarding operating performance, events, or developments that we expect or anticipate will occur in the future, including statements relating to our outlook, revenue growth, earnings, earnings-per-share growth, or similar projections.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations, and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict, many of which are outside our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not place undue reliance upon any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- our ability to keep pace with changes in technology or provide timely enhancements to our solutions and support;
- software defects, undetected errors, and development delays for our solutions;
- the possibility of cyberattacks, security vulnerabilities or Internet disruptions, including data security and privacy leaks and data loss and business interruptions;
- the possibility of failure of our business continuity plan during a catastrophic event;
- the failure of third-party service providers to perform their functions;
- the possibility that we may be exposed to additional risks related to our co-employment relationship with our professional employer organization ("PEO") business;
- changes in health insurance and workers' compensation insurance rates and underlying claim trends;
- risks related to acquisitions and the integration of the businesses we acquire;
- our clients' failure to reimburse us for payments made by us on their behalf;
- the effect of changes in government regulations mandating the amount of tax withheld or the timing of remittances;
- our failure to comply with covenants in our debt agreements;
- changes in governmental regulations, laws, and policies;
- our ability to comply with U.S. and foreign laws and regulations;
- our compliance with data privacy and artificial intelligence laws and regulations;
- our failure to protect our intellectual property rights;
- potential outcomes related to pending or future litigation matters;
- the impact of macroeconomic factors on the U.S. and global economy, and in particular on our small- and medium-sized business clients;
- volatility in the political and economic environment, including inflation and interest rate changes;
- changes in the availability and retention of qualified people; and
- the possible effects of negative publicity on our reputation and the value of our brand.

Any of these factors, as well as such other factors as discussed in Part I, Item 1A, "Risk Factors" and throughout Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K ("Form 10-K"), and in our periodic filings with the Securities and Exchange Commission (the "SEC"), could cause our actual results to differ materially from our anticipated results. The information provided in this Form 10-K is based upon the facts and circumstances known as of the date of this report, and any forward-looking statements made by us in this Form 10-K speak only as of the date on which they are made. Except as required by law, we undertake no obligation to update these forward-looking statements after the date of filing this Form 10-K with the SEC to reflect events or circumstances after such date, or to reflect the occurrence of unanticipated events.

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Our investor presentation regarding the financial results for the fiscal year ended May 31, 2024 is available and accessible on our Paychex Investor Relations portal at <https://investor.paychex.com>. Information available on our website is not a part of, and is not incorporated into, this Form 10-K. We intend to make future investor presentations available exclusively on our Paychex Investor Relations portal.

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Item 1. Business

Unless we state otherwise or the context otherwise requires, the terms "Paychex," "we," "us," "our" and the "Company" refer to Paychex, Inc., a Delaware corporation, and its consolidated subsidiaries.

Overview

We are an industry-leading human capital management ("HCM") company delivering a full suite of technology and advisory services in human resources ("HR"), employee benefit solutions, insurance, and payroll processing. As of May 31, 2024, we served greater than 745,000 small- to medium-sized businesses and their employees across the U.S. and parts of Europe. Paychex was incorporated in Delaware in 1979, maintains a corporate headquarters in Rochester, New York, and has a fiscal year that ends on May 31st.

For any organization, a key function is effective HCM, which requires both resources and expertise. Organizations are faced with continuous evolution in employer-employee relations including: an increasing number and complexity of federal, state, and local regulations; changing workforce dynamics; and challenges attracting and retaining talent. The workplace is rapidly changing as employees increasingly become mobile, work remotely, and expect a user experience similar to consumer-oriented applications. We specialize in helping small- to medium-sized businesses who do not have the resources or expertise to adapt to the constantly evolving environment.

Paychex offers a full range of integrated HCM solutions from hire to retire for businesses and their employees that allows us to customize our offering to the client's business, whether it is small or large, simple or complex. We believe that we have the breadth of solutions to cover the spectrum of the employee life cycle, but we also allow integrations with popular HR, accounting, point-of-sale, and productivity applications.

The key features of our solutions are:

- Comprehensive cloud-based platform optimized to meet the HR and payroll needs of small- and medium-sized organizations;
- Expertise in HR and payroll with our technology backed by approximately 250 compliance experts and over 650 HR business professionals;
- Streamlined workforce management that combines technology with flexible, tech-enabled support options;
- Modern, mobile, and intuitive user experience with self-service capabilities;
- Scalable and customizable platform that allows clients the ability to add services as they grow;
- Software as a service, or "SaaS", delivery model that reduces total cost of ownership for our clients; and
- Advanced data analytics and artificial intelligence ("AI") capabilities powered by large data sets.

We market our solutions through a combination of direct and virtual sales forces and ecommerce solutions supported by various digital lead generation and multi-channel marketing initiatives. Over 50% of our revenues are from solutions other than payroll processing.

Company Strategy

Our strategy is to be the digitally driven HR leader, serving as an essential partner to small-to-medium sized businesses by providing them with the technology and advisory services they need for HR, payroll, benefits, and insurance. We believe that successfully executing this strategy will lead to strong, long-term financial performance. We intend to strengthen and extend our position as a leading provider through continued investments in both our innovative technology and HR advisory solutions. Key elements of our strategy include:

- **Growing our client base and market share.** We operate in a large and growing market, with significant potential to expand within our current target markets. We continually invest in new demand generation, sales tools, go-to-market strategies along with channel partnerships, eCommerce, and digital marketing.
- **Expand our share of wallet.** We offer a full-suite of integrated solutions incorporating a unique combination of industry-leading HR technology and HR advisory solutions that sets us apart in the industry. We intend to continue to increase penetration across our HCM software, HR outsourcing, retirement, insurance, and payments offerings.
- **Leveraging technology innovations.** We continue to invest significantly in our proprietary, award-winning Paychex Flex® platform and mobility applications to maximize efficiency and functionality for our clients and their employees. We believe we are well positioned to capture the AI opportunity with large and growing data sets,

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predictive analytics and AI models, and increased AI investments to improve efficiency, enhance the customer experience, and unlock new growth opportunities.

- **Engaging in strategic acquisitions.** We utilize acquisitions, when appropriate, as a means to expand our portfolio, enter new markets, or increase our scale. We will continue to evaluate and monitor potential acquisitions and target acquisitions that are aligned with our overall strategy.

Our Solutions

Our solutions bring together payroll and HCM software with HR and compliance expertise, along with flexible, personalized, and technology-enabled support capabilities. Clients have the option of doing payroll online using our SaaS technology, outsourcing to our payroll specialists, or using a combination of these methods. Payroll is integrated with HCM software modules for clients who have more complex HR needs. We also provide comprehensive HR outsourcing through our administrative services organization ("ASO") and PEO solutions. The integration of leading-edge technology and flexible support options allows us to meet our clients' needs how, when, and where they want.

We closely monitor the evolving challenges and needs of small- and medium-sized businesses, and proactively aid our clients in navigating macroeconomic challenges, legislative changes, and other complexities they may face. In the fiscal year ended May 31, 2024 ("fiscal 2024"), top challenges for employers were macroeconomic pressures including inflation and interest rates, maintaining sufficient staffing levels, providing appropriate employee development, keeping technology current, and ensuring legal and regulatory compliance.

We provide a unique blend of innovative technology solutions, backed by our extensive compliance and HR expertise, that help customers more effectively hire, develop, and retain top talent in this challenging workforce environment. As businesses operate in a tight labor market, having an online portal for employee self-service that is intuitive and easy-to-use helps increase employee retention and efficiency for our customers. We continue to invest in our technology, enhancing our solutions to continuously improve the customer and employee experiences from hiring and onboarding through employee retention.

HCM Technology: Paychex Flex is our proprietary HCM SaaS platform that provides seamless workforce management throughout the employee life cycle from recruiting and hiring to retirement through an integrated suite of solutions including recruiting, onboarding, HR, time and attendance and employee benefits. It utilizes a single cloud-based platform, with single client and employee records. Clients can select the modules they need and easily customize solutions as they grow. In addition, Paychex Flex presents function-focused analytics throughout the platform, providing HR leaders with data to make more informed business decisions. Paychex Flex uses a device-independent design throughout the HCM suite, which allows full functionality of all application components, regardless of device or screen size. We believe our Paychex mobile solutions add greater value and convenience for our clients and their employees by allowing them instant access on their mobile device, and usage of our mobile and self-service capabilities continue to grow.

HR and Compliance Expertise: Paychex augments its HCM software solutions with 50+ years of experience. We have over 650 HR business professionals who are dedicated to our clients and have the experience and training to provide HR best practices and advice. Our HR business partners are available to provide our ASO and PEO clients with specific guidance on HR issues. In addition, we have approximately 250 compliance professionals who are in real-time contact with tax agencies and regulators to understand upcoming or newly enacted laws and regulations and advocate for our clients' interests. The contributions of these compliance experts are intended to ensure that our HCM solutions are updated in a timely fashion to adhere to applicable regulations and to help our clients stay in compliance.

Technology-Enabled Client Service: Paychex Flex also provides technology-enabled service with options that include self-service, a 24/7 dedicated service center, an individual payroll specialist, and integrated service via a multi-product service center. In addition, medium-sized clients can utilize a relationship manager for more personalized service. This flexible platform services our small- to medium-sized clients and a portion of our PEO business.

Within Paychex Flex, we leverage embedded AI to assist our clients. Our Paychex Flex Intelligence Engine allows individual preference on learning style - via written how-to-documents, tutorial-style video vignettes, or guided interactive tours. The Paychex Flex Intelligence Engine also includes the Flex Assistant, a customer service chatbot that can answer questions across thousands of topics and provides access to over 1,200 instructional resources. At any time, a live Paychex agent is just a click away, with the entire chat conversation available in real-time to provide a more personalized service experience. The Flex Assistant consistently handles nearly two-thirds of questions that would otherwise reach a payroll/HR functionary or a customer service representative, with high satisfaction scores.

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The platform embeds self-service capabilities that empower client employees to manage their HR and benefits information from any location, on any device. These self-service capabilities allow for greater access and convenience for client employees and greater productivity for clients.

Our Clients

Paychex has HR solutions to fit the needs of any small- to medium-sized business, from do-it-yourself payroll to comprehensive HR outsourcing. The target market for our integrated HCM solutions is small- to medium-sized businesses. Within this space, we serve a diverse client base operating in a broad range of industries throughout the U.S. and parts of Europe. The flexibility and scalability of our solutions allow our clients to select the best solution that meets their needs. We utilize service agreements and arrangements with clients that generally do not contain specified contract periods and may be terminated by either party with 30-days notice of termination. We believe client retention is a useful indicator of client satisfaction with our solutions and support. For fiscal 2024, client retention was in the range of 82% to 83% of our beginning client base.

We support our small-business clients, reducing the complexity and risk of running their own payroll, while ensuring greater accuracy with up-to-date tax rates and regulatory information. We simplify their payroll with a combination of our solutions and customer support options for a quick and easy payday. Clients may choose to have our service team handle everything for them, or process payroll themselves utilizing our proprietary, robust SaaS Paychex Flex platform and our SurePayroll® SaaS-based solutions. Both solutions allow users to process payroll when they want, how they want, and on any device (desktop, tablet, and mobile phone).

While Paychex Flex is our primary SaaS-based platform utilized by the majority of our clients for their HCM needs, there are some clients that use other platforms, including SurePayroll clients, and certain PEO clients.

Both our small- and medium-sized clients can choose one of our comprehensive HR outsourcing services, which include ASO and PEO solutions, and participate in our benefits offerings, which include our insurance and retirement services. Our insurance services simplify the insurance process to make it easy to find plans with the features and affordability to meet the client's needs. Our retirement services solutions offer many plan design options to meet the client's requirements, as well as various investment options.

Description of Solutions

Within our HCM solutions, we offer a comprehensive portfolio of HCM technology and HR advisory solutions that allow our clients to meet their diverse HR and payroll needs. Clients can select solutions on an à la carte basis or as part of various solution bundles. Our offerings often leverage the information gathered in our base payroll processing service, allowing us to provide comprehensive outsourcing services covering the HCM spectrum.

Our portfolio of solutions is comprised of the following:

Management Solutions:

- **Payroll processing solutions:** Our payroll processing solutions include the calculation, preparation, and delivery of employee payroll checks; production of internal accounting records and management reports; preparation of federal, state, and local payroll tax returns; and collection and remittance of clients' payroll obligations.
- **Payroll tax administration solutions:** Payroll tax administration solutions provide for accurate preparation and timely filing of quarterly and year-end tax returns, as well as the electronic transfer of funds to the applicable federal, state, and local tax or regulatory agencies. In connection with these services, we electronically collect payroll taxes from clients' bank accounts, typically on payday, prepare and file the applicable tax returns, and remit taxes to the applicable tax or regulatory agencies on the respective due dates. These taxes are typically paid between one and 30 days after receipt of collections from clients, with some items extending up to 90 days. We handle regulatory correspondence, amendments, and penalty and interest disputes.
- **Employee payment solutions:** Our employee payment solutions provide an employer the option of paying their employees by direct deposit, payroll debit card, a check drawn on a Paychex account (ReadyChex®), or a check drawn on the employer's account and electronically signed by us. For each of the first three methods, we electronically collect net payroll from the clients' bank accounts, typically one business day before payday, and provide payment to the employees on payday. Our

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ReadyChex solution provides a cost-effective solution that offers the benefit of convenient, one-step payroll account reconciliation for employers.

We also allow employers to opt for more flexible pay options. Same day ACH functionality is also available for clients using direct deposit, allowing employers the flexibility to pay employees via direct deposit on the same day they initiate payroll. In addition, we are giving business owners the ability to leverage real-time payments to process payroll and deliver net pay to their employees immediately for time worked. Pay-on-demand functionality enables an employee to request access to a portion of earned pay before the scheduled pay date, which is deposited into a traditional bank account or a third-party account.

- **HR solutions:** Our HR solutions allow businesses to outsource and simplify their HR administration and compliance support. These bundled services incorporate integrated HCM technology solutions and HR advisory services through both virtual and on-site availability of a professionally trained HR representative. Clients can opt for different levels of HR outsourcing from our low-touch HR solutions to our full-service HR Pro package. We also offer HR support to non-payroll clients through our HR Partner Plus solution.

- **Retirement solutions administration:** Our retirement solutions line offers a variety of options to employers, including 401(k) plans, 401(k) SIMPLE plans, SIMPLE IRAs, 401(k) plans with safe harbor provisions, owner-only 401(k) plans, Pooled Employer Plans, profit sharing plans, and money purchase plans. These solutions provide plan implementation, ongoing compliance with government regulations, employee and employer reporting, participant and employer online access, electronic funds transfer, and other administrative services. Auto enrollment is an optional plan feature that allows employers to automatically enroll employees in their company's 401(k) plan and increase overall plan participation. Clients may choose from a group of pre-defined fund selections or customize their investment options within their plan. We are the largest 401(k) recordkeeper for small businesses in the U.S. Our large-market retirement services include relationships with financial advisors.

- **HR administration solutions:** We offer cloud-based HR administration software solutions for employee benefits management and administration, time and attendance reporting, recruiting, and onboarding. These services include:

- Paychex HR Online offers powerful tools for managing employee personnel information, performance management, HR compliance, and reporting. Our Learning Management solution complements our performance management tool. When combined with our workflow and approval engine, we offer businesses the flexibility to capture ongoing performance feedback, recommend and enroll employees in specific training courses, and leverage automated workflows to track progress and approve compensation changes tied to performance.
- Digital communication solutions, including Paychex Flex HR Connect and HR Conversations, which helps strengthen connections and keep workers engaged no matter their work location. Paychex Flex HR Connect provides the ability to digitally submit questions, requests, and incident reports directly to HR through an easy-to-use workflow. HR Conversations enables managers and HR leaders to initiate communications with employees, and enhancements to performance assessments allow for 360-degree feedback digitally within the tool.
- Benefits administration software solution that manages the employee-benefit enrollment process for both open-enrollment and life events.
- Time and attendance solutions, including our integrated Paychex Flex Time software, provide timekeeping, scheduling, and workforce analytics. The InVision™ IRIS Time Clock, a biometric clock that scans the iris, provides fast and accurate time capture. Paychex Flex Time also works with wearable technology to allow for employees to clock in and out using their smartwatch.
- Applicant tracking suite provides technology solutions that streamline, simplify, and drive the applicant workflow and onboarding process for companies of all sizes.

- **Regulatory compliance solutions:** We offer new-hire reporting solutions, which enable clients to comply with federal and state requirements to report information on newly hired employees. This information aids federal and state governments in enforcing child support orders and minimizes fraudulent unemployment and workers' compensation insurance claims. Our garnishment processing solution provides deductions from employees' pay, forwards payments to third-party agencies, including those that require electronic payments, and tracks the obligations to fulfillment. These solutions enable employers to comply with legal requirements and reduce the risk of penalties. We also offer comprehensive solutions to help employers and employees with certain mandates under the Affordable Care Act ("ACA"), which sets forth specific coverage and reporting requirements that employers must meet.

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• **Other HR solutions and support:** We offer the outsourcing of plan administration under section 125 of the Internal Revenue Code, allowing employees to use pre-tax dollars to pay for certain health insurance benefits and health and dependent care expenses not covered by insurance. All required implementation, administration, compliance, claims processing and reimbursement, and coverage tests are provided with these services. We offer state unemployment insurance solutions, which provide clients with prompt processing for all claims, appeals, determinations, change statements, and requests for separation documents.

• **Business services:** We offer various business solutions for small- to medium-sized businesses. Our wholly owned subsidiary, Paychex Advance, LLC, provides a portfolio of solutions to the temporary staffing industry, including payroll funding (via the purchase of accounts receivable) and outsourcing services, which include payroll processing, invoicing, and tax preparation. Alterna Capital Solutions, LLC ("Alterna"), which was acquired in July 2023, offers funding to small businesses through the purchase of outstanding accounts receivable balances under non-recourse agreements. In addition, through partnerships with third-party providers, we provide clients opportunities for solutions such as payment processing services, financial programs, and a small-business loan resource center.

PEO and Insurance Solutions:

• **PEO solutions:** Our licensed PEO subsidiaries offer businesses a combined package that includes payroll, employer compliance, HR and employee benefits administration, risk management outsourcing, and both virtual and on-site availability of a professionally trained HR representative, among other services. What differentiates our PEO solutions from our ASO solutions is that we serve as a co-employer of our clients' employees and assume the risks and rewards of certain workers' compensation insurance and certain health insurance offerings. We are certified under the Small Business Efficiency Act to provide PEO solutions. We offer the PEO Protection Plus Package, which helps business owners protect their bottom line from unforeseen costs, including cyberattacks and employee lawsuits.

• **Insurance solutions:** Our licensed insurance agency, Paychex Insurance Agency, Inc., provides insurance through a variety of carriers, allowing employers to expand their employee benefit and corporate offerings at an affordable cost. Insurance offerings include property and casualty coverage such as workers' compensation, business-owner policies, cybersecurity protection, commercial auto, and health and benefits coverage, including health, dental, vision, and life. Our insurance solutions simplify the insurance process to make it easy to find plans with the features and affordability to meet the client's needs. With access to numerous top national and regional insurance carriers, our professional insurance agents have access to a wide selection of plans from which they can best match the insurance needs of small businesses. Additionally, clients have the option to integrate their insurance plans with Paychex payroll processing for easy, accurate plan administration.

Sales and Marketing

We market and sell our solutions and support primarily through our direct sales force based in the markets we serve. Our direct sales force includes sales representatives who have defined geographical territories and specialize within our portfolio of solutions. Our sales representatives are also supported by marketing, advertising, public relations, trade shows, and telemarketing programs. Our virtual sales force manages inbound sales leads, sales in areas without a direct sales force presence, and sales of various ancillary solutions.

In addition to our direct selling and marketing efforts, we utilize other indirect sales channels such as our relationships with existing clients, certified public accountants ("CPAs"), and banks for new client referrals. More than 50% of our new small-market payroll clients (excluding business acquisitions) come from these referral sources. Our dedicated business development group drives sales through banking, national associations, and franchise channels. We also utilize digital marketing as a means to market our services.

We have a long-standing partnership with the American Institute of Certified Public Accountants ("AICPA") as the preferred payroll provider for its AICPA Business Solutions™ Program. Our current partnership agreement with the AICPA is in place through September 2025. We also partner with numerous state CPA society organizations.

Our website is available at www.paychex.com. It is a cost-efficient channel that serves as a source of leads and new sales, while complementing the efforts of our direct and virtual sales forces. The website allows us to market to existing and prospective clients that want to learn more about our solutions and support, and offers information about our core lines of business: human resources (www.paychex.com/human-resources), payroll (www.paychex.com/payroll), benefits (www.paychex.com/employee-benefits), and insurance (www.paychex.com/business-insurance).

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Paychex also builds on its reputation as an expert in the HCM industry by providing education and assistance primarily to businesses and the CPA community. We provide free webinars, podcasts, white papers, and other information on our website to inform businesses on the impact of regulatory change as well as HR and business best practices. Paychex WORX, available at www.paychex.com/worx, is a digital destination for insightful resources useful for businesses at every stage, from entrepreneur to enterprise. Paychex WORX highlights our expertise and ability to help businesses of all sizes with a wide range of HR and financial information for current clients and prospects alike.

We also track current regulatory issues that impact the business community and provide regulatory updates. We issue small business trend reports through our Paychex | IHS Markit Small Business Employment Watch. Our Paychex Accountant Knowledge Center is a free online resource available through our website that brings valuable information and time-saving online tools to accounting professionals. Through Paychex Flex, AccountantHQ offers access to authorized client payroll and HR data and key account contacts, along with an extensive accountant resource library. AccountantHQ drives efficiency by putting accountants in the best position possible to easily access critical client payroll and HR data, as well as powerful reporting tools.

Markets and Competition

We remain focused on servicing small- to medium-sized businesses based upon the growth potential that we believe exists in the markets we serve. Census data indicates that in the U.S., there are over 6 million employer firms in our target markets.

The market for HCM services is highly competitive and fragmented. We have one primary national competitor and we also compete with other national, international, regional, local, and online service providers. In addition to traditional payroll processing and HR service providers, we compete with in-house payroll and HR systems and departments. Payroll and HR systems and software are sold by many vendors. We believe our solutions also compete with a variety of providers of HR services, such as retirement services companies, insurance companies, HR and benefits consulting firms, and national and regional PEOs.

Competition in the payroll processing and HR services industry is primarily based on service responsiveness, product quality and reputation, including ease of use and accessibility of technology, breadth of service and product offerings, and price. We believe we are competitive in each of these areas. Our leading-edge technology and mobility applications, combined with personalized support provided by industry professionals and our technology-enabled solution capabilities, differentiates us from our competitors.

Software Maintenance and Development

The ever-changing mandates of federal, state, and local tax and regulatory agencies require us to regularly update our proprietary software to provide payroll and HR services to our clients. We are continually engaged in developing enhancements to and maintaining our various software platforms to meet the changing requirements of our clients and the marketplace. We continue to enhance our SaaS solutions and mobility applications to offer our users an integrated and unified experience. Continued enhancement of the client and client employee experience is important to our future success.

Human Capital

We believe our ability to attract and retain qualified employees in all areas of our business is critical to our future success and growth. We strive to foster a workplace that encompasses diversity, equity, and inclusion ("DE&I"); attract, retain, and develop talented employees; and keep them safe. In fiscal 2023, we were a signatory to the CEO Action for Diversity & Inclusion pledge, the single largest business-led initiative to advance DE&I in the workplace. We also created a new DE&I leadership position to ensure that our efforts in building and sustaining a diverse culture of inclusion are realized.

For detailed information regarding our human capital activities, we encourage investors to visit our Corporate Responsibility website page at <https://www.paychex.com/corporate/corporate-responsibility>. We have also made our Environmental, Social and Governance ("ESG") report available on our website. The information contained on our website and in our ESG report is not and should not be viewed as being incorporated by reference into this Form 10-K.

Our Employees: As of May 31, 2024, we employed approximately 16,500 people, primarily in the U.S. and on a full-time basis. None of our employees were covered by collective bargaining agreements. We have not experienced a strike or similar work stoppage, and we consider our relations with our employees to be good.

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Paychex Culture: Our core cultural values ("Paychex Values") are designed to guide decision making aligned to the expectations of clients, stockholders, regulators, employees, and the multiple communities in which we operate and to reflect our continuing commitment to DE&I. The Paychex Values are:

Integrity
Partnership

Accountability
Respect

Innovation
Service

Each of these values guide our decision-making process and are critical to our ongoing success. All employees are required to verify their understanding and observance of these values during our annual "Right Way" training, review these values with management during periodic performance discussions, and are further encouraged to attend ongoing training during the year. Volunteer "Culture Champions" throughout the Company also help promote these values daily. We encourage employee feedback through our employee engagement surveys, as described below. This approach empowers our employees and allows us to make a positive impact in the communities we work and serve. As a result of our commitment to these principles, in 2024 we were recognized by Ethisphere, a global leader in defining and advancing the standards of ethical business practices, as one of the World's Most Ethical Companies. We have achieved this recognition 16 times, and consecutively since 2012. In addition, we were also recognized by Forbes as a Best Employer for Diversity for 2024.

Talent Acquisition and Development: We compete for talent along with our direct competitors and other companies in the geographic areas we serve. We invest significant resources to attract and retain top talent. Our Talent Acquisition Team, in conjunction with certain third-party partners, have developed comprehensive processes to identify and recruit accomplished professionals.

Once hired, our world-class Training Department provides functional training for payroll and HCM specialists and sales associates and also offers personal training, professional development, and leadership-development programs. As a result of our efforts, we have been recognized as one of the top training organizations in the world with a 2024 Training APEX Award presented by Training magazine. Paychex ranked number four on the list, the fourth consecutive year in the top ten. This is also the Company's 23rd consecutive appearance on the list that identifies organizations that excel at training and employee development.

Comprehensive Compensation and Benefits: We are committed to providing a fair wage and a total rewards package that allows our employees to be their best in every area of their lives. We regularly review employee salaries to ensure we are competitive in the industry and offer financial benefits such as a 401(k) plan, employee stock purchase plan, tuition assistance, scholarships for children of employees, and financial education. We are also committed to rewarding employees with comprehensive and competitive benefits and well-being package which includes medical, prescription, dental, and vision insurance, short- and long-term disability, employee assistance program, paid family leave, and a variety of well-being programs. For fiscal 2024, compensation-related expenses accounted for approximately 58% of our total expenses.

Employee Well-being Initiatives: In addition to providing a comprehensive compensation and benefits package, we are committed to providing a safe and healthy workplace for our employees. Healthier employees are at lower risk of injury from workplace related exposures, perform work more safely with lower rates of absenteeism, experience better job performance, and can live their lives more fully outside of work. Our well-being program is a robust program focusing on the physical, emotional, community, career, and financial health of our employees.

Our award-winning well-being initiatives offer a wide variety of services, tools, and resources that can help employees achieve their health goals using a holistic approach. In addition, we sponsor onsite health screenings, Red Cross blood donation events, flu vaccination clinics, vaping and tobacco cessation, weight management, resiliency training, meditation and yoga classes, and a variety of other programs. Similar to our Culture Champions, we also promote the use of "Well-Being Champions" - Paychex employees who serve as a liaison between the Employee Well-Being Program and their team members. Our employees' financial well-being is equally important, so we have developed programs for financial education and support. We maintain procedures for events such as fires, severe weather, medical emergencies, and active shooters, as well as other important information related to general workforce safety.

In recognizing the ever-growing diversity of our workplace, we annually celebrate Paychex Culture Day. This is an additional paid day off for employees to celebrate and recognize a holiday that is significant to them. This is just one of the many ways we celebrate our unique heritages, and it reflects our Company's commitment to DE&I and flexibility.

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Employee Engagement: We regularly ask our employees to share their views on working at Paychex through company-wide engagement surveys. Facilitated internally by our Human Resources Organizational Development Team, the survey methodology is periodically updated to reflect current trends and issues including company direction and strategy, DE&I, individual development, collaboration, and our Paychex Values. A third-party administers the survey in order to maintain confidentiality of responses. We use the survey responses to help inform management and assist in developing programs and policies that will maintain and promote Paychex Values.

Intellectual Property

We own or license and use a number of trademarks, trade names, copyrights, service marks, trade secrets, computer programs and software, and other intellectual property rights. Collectively, our intellectual property rights are material to the conduct of our business. Where it is determined to be appropriate, we take measures to protect our intellectual property rights, including, but not limited to, confidentiality/non-disclosure agreements or policies with employees, vendors, and others; license agreements with licensees and licensors of intellectual property; and registration of certain trademarks. We believe that the "Paychex" name, trademark, and logo are of material importance to us.

Seasonality

There is no significant seasonality to our business. However, during our third fiscal quarter, which ends in February, the number of new payroll clients, new retirement services clients, and new worksite employees associated with our ASO and PEO businesses tends to be higher than during the rest of the fiscal year, primarily because many businesses prefer to start using our services at the beginning of a calendar year. In addition, calendar year-end transaction processing and client funds activity are traditionally higher during our third fiscal quarter due to year-end bonus payments, additional year-end services, and the preparation and delivery of end-of year reporting requirements.

Available Information

We are subject to the informational and reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Therefore, we file periodic reports, proxy statements, and other information with the SEC. The SEC maintains a website (www.sec.gov) that includes our reports, proxy statements, and other information.

Our corporate website, www.paychex.com, provides materials for investors and information about our services. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other SEC filings, as well as any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are made available, free of charge, on our website as soon as reasonably practicable after such reports have been filed with or furnished to the SEC. The information on our website is not incorporated by reference into our Form 10-K. Also, copies of our Annual Report to Stockholders and Proxy Statement, to be issued in connection with our 2024 Annual Meeting of Stockholders, will be made available, free of charge, upon written request submitted to Paychex, Inc., c/o Corporate Secretary, 911 Panorama Trail South, Rochester, New York 14625-2396.

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Item 1A. Risk Factors

Our future results of operations are subject to risks and uncertainties that could cause actual results to differ materially from historical and current results, and from our projections. The following risk factors represent our current view of some of the most important risks facing our business and are important to understanding our business. These are not the only risks we face. Additional factors not presently known to us or that we currently deem to be immaterial also may adversely affect, possibly to a material extent, our business, cash flows, financial condition, or results of operations in future periods. In addition, refer to the cautionary note regarding forward-looking statements at the beginning of Part I of this Form 10-K.

Business and Operational Risks

We may not be able to keep pace with changes in technology or provide timely enhancements to our solutions and support.

The market for our solutions is characterized by rapid technological advancements, changes in customer requirements, frequent new product introductions and enhancements, and changing industry standards. To maintain our growth strategy, we must adapt and respond to technological advances and technological requirements of our clients. Our future success will depend on our ability to: enhance our current solutions and introduce new solutions in order to keep pace with solutions offered by our competitors, including the successful utilization of AI and machine learning solutions; enhance capabilities and increase the performance of our internal systems, particularly our systems that meet our clients' requirements; and adapt to technological advancements and changing industry standards. We continue to make significant investments related to the development of new technology. If our systems become outdated, it may negatively impact our ability to meet performance expectations related to quality, time to market, cost and innovation relative to our competitors. The failure to provide a more efficient and user-friendly customer-facing digital experience across internet and mobile platforms as well as in physical locations may adversely impact our business and operating results. There can be no assurance that our efforts to update and integrate systems will be successful. If we do not integrate and update our systems in a timely manner, or if our investments in technology fail to provide the expected results, there could be a material adverse effect to our business and results of operations. The failure to continually develop enhancements and use of technologies such as robotics and other workflow automation tools, natural language processing, and AI/machine learning may impact our ability to increase the efficiency of and reduce costs associated with operational risk management and compliance activities.

We may experience software defects, undetected errors, and development delays, which could damage our relationship with clients, decrease our potential profitability and expose us to liability.

Our solutions rely on software and computing systems that can encounter development delays, and the underlying software may contain undetected errors, bias, viruses, or defects. Defects in our solutions and errors or delays caused by our solutions could result in additional development costs, diversion of technical and other resources from our other development efforts, loss of credibility with current or potential clients, harm to our reputation and exposure to liability. In addition, we rely on technologies and software supplied by third parties that may also contain undetected errors, bias, viruses, or defects that could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We could be subject to reduced revenues, increased costs, liability claims, or harm to our competitive position as a result of cyberattacks, security vulnerabilities or Internet disruptions.

We rely upon information technology ("IT") networks, cloud-based platforms, and systems to process, transmit, and store electronic information, and to support a variety of business processes, some of which are provided by third-party vendors. Cyberattacks and security threats are a risk to our business and reputation. A cyberattack, unauthorized intrusion, malicious software infiltration, network disruption or outage, corruption of data, or theft of personal or other sensitive information, could have a material adverse effect on our business operations or that of our clients, result in liability or regulatory sanction, or cause harm to our business and reputation and result in a loss in confidence in our ability to serve clients all of which could have a material adverse effect on our business. The increasing velocity of disruptive innovations involving cyberattacks, security vulnerabilities, and Internet disruptions enabled by new and emerging technologies, such as advancements in AI and machine learning, may outpace our organization's ability to compete and/or manage the risk appropriately. In addition, threat actors may seek to engage in payment-related fraud or by more frequently attempting to gain access to our systems through phishing or other means. Furthermore, security industry experts and government officials have warned about the risks of threat actors and cyberattacks targeting IT products and businesses. Because techniques used to obtain unauthorized access or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures.

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Data Security and Privacy Leaks: We collect, use, and retain increasingly large amounts of personal information about our clients, employees of our clients, and our employees, including: bank account, credit card, and social security numbers, tax return information, health care information, retirement account information, payroll information, system and network passwords, and other sensitive personal and business information. At the same time, the continued occurrence of high-profile cyber and ransomware attacks and data breaches provides evidence of an external environment increasingly hostile to information security. We may be particularly targeted for cyberattack because of the amount and type of personal and business information that we collect, use, and retain. Vulnerabilities, threats, and more sophisticated and targeted computer crimes pose a risk to the security of our systems and networks, and the confidentiality, availability, and integrity of our data. Furthermore, if any of our solutions contain a software vulnerability, the vulnerability may be exploited to obtain access to our data or our clients' data.

Our service platforms enable our clients to store and process personal data on premises or, increasingly, in a cloud-based environment that we host. The security of our IT infrastructure is an important consideration in our customers' purchasing decisions. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently, are increasingly more complex and sophisticated and may be difficult to detect for long periods of time, we may be unable or fail to anticipate these techniques or implement adequate or timely preventative or responsive measures. As cyber threats continue to evolve, we are focused on ensuring that our operating environments safeguard and protect personal and business information. We may be required to invest significant additional resources to comply with evolving cybersecurity regulations and to modify and enhance our information security and controls, and to investigate and remediate any security vulnerabilities. While we have security systems and IT infrastructure in place designed to detect and protect against unauthorized access to such information, including our Cyber Fusion Center, if our security measures are breached, either internally or externally, our business could be substantially harmed, and we could incur significant liabilities. Any such 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. Third-parties, including vendors that provide services for our operations, could also be a source of security risk to us in the event of a failure of their own security systems and infrastructure.

Data Loss and Business Interruption: If our systems are disrupted or fail for any reason, including Internet or systems failure, or if our systems are infiltrated by unauthorized persons, both the Company and our clients could experience data loss, financial loss, harm to reputation, or significant business interruption. Hardware, applications, and services, including cloud-based services, that we develop or procure from third-party vendors may contain defects in design or other problems that could compromise the integrity and availability of our services. Any delays or failures caused by network outages, software or hardware failures, or other data processing disruptions, could result in our inability to provide services in a timely fashion or at all. The speed to closure of significant cybersecurity incidents may be influenced by the cooperation of governmental or law enforcement agencies. We may be required to incur significant costs to protect against damage caused by disruptions or security breaches in the future. Such events may expose us to unexpected liability, litigation, regulatory investigation and penalties, loss of clients' business, unfavorable impact to business reputation, and there could be a material adverse effect on our business and results of operations.

In the event of a catastrophe, our business continuity plan may fail, which could result in the loss of client data and adversely interrupt operations.

Our operations are dependent on our ability to protect our infrastructure against damage from catastrophe or natural disaster, unauthorized security breach, power loss, telecommunications failure, terrorist attack or act of war, public health emergency, pandemic, or other events that could have a significant disruptive effect on our operations. Climate-related weather disasters, including hurricanes, flooding, snowstorms, and severe rainstorms, could also threaten the business continuity of our operations. We have a business continuity plan in place in the event of system failure due to any of these events. Our business continuity plan has been tested in the past by circumstances of severe weather, including hurricanes, floods, snowstorms, and rainstorms and has been successful. However, these past successes are not an indicator of success in the future. If the business continuity plan is unsuccessful in a disaster recovery scenario, we could potentially lose client data or experience material adverse interruptions to our operations or delivery of services to our clients. If that were to occur, there could be a material adverse effect on our business and results of operations.

We may be adversely impacted by any failure of third-party service providers to perform their functions.

As part of providing services to clients, we rely on a number of third-party service providers. Service providers include, but are not limited to, banks used to electronically transfer funds from clients to their employees, information technology vendors servicing cloud-based platforms, and couriers used to deliver client payroll checks. Failure by these service providers, for any reason, to deliver their services in a timely manner and in compliance with applicable laws and regulations could result in material interruptions to our operations, impact client relations, and result in significant penalties or liabilities to us.

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We may be exposed to additional risks related to our co-employment relationship within our PEO business.

Many federal and state laws that apply to the employer-employee relationship do not specifically address the obligations and responsibilities of the "co-employment" relationship within our PEO business. State and federal positions regarding co-employment relationships are in a constant state of flux and change with varying degrees of impact on our operations. We cannot predict when changes will occur or forecast whether any future changes will be favorable or unfavorable to our operations. There is a possibility that we may be subject to liability for violations of employment or discrimination laws by our clients and acts or omissions of client employees, who may be deemed to be our agents, even if we do not participate in any such acts or violations. Although our agreements with clients provide that they will indemnify us for any liability attributable to their own or their employees' conduct, we may not be able to effectively enforce or collect such contractual obligations. In addition, we could be subject to liabilities with respect to our employee benefit plans if it were determined that we are not the "employer" under any applicable state or federal laws. Incurring additional liabilities related to our PEO business may adversely affect our results of operations.

We may be adversely impacted by changes in health insurance and workers' compensation rates and underlying claims trends.

Within our PEO business, we maintain health and workers' compensation insurance covering worksite employees. We establish workers' compensation insurance reserves to provide for the estimated costs of paying claims up to per occurrence liability limits. These reserves include estimates of certain expenses associated with processing and settling these claims. The insurance costs are impacted by claims experience and are a significant portion of our PEO costs. If we experience a sudden or unexpected increase in claims activity, or our reserves were insufficient for claims activity, our costs could increase. In addition, in the event of expiration or cancellation of existing contracts, we may not be able to secure replacement contracts on competitive terms, if at all. Also, as a co-employer in the PEO, we assume or share many of the employer-related responsibilities associated with health care reform, which may result in increased costs. Increases in costs not incorporated into service fees timely or fully could have a material adverse effect on our results of operations. Incorporating cost increases into service fees could also impact our ability to attract and retain clients.

We made and may continue to make acquisitions that involve numerous risks and uncertainties.

Acquisitions subject us to risks, including increased debt, assumption of unforeseen liabilities, and difficulties in integrating operations. Successful integration involves many challenges, including the difficulty of developing and marketing new solutions and support, our exposure to unforeseen liabilities of acquired companies, and the loss of key employees of an acquired business. The integration and conversion of our acquired operations or other future acquisitions, if any, could result in increased operating costs if the anticipated synergies of operating these businesses as one are not achieved, a loss of strategic opportunities if management is distracted by the integration process, and a loss of customers if our service levels drop during or following the integration process. In addition, an acquisition could adversely impact cash flows and/or operating results, and dilute stockholder interests, for many reasons, including charges to our income to reflect the impairment of acquired intangible assets including goodwill, interest costs and debt service requirements for any debt incurred in connection with an acquisition, and any issuance of securities in connection with an acquisition or new business venture that dilutes or lessens the rights of our current stockholders. If the integration of any or all of our acquisitions or future acquisitions is not successful, it could have a material adverse impact on our operating results and stock price.

Financial Risks

Our clients could have insufficient funds to cover payments we made on their behalf, resulting in financial loss to us.

As part of our payroll processing service, we are authorized by our clients to transfer money from their accounts to fund amounts owed to their employees and various taxing authorities. It is possible that we could be held liable for such amounts in the event the client has insufficient funds to cover them. We have in the past, and may in the future, make payments on our clients' behalf for which we may not be reimbursed, resulting in loss to us. Similarly, our ability to operate our Purchased Receivable reporting unit is dependent on the ability of our clients' clients to remit their accounts receivable to us. If a significant number of our clients are unable to cover payments we make on their behalf or we are not able to collect purchased receivable balances, our results of operations and financial condition could be materially adversely impacted.

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Our interest earned on funds held for clients may be impacted by changes in government regulations mandating the amount of tax withheld or timing of remittance.

We receive interest income from investing client funds collected but not yet remitted to applicable tax or regulatory agencies or to client employees. A change in regulations either decreasing the amount of taxes to be withheld or allowing less time to remit taxes to applicable tax or regulatory agencies could adversely impact our interest income.

Certain of our debt agreements contain 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.

The Note Purchase and Guarantee Agreement (the "Agreement") that we entered into in January 2019 in connection with our acquisition of Oasis Outsourcing Group Holdings, L.P., contains covenants which may restrict our flexibility to operate our business. These covenants include 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. The Agreement, and the credit agreements providing for our credit facilities, also contain financial covenants, which are reviewed for compliance on a quarterly basis, that require us not to exceed a maximum leverage ratio of 3.5:1.0 and a minimum interest coverage ratio of 2.0:1.0. In addition, certain of our indebtedness may not exceed 20% of our consolidated stockholders' equity. If we do not comply with these covenants, it could result in material adverse effects on our operating results and our financial condition.

Legal, Regulatory and Political Risks

Our business, services, and financial condition may be adversely impacted by changes in government regulations and policies.

Many of our services, particularly payroll tax administration services, employee benefit plan administration services, and PEO services are designed according to government regulations that often change. Changes in regulations could affect the extent and type of benefits employers are required, or may choose, to provide employees or the amount and type of taxes employers and employees are required to pay. Such changes could reduce or eliminate the need for some of our services and substantially decrease our revenue. The addition of complex added requirements could also increase our cost of doing business.

Our business and reputation may be adversely impacted if we fail to comply with U.S. and foreign laws and regulations.

Our services are subject to various laws and regulations, including, but not limited to, the SECURE Act 2.0, data privacy regulations, and anti-money laundering rules. The growth of our international operations also subjects us to additional risks, such as compliance with foreign laws and regulations. The enactment of new laws and regulations, modifications of existing laws and regulations, or the adverse application or interpretation of new or existing laws or regulations can adversely affect our business. Additionally, as federal, state, and international regulations become more complex, the risk that we may be unable to comply with those regulations increases, particularly in the event there are different or additional regulatory standards in different jurisdictions. Failure to update our services to comply with modified or new legislation in the areas of payment networks, health care reform and retirement plans as well as failure to educate and assist our clients regarding this legislation could adversely impact our business reputation and negatively impact our client base. Failure to comply with anti-money laundering laws and regulations, which require us to develop and implement risk-based anti-money laundering programs, and maintain transaction records, could result in civil and criminal penalties and adversely impact our business reputation.

We are required to comply with regulations administered by multi-national bodies and governmental agencies worldwide including, but not limited to, the economic sanctions and embargo programs administered by the Office of Foreign Assets Control ("OFAC"), and the Foreign Corrupt Practices Act ("FCPA"). OFAC places restrictions on the sale or export of certain products and services to certain countries and persons. A violation of a sanction or embargo program, or of the FCPA, or similar laws prohibiting certain payments to governmental officials, could subject us, and individual employees, to a regulatory enforcement action as well as significant civil and criminal penalties which could adversely impact our business and operations.

Our reputation, results of operations, or financial condition may be adversely impacted if we fail to comply with data privacy and AI laws and regulations.

Our solutions require the storage and transmission of proprietary and confidential information of our clients and their employees, including personal or identifying information, as well as geolocation and biometric data. Certain solutions are enhanced with the use of AI and machine learning. Our solutions are subject to various complex government laws and regulations on the federal, state, and local levels, including those governing personal privacy, AI and machine learning, as well as ethical considerations. In the U.S., we are subject to rules and regulations promulgated under the authority of the Federal Trade

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Commission, the Health Insurance Portability and Accountability Act of 1996, the Family Medical Leave Act of 1993, the ACA, federal and state labor and employment laws, and state data breach notification and data privacy laws, such as the California Consumer Privacy Act, as amended. Our European operations are subject to the European Union's General Data Privacy Regulation. Failure to comply with such laws and regulations could result in the imposition of consent orders or civil and criminal penalties, including fines, which could damage our reputation and have an adverse effect on our results of operations or financial condition. We could be subject to litigation or reputational risk if we or our third-party providers fail to utilize data practices sufficient to safeguard proprietary, confidential, and personal or identifying information. The regulatory framework for privacy, AI, and machine learning issues are rapidly evolving and future enactment of more restrictive laws, rules, or regulations and/or future enforcement actions or investigations could have a materially adverse impact on us through increased costs or restrictions on our business and noncompliance could result in regulatory penalties and significant legal liability.

Failure to protect our intellectual property rights may harm our competitive position and litigation to protect our intellectual property rights or defend against third-party allegations of infringement may be costly.

Despite our efforts to protect our intellectual property and proprietary information, we may be unable to do so effectively in all cases. Our intellectual property could be wrongfully acquired as a result of the use of AI tools, a cyberattack, or other wrongful conduct by employees or third-parties. To the extent that our intellectual property is not protected effectively by trademarks, copyrights, patents, or other means, other parties with knowledge of our intellectual property, including former employees, may seek to exploit our intellectual property for their own and others' advantage. Competitors may also misappropriate our trademarks, copyrights or other intellectual property rights or duplicate our technology and solutions. Any significant impairment or misappropriation of our intellectual property or proprietary information could harm our business and our brand and may adversely affect our ability to compete. Third parties may claim that we are infringing on their intellectual property rights. Additionally, there is uncertainty regarding intellectual property ownership and license rights of AI algorithms and content generated by AI and we could become subject to similar claims of infringement as we expand our use of AI. To the extent we seek to enforce or must defend our intellectual property rights with litigation, we could incur significant expenses and/or be required to pay substantial damages. We may also be obligated to indemnify our customers or vendors in connection with claims or litigation. The litigation to enforce or defend our intellectual property rights could be costly and time-consuming.

We are involved in litigation from time to time arising from the operation of our business and, as such, we could incur substantial judgments, fines, legal fees, or other costs.

We are sometimes the subject of complaints or litigation from customers, employees, or other third-parties for various actions. From time to time, we are involved in litigation involving claims related to, among other things, breach of contract, tortious conduct, and employment and labor law matters. The damages sought against us in some of these legal proceedings could be substantial. Although we maintain liability insurance for some litigation claims, if one or more of the claims were to greatly exceed our insurance coverage limits or if our insurance policies do not cover a claim, this could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

General Risk Factors

Our business, results of operations, and financial condition may be impacted by macroeconomic and/or political factors of the U.S. and global economy and such impact could be materially adverse.

We and our clients are subject to the impacts related to inflationary pressure, changes in interest rates, potential instability of the banking environment, climate change-based obligations, and other macroeconomic and/or political events. Banking volatility may subject us and our clients to losses on uninsured funds and may make equity or debt financing more difficult to obtain, and additional equity or debt financing might not be available on reasonable terms, if at all. Additionally, our business is substantially dependent on our clients' continued use of our solutions and support, and our results of operations will decline if our clients are no longer willing or able to use them. Our clients are sensitive to negative changes in economic conditions. If they cease operations or file for bankruptcy protection, we may not be paid for services we already provided, and our client base will shrink, which will lower our revenue. If under financial pressure, our clients may determine that they are no longer willing to pay for the solutions and support we provide, which would reduce our revenue. Our clients may decrease their workforce, which would decrease their demand for our services. Because of spending constraints on our clients and competition in the industry, we may face pricing pressure on our services and challenges in onboarding new clients, which would reduce revenue and ultimately impact our results of operations. Furthermore, if the third-party service providers we rely on are unable to perform their services for us and our clients, our operations could be materially disrupted, and we could face significant penalties or liabilities.

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We may be adversely impacted by volatility in the political and economic environment.

Trade, monetary and fiscal policies, and political and economic conditions may substantially change, and credit markets may experience periods of constriction and variability. Additionally, instability in the banking environment may adversely affect our business. These conditions may impact our business due to lower transaction volumes or an increase in the number of clients going out of business. Further, inflation may negatively impact our business, raise costs and reduce profitability. Current or potential clients may decide to reduce their spending on payroll and other outsourcing services. In addition, new business formation may be affected by an inability to obtain credit.

We invest our funds held for clients in high quality, investment-grade marketable available-for-sale ("AFS") securities, money markets, and other cash equivalents. We also invest our corporate funds in short- to intermediate-term instruments. Funds held for clients and corporate investments are subject to general market, interest rate, credit, and liquidity risks. These risks may be exacerbated during periods of unusual financial market volatility and inflationary pressure. The interest we earn on funds held for clients and corporate investments may decrease as a result of a decline in funds available to invest or lower interest rates. In addition, during periods of volatility in the credit markets, certain types of investments may not be available to us or may become too risky for us to invest in, further reducing the interest we may earn on client funds. If we are unable to reinvest our AFS securities when they mature, our interest income earned and investment portfolio would be reduced. If we sell AFS securities to satisfy short-term funding requirements, we may recognize losses, which would further reduce the interest income earned on funds held for clients and corporate investments.

Constriction in the credit markets may impact the availability of financing, even to borrowers with the highest credit ratings. Historically, we have periodically borrowed against available credit arrangements to meet short-term liquidity needs. However, should we require additional short-term liquidity during days of large outflows of client funds, a credit constriction may limit our ability to access those funds or the flexibility to obtain them at interest rates that would be acceptable to us. Growth in customizable funding solutions offered to our clients by the purchasing of their accounts receivable through non-recourse arrangements, including funding payrolls of our clients in the temporary staffing industry, may be constricted if access to financing becomes limited. In addition, our ability to grow through significant acquisitions may be limited. See also "Item 7A. Quantitative and Qualitative Disclosures About Market Risk." If all of these financial and economic circumstances were to remain in effect for an extended period of time, there could be a material adverse effect on our results of operations and financial condition.

We may not be able to attract and retain qualified people, which could impact the quality of our services and customer satisfaction.

Our success, growth, and financial results depend in part on our continuing ability to attract, retain, and motivate highly qualified and diverse personnel at all levels, including management, technical, compliance, and sales personnel. Competition for these individuals can be intense, and we may not be able to retain our key people, or attract, assimilate, or retain other highly-qualified individuals in the future, which could harm our future success.

In the event we receive negative publicity, our reputation and the value of our brand could be harmed, and clients may not use our solutions and support, which may have a material adverse effect on our business.

We are committed to good corporate citizenship, which is reflected in our company culture and core values. Disclosure of our corporate governance practices including our ESG initiatives, may draw negative publicity from stakeholders.

Negative publicity relating to events or activities attributed to us, our policies, our corporate employees, or others associated with us, whether or not justified, may tarnish our reputation and reduce the value of our brand. If we are unable to maintain quality HCM and employee benefit-related solutions and PEO and insurance solutions, our reputation with our clients may be harmed and the value of our brand may diminish. In addition, if our brand is negatively impacted, it may have a material adverse effect on our business, including challenges retaining clients or attracting new clients and recruiting talent and retaining employees.

Item 1B. Unresolved Staff Comments

None.

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Item 1C. Cybersecurity

Risk Management and Strategy

We are committed to protecting the confidentiality, integrity, and availability of our systems and information. Our security program is intended to assess, identify, and manage risks from cybersecurity threats, and is aligned with the National Institute of Standards and Technology Version 2.0 Cybersecurity Framework ("NIST CSF"). The NIST CSF provides a flexible model for identifying and managing cybersecurity risks. Our security infrastructure uses a layered controls approach, incorporating various capabilities guided by the NIST CSF and other industry standards and best practices. We routinely invest in our security processes and capabilities, including those related to our risk management and assessment programs, vulnerability and intrusion detection, incident response plans, and other advanced detection, prevention, and protection capabilities.

We conduct regular assessments of cybersecurity risks to identify threats to us and potential vulnerabilities that could negatively affect our business operations if exploited. We track cybersecurity risks within our enterprise risk management system with cybersecurity threats considered to be among the top-priority risks to us. In addition, our Enterprise Security Organization (the "ESO") conducts technical risk assessments, and, in some instances, we engage with third-party experts to assist with or perform technical risk assessments. The results of these risk assessments are reported to management. Our processes require escalation of significant cybersecurity risks to management and Paychex's Audit Committee derived from the Board of Directors (the "Board").

The ESO is led by our Chief Information Security Officer ("CISO") and seeks to maintain a consistent, resilient, and secure infrastructure by partnering with resources across the Company. The ESO implements numerous cybersecurity processes and capabilities, which include but are not limited to: assessing risk associated with significant infrastructure or operational changes and the introduction of new technologies; administering our third-party service provider risk management program; managing secure software development and change management; managing access management and logical access controls, identifying security vulnerabilities through automated scanning technologies; performing penetration testing and due diligence assessments; and protecting the confidentiality, integrity, and availability of the Company's data in transit. The ESO includes the activities of the Paychex Cyber Fusion Center, which provides 24x7x365 cybersecurity monitoring and incident response. We maintain incident response plans which outline the escalation, investigation, reporting, and overall response procedures depending on the type and severity of incidents.

As part of our security program, we require all employees to take information security awareness training upon hire and annually thereafter. We provide additional ongoing training to our employees about security best practices and awareness, including internal phishing simulations.

We maintain a program designed to assess and manage the cybersecurity-related risk associated with third-party service providers that we rely on as part of providing services to our clients. This program incorporates a risk-based approach based on service criticality and type of information. Vendor risk assessments are performed and documented within our vendor management system. As part of the vendor risk assessment, we conduct an information security program evaluation of critical third-party providers before engagement and, based on our assessment of the vendor's risk, contractually require certain third parties we engage to implement security programs commensurate with their risk profile.

As of May 31, 2024, we are not aware of any risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations, and financial condition. We continue to invest in cyber-resilience and cyber-threat response preparedness as we anticipate ongoing risks from cybersecurity threats. Refer to the "Risk Factors" section contained in Item 1A of this Form 10-K for more information on our cybersecurity-related risks.

Governance

Cybersecurity risks are overseen by the Audit Committee of our Board. Annually, the Audit Committee reviews an assessment of our risk management processes with the Board. The Audit Committee is responsible for reviewing significant cybersecurity risk exposures and the steps management has taken to monitor, control, and report such exposures. The Audit Committee receives quarterly updates from our CISO regarding our cybersecurity risk management program. These updates include a status of current capabilities, ongoing initiatives, and the evolving cybersecurity threat landscape.

Our management is responsible for implementing our security program, which is overseen by our Security Governance Council (the "SGC") that regularly reports to our CEO and Audit Committee. The SGC is chaired by our CISO and is comprised of senior leaders and key personnel throughout the Company to support cross-functional representation. The members of the SGC are comprised of our executives and managers who understand our business operations, including but not limited to individuals

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from the following departments: Operations, Information Technology, Finance, Internal Audit, Legal, Human Resources and Organizational Development, and Risk Management. The SGC meets on a quarterly basis with the mission to develop, coordinate, and sustain the organization's enterprise security program; coordinate and respond to security risks and incidents; and develop, implement, and maintain the organization's enterprise security strategy in alignment with, or in support of, business goals and objectives. The recommendations of the SGC are considered when updating the information security policies, procedures, and standards at Paychex.

Our CISO has over two decades of experience in various roles involving information security: developing and implementing cybersecurity programs to protect the confidentiality, integrity, and availability of information systems and data. Our CISO has earned relevant degrees and holds several information security certifications, including the Certified Chief Information Security Officer certification. Prior to joining Paychex in September 2019, he served as VP and CISO at a publicly traded company in the HCM industry. Before that, he held security leadership positions at several banks, insurance companies, and professional services firms.

Our CISO reports to our Senior Vice President of Information Technology and Product Development ("SVP of IT and PD"). Our SVP of IT and PD has over 45 years of experience in the field of information technology and has earned a relevant degree. Prior to joining Paychex in November 2008, he held senior leadership positions at several technology, financial services, and HCM companies.

Item 2. Properties

We owned and leased the following properties as of May 31, 2024:

	Square feet
Owned facilities:	
Rochester, New York	832,000
Other U.S. locations	30,000
Total owned facilities	<u>862,000</u>
 Leased facilities:	
Rochester, New York	53,000
Other U.S. locations	895,000
International locations	179,000
Total leased facilities	<u>1,127,000</u>

Our facilities in Rochester, New York house various distribution, processing, and technology functions, certain ancillary functions, a telemarketing unit, and other back-office functions. Facilities outside of Rochester, New York are in various locations throughout the U.S. and house our service centers, fulfillment centers and sales functions. Our International locations primarily house our European operations in Denmark and Germany and locations in India house information technology, service, and sales support functions.

During the fourth quarter of fiscal 2024, the Company focused on cost optimization initiatives, including further consolidation of our geographic footprint. As such, the Company ceased the use of certain leased properties in Rochester, New York and Other U.S. locations. We believe that adequate, suitable lease space will continue to be available to meet our needs.

Item 3. Legal Proceedings

We are subject to various claims and legal matters that arise in the normal course of our business. Refer to Note Q of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for further discussion of our legal proceedings, if any.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

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

Our common stock trades on the NASDAQ Global Select Market under the symbol "PAYX". Dividends have historically been paid on our common stock in August, November, February, and May. The level and continuation of future dividends are dependent on our future earnings and cash flows and are subject to the discretion of our Board of Directors (the "Board").

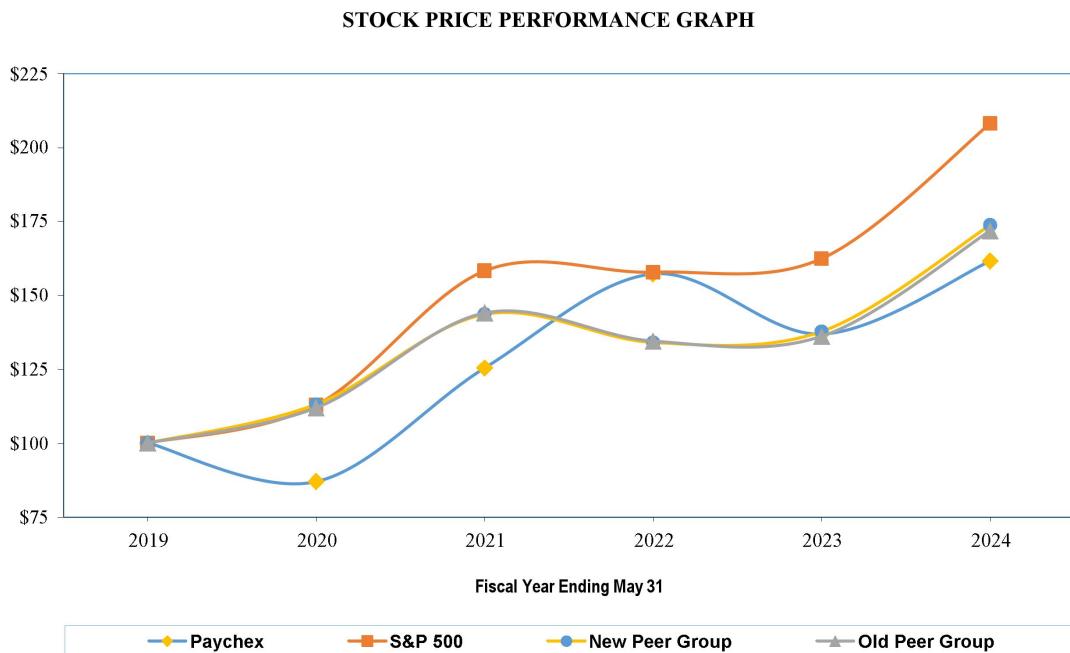
As of June 30, 2024, there were 8,229 holders of record of our common stock, which includes registered holders and participants in the Paychex, Inc. Dividend Reinvestment and Stock Purchase Plan. There were also 3,110 participants in the Paychex, Inc. Qualified Employee Stock Purchase Plan and 3,745 participants in the Paychex, Inc. Employee Stock Ownership Plan.

In January 2024, our Board approved a program to repurchase up to an additional \$400.0 million of our common stock, with authorization expiring on May 31, 2027. In July 2021, our Board approved a program to repurchase up to \$400.0 million of our common stock with authorization expiring on January 31, 2024, at which time \$157.9 million of unused repurchase authorization expired. The purpose of these programs is to manage common stock dilution. All shares repurchased during fiscal 2024 were retired and were as follows:

In millions, except per share amount	Fiscal 2024			Approximate dollar value of shares that may yet be purchased under the program
	Total number of shares purchased	Average price paid per share	Total dollars	
First quarter	—	\$ 115.37	\$ 169.2	\$ 327.1
Second quarter	1.5	\$ 115.37	\$ 169.2	\$ 157.9
Third quarter	—	—	—	\$ 400.0
March 1 to March 31, 2024	—	—	—	\$ 400.0
April 1 to April 30, 2024	—	—	—	\$ 400.0
May 1 to May 31, 2024	—	—	—	\$ 400.0
Fiscal year	1.5	\$ 115.37	\$ 169.2	

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The following graph shows a five-year comparison of the total cumulative returns of investing \$100 on May 31, 2019, in Paychex common stock, the S&P 500 Index, and a Peer Group Index. All comparisons of stock price performance shown assume reinvestment of dividends. We are a participant in the S&P 500 Index, a market group of companies with a larger than average market capitalization. Our Peer Group is a group of companies with comparable revenue and net income, who are in a comparable industry, or who are direct competitors of Paychex (as detailed below).



May 31,	2019	2020	2021	2022	2023	2024
Paychex	\$ 100.00	\$ 86.97	\$ 125.38	\$ 157.16	\$ 136.91	\$ 161.59
S&P 500	\$ 100.00	\$ 112.82	\$ 158.29	\$ 157.79	\$ 162.36	\$ 208.09
New Peer Group	\$ 100.00	\$ 113.08	\$ 143.61	\$ 134.03	\$ 137.76	\$ 173.78
Old Peer Group	\$ 100.00	\$ 111.95	\$ 143.99	\$ 134.44	\$ 136.11	\$ 171.83

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There can be no assurance that our stock performance will continue with the same or similar trends depicted in the graph above. We neither make nor endorse any predictions as to future stock performance.

The Compensation and Leadership Committee of our Board annually reviews and approves the selection of Peer Group companies, adjusting the group from year to year based upon our business and changes in the Peer Group companies' business or the comparability of their metrics. The Peer Group may also be adjusted in the event of mergers, acquisitions, or other significant economic changes. The Peer Group was adjusted for fiscal 2024. Bread Financial Holdings, Inc., H&R Block, Inc., and The Western Union Company were removed and replaced with Euronet Worldwide, Inc., Fair Isaac Corporation, Jack Henry & Associates, Inc., SS&C Technologies Holdings, Inc., and WEX, Inc., companies that are aligned with the Paychex business. Both the old and new peer groups are presented for this year of transition.

Our Peer Group for fiscal 2024 is comprised of the following companies:

Automatic Data Processing, Inc. (direct competitor)	Global Payments, Inc.
Broadridge Financial Solutions, Inc.	Intuit, Inc.
Corpay, Inc. ⁽¹⁾	Jack Henry & Associates, Inc.
Equifax, Inc.	Moody's Corporation
Euronet Worldwide, Inc.	SS&C Technologies Holdings, Inc.
Fair Isaac Corporation	TransUnion
Fiserv, Inc.	Verisk Analytics, Inc.
Gartner, Inc.	WEX, Inc.

(1) FleetCor Technologies, Inc. rebranded as Corpay, Inc. on March 25, 2024.

Item 6. [Reserved]

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

Management's Discussion and Analysis of Financial Condition and Results of Operations reviews the operating results of Paychex, Inc. and its wholly owned subsidiaries ("Paychex," the "Company," "we," "our," or "us") for our fiscal year ended May 31, 2024 ("fiscal 2024" or the "fiscal year"), as compared to our fiscal year ended May 31, 2023 ("fiscal 2023"), and our financial condition as of May 31, 2024. A detailed review of our fiscal 2023 performance compared to our fiscal year ended May 31, 2022 performance and our financial condition as of May 31, 2023 is set forth in Part II, Item 7 of our Annual Report on Form 10-K ("Form 10-K") for fiscal 2023. This review should be read in conjunction with the accompanying consolidated financial statements and the related Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K and the "Risk Factors" discussed in Item 1A of this Form 10-K. Forward-looking statements in this review are qualified by the cautionary statement under the heading "Cautionary Note Regarding Forward-Looking Statements" contained at the beginning of Part I of this Form 10-K.

Overview

We are an industry-leading human capital management ("HCM") company delivering a full suite of technology and advisory services in human resources ("HR"), employee benefits, insurance, and payroll for small- to medium-sized businesses and their employees across the United States ("U.S.") and parts of Europe.

We offer a full range of integrated HCM solutions covering the employee life cycle for businesses and their employees. Clients may choose from a breadth of solutions that also allow integration with some of the most popular HR, accounting, point-of-sale, and productivity applications on the market today.

We support our small-business clients by utilizing our proprietary, robust, software as a service ("SaaS") Paychex Flex® platform and the Company's SurePayroll® SaaS-based solutions. Our medium-sized clients generally have more complex payroll and employee benefit needs, though with the environment of increasing regulations, we believe the need for HR outsourcing services has been moving down-market. Any of our clients on Paychex Flex can opt for the integrated suite of HCM solutions, which allows clients to choose the service and software solutions that will meet the needs of their business.

Our portfolio of technology, HR advisory, and employee benefits-related solutions is disaggregated into two categories, (1) Management Solutions and (2) professional employer organization ("PEO") and Insurance Solutions, as discussed in Part I, Item 1 of this Form 10-K.

Our mission is to be the leading provider of HR, employee benefits, insurance, and payroll solutions by being an essential partner to small- and medium-sized businesses across the U.S. and parts of Europe. Our strategy focuses on providing industry-leading, integrated technology; delivering superior customer experiences; expanding our leadership in HR; growing our client bases; and engaging in strategic acquisitions. We believe that successfully executing this strategy will lead to strong, long-term financial performance.

We maintain industry-leading margins by managing our personnel costs and expenses while continuing to invest in our business, particularly in sales and marketing and leading-edge technology. We believe these investments are critical to our success. Looking to the future, we believe that investing in our solutions, people, and digital capabilities will position us to capitalize on opportunities for long-term growth.

We closely monitor the evolving challenges and needs of small- and medium-sized businesses, and proactively aid our clients in navigating these challenges. Through our unique blend of innovative technology solutions, backed by our extensive compliance and HR expertise, we help clients more effectively hire, develop, and retain top talent in this challenging workforce environment. Our ongoing investments in our platforms have prepared us well for the demands of the current business and regulatory environments, allowing us to adapt while maintaining strong solutions and support delivery, resulting in high levels of client satisfaction and retention.

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Fiscal 2024 Business Highlights

Highlights compared to fiscal 2023 are as follows:

In millions, except per share amounts	Fiscal Year		Change ⁽³⁾
	2024	2023	
Total revenue	\$ 5,278.3	\$ 5,007.1	5 %
Operating income	\$ 2,174.1	\$ 2,033.1	7 %
Net income	\$ 1,690.4	\$ 1,557.3	9 %
Adjusted net income ⁽¹⁾	\$ 1,709.1	\$ 1,548.4	10 %
Diluted earnings per share	\$ 4.67	\$ 4.30	9 %
Adjusted diluted earnings per share ⁽¹⁾	\$ 4.72	\$ 4.27	11 %
Dividends paid to stockholders ⁽²⁾	\$ 1,315.3	\$ 1,175.0	12 %

(1) Adjusted net income and adjusted diluted earnings per share are not U.S. generally accepted accounting principle ("GAAP") measures. Adjusted net income and adjusted diluted earnings per share in all periods include an adjustment for net tax windfall benefits related to employee stock-based compensation payments. In fiscal 2024, adjusted net income and adjusted diluted earnings per share also include adjustments for one-time cost optimization initiatives. Refer to the "Non-GAAP Financial Measures" section of this Item 7 for a discussion of non-GAAP measures and a reconciliation to the U.S. GAAP measures of net income and diluted earnings per share.

(2) Dividends paid to stockholders represented approximately 78% of net income for fiscal 2024 compared to approximately 75% of net income for fiscal 2023.

(3) Percentage changes are calculated based on unrounded numbers.

For further analysis of our results of operations for fiscal years 2024 and 2023, and our financial position as of May 31, 2024, refer to the tables and analysis in the "Results of Operations" and "Liquidity and Capital Resources" sections of this Item 7.

Business Outlook

Our payroll and PEO client base was greater than 745,000 clients as of May 31, 2024 and approximately 740,000 clients as of May 31, 2023. Client retention remained high in the range of 82% to 83% of our beginning client base for both fiscal 2024 and fiscal 2023 and we have sustained high revenue retention.

We continue to increase penetration of our integrated solutions beyond payroll processing, including our HR outsourcing and employee benefit solutions. These offerings are included as part of the integrated HCM solutions within Paychex Flex or provided through the PEO platform. The following table illustrates selected HR solutions client metrics:

As of May 31,	2024	2023	Change ⁽¹⁾
Paychex HR solutions and PEO client worksite employees	2,332,000	2,168,000	8 %
Paychex HR solutions and PEO clients	74,000	71,000	5 %
Retirement services plans	121,000	113,000	7 %
Asset value of retirement services participants' funds	\$ 51.8	\$ 44.8	16 %

(1) Percentage changes are calculated based on unrounded numbers.

In fiscal 2024, we continued to make investments in technology a priority as companies look to leverage technology solutions to maintain operations, stay connected to employees, and increase productivity. We implemented enhancements to our Paychex Flex platform designed to improve the client and client employee experiences from hiring and onboarding through employee retention. We also continue to focus on artificial intelligence ("AI") and related technology to leverage innovative technology and advanced analytics to gain deeper insights into prospects and clients regarding their behavior, preferences, and evolving needs. In fiscal 2024, we successfully implemented several additional innovative AI models that significantly improved results for Paychex and our clients.

We have further strengthened our position in the industry by serving as a source of education and information to clients, businesses of all sizes, and other interested parties. We provide free webinars, white papers, and other information on our website (www.paychex.com) to aid existing and prospective clients with the impact of regulatory changes. The Paychex Insurance

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Agency, Inc. website, www.paychex.com/group-health-insurance, helps small-business owners navigate the area of insurance coverage.

During the fourth quarter of fiscal 2024 (the "fourth quarter"), we focused on cost optimization initiatives, including further reductions to our geographic footprint, reprioritization of certain technology investments, and headcount optimization. These initiatives are directed at generating additional cost savings for us and providing greater value to our customers.

Results of Operations

Summary of Results of Operations for Fiscal Years:

In millions, except per share amounts	2024	2023	Change ⁽¹⁾
Revenue:			
Management Solutions	\$ 3,866.4	\$ 3,730.5	4 %
PEO and Insurance Solutions	1,265.6	1,176.8	8 %
Total service revenue	5,132.0	4,907.3	5 %
Interest on funds held for clients	146.3	99.8	47 %
Total revenue	5,278.3	5,007.1	5 %
Total expenses	3,104.2	2,974.0	4 %
Operating income	2,174.1	2,033.1	7 %
Other income, net	43.9	15.1	n/m
Income before income taxes	2,218.0	2,048.2	8 %
Income taxes	527.6	490.9	8 %
Effective income tax rate	23.8 %	24.0 %	
Net income	\$ 1,690.4	\$ 1,557.3	9 %
Diluted earnings per share	\$ 4.67	\$ 4.30	9 %

(1) Percentage changes are calculated based on unrounded numbers.

n/m – not meaningful

The changes in revenue as compared to the prior year were primarily driven by the following factors:

- **Management Solutions revenue:** \$3.9 billion for fiscal 2024, reflecting an increase of 4%:
 - o Increase in the number of clients and clients' employees for HCM solutions and worksite employees for HR solutions;
 - o Higher revenue per client resulting from pricing realization and product attachment, including increased demand for HR solutions and retirement solutions; and
 - o Lower revenue from ancillary services, primarily due to the expiration of our Employee Retention Tax Credit Service.
- **PEO and Insurance Solutions revenue:** \$1.3 billion for fiscal 2024, reflecting an increase of 8%:
 - o Growth in the number of average PEO worksite employees and increases in average wages per worksite employee;
 - o Higher health insurance premiums; and
 - o Growth in ancillary services.
- **Interest on funds held for clients:** \$146.3 million for fiscal 2024, reflecting an increase of 47%:
 - o Higher average interest rates;
 - o Higher average investment balances; and
 - o Lower realized losses on investment sales.

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We invest in highly liquid, investment-grade fixed income securities and do not utilize derivative instruments to manage interest rate risk. As of May 31, 2024, we had no exposure to high-risk or non-liquid investments. Details regarding our combined funds held for clients and corporate cash equivalents and investment portfolios are as follows:

\$ in millions	Year ended May 31,	
	2024	2023
Average investment balances:		
Funds held for clients	\$ 4,462.0	\$ 4,392.7
Corporate cash equivalents and investments	1,605.3	1,470.9
Total	<u>6,067.3</u>	<u>5,863.6</u>
Average interest rates earned (exclusive of net realized gains/(losses)):		
Funds held for clients	3.3 %	2.5 %
Corporate cash equivalents and investments	5.2 %	3.3 %
Combined funds held for clients and corporate cash equivalents and investments	3.8 %	2.7 %
Total net realized losses	\$ (2.6)	\$ (9.8)
\$ in millions		
As of May 31,		
Net unrealized losses on available-for-sale ("AFS") securities ⁽¹⁾	\$ (162.5)	\$ (175.3)
Federal Funds rate ⁽²⁾	5.50 %	5.25 %
Total fair value of AFS securities	\$ 3,329.6	\$ 3,604.6
Weighted-average duration of AFS securities in years ⁽³⁾	2.7	3.3
Weighted-average yield-to-maturity of AFS securities ⁽³⁾	3.0 %	2.9 %

(1) The net unrealized loss on our investment portfolios was approximately \$137.6 million as of July 09, 2024.

(2) The Federal Funds rate was in the range of 5.25% to 5.50% as of May 31, 2024 and in the range of 5.00% to 5.25% as of May 31, 2023.

(3) These items exclude the impact of variable rate demand notes ("VRDNs"), as they are tied to short-term interest rates. Refer to the "Market Risk Factors" section contained in Item 7A of this Form 10-K for more information on changing interest rates.

Total expenses: The following table summarizes total combined cost of service revenue and selling, general and administrative expenses for fiscal years:

In millions	2024	2023	Change ⁽¹⁾
Compensation-related expenses	\$ 1,810.4	\$ 1,782.6	2 %
PEO insurance costs	471.3	416.8	13 %
Depreciation and amortization	176.5	176.6	(0) %
Cost optimization initiatives	39.5	—	n/m
Other expenses	606.5	598.0	1 %
Total expenses	<u>3,104.2</u>	<u>2,974.0</u>	4 %

(1) Percentage changes are calculated based on unrounded numbers.

The changes in total expenses as compared to the prior year were primarily driven by the following factors:

- **Compensation-related expenses:** \$1.8 billion for fiscal 2024, reflecting a 2% increase:
 - o Higher compensation costs due to increases in average wages.
- **PEO insurance costs:** \$471.3 million in fiscal 2024, reflecting a 13% increase:
 - o Increase in PEO direct insurance costs related to growth in average worksite employees and wages, and PEO insurance revenues.
- **Cost optimization initiatives:** \$39.5 million in fiscal 2024:

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o During the fourth quarter, we focused on cost optimization initiatives, including further reductions to our geographic footprint, reprioritization of certain technology investments, and headcount optimization. These initiatives will provide ongoing savings in rent, facilities maintenance, and wage-related expenses.

Total expenses, excluding one-time cost optimization initiatives noted above, increased approximately 3% compared to the prior year.

Operating income: Fiscal 2024 operating income was \$2.2 billion, an increase of 7% compared to fiscal 2023, as a result of revenue growth outpacing expense increases as previously discussed. Adjusted operating income⁽¹⁾ of \$2.2 billion, which excludes the impact of one-time costs, reflects an increase of 9%. Operating margin and adjusted operating margin⁽¹⁾ were as follows:

	Fiscal Year	
	2024	2023
Operating margin (operating income as a percentage of total revenue)	41.2 %	40.6 %
Adjusted operating margin ⁽¹⁾ (operating income, adjusted for one-time items, as a percentage of total revenue)	41.9 %	40.6 %

Other income, net: Other income, net increased \$28.8 million to \$43.9 million in fiscal 2024 as a result of higher average investment balances and average interest rates earned on our corporate investments.

Income taxes: Our effective income tax rate was 23.8% and 24.0% for fiscal years 2024 and 2023, respectively. The effective income tax rates in both periods were impacted by the recognition of net discrete tax benefits related to the volume of stock option exercises and the associated employee stock-based compensation payments. Refer to Note L of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for additional disclosures on income taxes.

Net income and diluted earnings per share: Net income was \$1.7 billion and \$1.6 billion for fiscal 2024 and fiscal 2023, respectively. Diluted earnings per share was \$4.67 per diluted share for fiscal 2024 and \$4.30 per diluted share for fiscal 2023. Refer to Note C of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for information on dilutive shares outstanding.

Adjusted net income⁽¹⁾ was \$1.7 billion and \$1.5 billion for fiscal 2024 and fiscal 2023, respectively, reflecting an increase of 10%. Adjusted diluted earnings per share⁽¹⁾ was \$4.72 per diluted share and \$4.27 per diluted share for fiscal 2024 and fiscal 2023, respectively, reflecting an increase of 11%.

(1) Adjusted operating income, adjusted operating margin, adjusted net income and adjusted diluted earnings per share are not U.S. GAAP measures. Refer to the "Non-GAAP Financial Measures" section below for a discussion of these non-GAAP measures and a reconciliation to the most comparable GAAP measure of operating income, operating margin, net income and diluted earnings per share.

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Non-GAAP Financial Measures: Adjusted net income, adjusted operating income, adjusted operating margin, adjusted diluted earnings per share, earnings before interest, taxes, depreciation, and amortization ("EBITDA"), and adjusted EBITDA are summarized as follows:

\$ in millions	2024	2023	Change ⁽¹⁾
Operating income	\$ 2,174.1	\$ 2,033.1	7 %
Non-GAAP adjustments:			
Cost optimization initiatives ⁽²⁾	39.5	—	
Total non-GAAP adjustments	39.5	—	
Adjusted operating income	<u>\$ 2,213.6</u>	<u>\$ 2,033.1</u>	9 %
Adjusted operating margin	41.9 %	40.6 %	
Net income	\$ 1,690.4	\$ 1,557.3	9 %
Non-GAAP adjustments:			
Excess tax benefit related to employee stock-based compensation payments ⁽³⁾	(11.2)	(8.9)	
Cost optimization initiatives ⁽²⁾	29.9	—	
Total non-GAAP adjustments	18.7	(8.9)	
Adjusted net income	<u>\$ 1,709.1</u>	<u>\$ 1,548.4</u>	10 %
Diluted earnings per share ⁽⁴⁾	\$ 4.67	\$ 4.30	9 %
Non-GAAP adjustments:			
Excess tax benefit related to employee stock-based compensation payments ⁽³⁾	(0.03)	(0.02)	
Cost optimization initiatives ⁽²⁾	0.08	—	
Total non-GAAP adjustments	0.05	(0.02)	
Adjusted diluted earnings per share	<u>\$ 4.72</u>	<u>\$ 4.27</u>	11 %
Net income	\$ 1,690.4	\$ 1,557.3	9 %
Non-GAAP adjustments:			
Interest income, net	(45.4)	(12.4)	
Income taxes	527.6	490.9	
Depreciation and amortization expense	176.5	176.6	
Total non-GAAP adjustments	658.7	655.1	
EBITDA	<u>\$ 2,349.1</u>	<u>\$ 2,212.4</u>	6 %
Cost optimization initiatives ⁽²⁾	39.5	—	
Adjusted EBITDA	<u>\$ 2,388.6</u>	<u>\$ 2,212.4</u>	8 %

(1) Percentage changes are calculated based on unrounded numbers.

(2) One-time costs and corresponding tax benefit related to our cost optimization initiatives, including further reductions to our geographic footprint, reprioritization of certain technology investments, and headcount optimization.

(3) Net tax windfall benefits related to employee stock-based compensation payments recognized in income taxes. This item is subject to volatility and will vary based on employee decisions on exercising employee stock options and fluctuations in our stock price, neither of which is within the control of management.

(4) The calculation of the impact of non-GAAP adjustments on diluted earnings per share is performed on each line independently. The table may not add down by +/- \$0.01 due to rounding.

In addition to reporting operating income, operating margin, net income and diluted earnings per share, which are U.S. GAAP measures, we present adjusted operating income, adjusted operating margin, adjusted net income, adjusted diluted earnings per share, EBITDA and adjusted EBITDA, which are non-GAAP measures. We believe these additional measures are indicators of our core business operations performance period over period. Adjusted operating income, adjusted operating margin, adjusted net income, adjusted diluted earnings per share, EBITDA and adjusted EBITDA, are not calculated through the application of U.S. GAAP and are not required forms of disclosure by the Securities and Exchange Commission ("SEC"). As such, they should not be considered a substitute for the U.S. GAAP measures of net income and diluted earnings per share, and, therefore, they should not be used in isolation but in conjunction with the U.S. GAAP measures. The use of any non-GAAP

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measure may produce results that vary from the U.S. GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies.

Liquidity and Capital Resources

Our financial position as of May 31, 2024 remained strong with cash, restricted cash, and total corporate investments of \$1.6 billion. Short-term borrowings of \$18.7 million and long-term borrowings of \$800.0 million were outstanding as of May 31, 2024. Our unused capacity under our unsecured credit facilities was \$2.0 billion as of May 31, 2024. Our primary source of cash is our ongoing operations, which was \$1.9 billion for fiscal 2024. Our positive cash flows have allowed us to support our business, pay dividends and fund our acquisition of Alterna Capital Solutions, Inc. We currently anticipate that corporate cash, corporate restricted cash, and total corporate investments as of May 31, 2024, along with projected operating cash flows and available short-term financing, will support our business operations, capital purchases, primarily investment in our technology solutions, share repurchases, dividend payments, and the servicing of long-term debt for the foreseeable future.

For client funds liquidity, we have the ability to borrow on our unsecured credit facilities or use corporate liquidity when necessary to meet short-term funding needs related to client fund obligations. Historically, we have borrowed, typically on an overnight basis, to settle short-term client fund obligations, rather than liquidate previously collected client funds invested in our long-term AFS portfolio. We believe that our investments in an unrealized loss position as of May 31, 2024 were not impaired due to increased credit risk or other valuation concerns, nor has any event occurred subsequent to that date to indicate any change in our assessment. We do not intend to sell these investments until recovery of their amortized cost basis or maturity and further believe that it is not more-than-likely that we would be required to sell these investments prior to that time.

Financing

Short-term financing: We maintain committed and unsecured credit facilities and irrevocable letters of credit as part of our normal and recurring business operations. The purpose of these credit facilities is to meet short-term funding requirements, finance working capital needs, and for general corporate purposes. We typically borrow on an overnight or short-term basis on our credit facilities. Refer to Note M of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for further discussion on our credit facilities.

Details of our credit facilities are as follows:

\$ in millions	Expiration Date	Maximum Amount Available	May 31, 2024	
			Outstanding Amount	Available Amount
Credit facilities:				
JP Morgan Chase Bank, N.A. ("JPM")	April 12, 2029	\$ 1,000.0	\$ —	\$ 1,000.0
JPM	September 17, 2026	\$ 750.0	\$ —	\$ 750.0
PNC Bank, National Association ("PNC")	February 6, 2026	\$ 250.0	\$ 18.7	\$ 231.3
Total Lines of Credit Outstanding and Available			\$ 18.7	\$ 1,981.3

Amounts outstanding under the PNC credit facility as of May 31, 2024 remain outstanding as of the date of this report.

Details of borrowings under each credit facility during fiscal 2024 were as follows:

\$ in millions		Year ended May 31, 2024		
		\$1 Billion JPM	\$750 Million JPM	\$250 Million PNC
Number of days borrowed		—	—	366
Maximum amount borrowed	\$ —	\$ —	\$ —	\$ 97.7
Weighted-average amount borrowed	\$ —	\$ —	\$ —	\$ 16.3
Weighted-average interest rate	— %	— %	— %	6.34 %

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We primarily use short-term borrowings to settle client fund obligations, rather than liquidating previously collected client funds invested in our long-term AFS investment portfolio.

On April 12, 2024, we and Paychex of New York LLC, a Delaware limited liability company ("PoNY"), entered into an amendment (the "2019 Credit Facility Amendment") to our \$1.0 billion, five-year, unsecured, revolving credit facility (the "2019 Credit Facility"), for which JPM acts as Administrative Agent. The 2019 Credit Facility Amendment, among other things, (a) extended the maturity date of the 2019 Credit Facility from July 31, 2024 to April 12, 2029, (b) amended the interest rate provisions under the 2019 Credit Facility, (c) amended the lenders under the syndication and (d) made other ministerial changes to the 2019 Credit Facility.

On April 12, 2024, we and PoNY entered into an amendment (the "2017 Credit Facility Amendment") to our \$750.0 million, five-year, unsecured, revolving credit facility (the "2017 Credit Facility"), for which JPM acts as Administrative Agent. The 2017 Credit Facility Amendment, among other things, (a) amended the interest rate provisions under the 2017 Credit Facility, and (b) made other ministerial changes to the 2017 Credit Facility.

Subsequent to May 31, 2024, there were no additional overnight borrowings under our PNC and JPM credit facilities.

We expect to have access to the amounts available under our current credit facilities to meet our ongoing financial needs. However, if we experience reductions in our operating cash flows due to any of the risk factors outlined in, but not limited to, Item 1A in this Form 10-K and other SEC filings, we may need to adjust our capital, operating, and other discretionary spending to realign our working capital requirements with the capital resources available to us. Furthermore, if we determine the need for additional short-term liquidity, there is no assurance that such financing, if pursued and obtained, would be adequate or on terms acceptable to us.

Letters of credit: As of May 31, 2024, we had irrevocable standby letters of credit available totaling \$168.5 million, required to secure commitments for certain insurance policies. The letters of credit expire at various dates between June 26, 2024 and September 29, 2025. No amounts were outstanding on these letters of credit during fiscal 2024 or fiscal 2023, or as of May 31, 2024 and May 31, 2023. Subsequent to May 31, 2024, one letter of credit expiring on June 26, 2024, was renewed for a one year term.

Long-term financing: We have borrowed \$800.0 million through the issuance of long-term private placement debt ("Senior Notes"). Refer to Note N of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for further discussion on our long-term financing.

Other commitments: The Company has various long-term contractual obligations as of May 31, 2024, which include:

- operating leases for \$73.2 million;
- purchase obligations for \$211.2 million;
- workers' compensation estimated obligations for \$218.6 million; and
- long-term Senior Notes debt obligations for \$800.0 million, plus interest payments of \$117.6 million.

Refer to Notes A, I, N, and Q of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for more information on these areas.

The liability for uncertain tax positions, including interest and net of federal benefits, was approximately \$86.4 million as of May 31, 2024. Refer to Note L of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for more information on income taxes. We are not able to reasonably estimate the timing of future cash flows related to this liability.

We are a limited partner in three venture capital fund arrangements and have committed to contribute a maximum amount of \$30.0 million for investment in equity and debt securities of start-up entities primarily in the financial technology sector. As of May 31, 2024, we have contributed \$23.4 million of the total funding commitment. The timing of future contributions to be made to these venture capital funds cannot be specifically or reasonably determined. Our investments in these venture capital funds are not considered part of our ongoing operations, are accounted for under the equity method, and represented less than one percent of our total assets as of May 31, 2024.

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In the normal course of business, we make representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such commitment. We have also entered into indemnification agreements with our officers, directors, and non-officer fiduciaries of our pooled employer plan retirement offering, which require us to defend and, if necessary, indemnify these individuals for certain pending or future legal claims as they relate to their services provided to us.

We currently self-insure the deductible portion of various insured exposures under certain corporate and PEO employee health and medical benefit plans. Our estimated loss exposure under these insurance arrangements is recorded in other current liabilities on our Consolidated Balance Sheets. Historically, the amounts accrued have not been material and were not material as of May 31, 2024. We also maintain corporate insurance coverage in addition to our purchased primary insurance policies for gap coverage for employment practices liability, errors and omissions, warranty liability, theft and embezzlement, cyber threats, and acts of terrorism; and capacity for deductibles and self-insured retention through our captive insurance company.

Operating, Investing, and Financing Cash Flow Activities

Primary sources of cash, restricted cash, and equivalents are through collections for services rendered to our customers and interest earned on funds held for clients and corporate investments. Primary uses of cash include employee compensation and contractual obligations related to business operations, cash dividends paid, share repurchases, purchases of property and equipment, and acquisitions.

Our investment portfolio incorporates both corporate cash and funds held for clients. Interest rates, market conditions, and our volatile cash flows are among several factors influencing our investment strategy directing the mix between long-term and VRDN AFS securities vs. short-term restricted cash and cash equivalents held in the portfolio. A portfolio strategy that favors larger balances held in restricted cash and cash equivalents will impact our investing activities due to the offsetting activity in the purchases and sales/maturities of AFS investments.

Our cash flows include certain activities that are short-term in nature and have an impact on short-term cash flows due to timing of collection and settlement of obligations as follows:

- **PEO receivables and worksite-employee ("WSE") accrued compensation:** PEO receivables and WSE accrued compensation fluctuate based on either/both: (1) the timing of the payroll cut-off date and the Company's month-end close, and (2) the timing of when cash is collected from the customer, and it is remitted to either the WSE for wages earned or applicable tax or regulatory agencies for payroll taxes. PEO accounts receivable collections and compensation payments to WSEs and applicable tax or regulatory agencies are settled through our corporate cash and the fluctuations impact our operating activities.
- **Client fund obligations:** Client fund obligations liability will vary based on the timing of when cash is collected from the clients and when it is remitted to employees of the clients utilizing employee payment services or applicable tax or regulatory agencies for payroll tax administration services. Collections from clients are typically remitted from one to 30 days after receipt, with some items extending to 90 days. Fluctuations in client fund obligations impact financing activities.

Summarized cash operating, investing, and financing cash flow information is as follows for fiscal 2024 and fiscal 2023:

In millions	Year ended May 31,		
	2024	2023(1)	Change
Net cash provided by operating activities	\$ 1,897.7	\$ 1,706.2	\$ 191.5
Net cash (used in)/provided by investing activities	(260.9)	211.7	(472.6)
Net cash used in financing activities	(1,874.7)	(711.4)	(1,163.3)
Net change in cash, restricted cash, and equivalents	\$ (237.9)	\$ 1,206.5	\$ (1,444.4)
 Cash dividends per common share	 \$ 3.65	 \$ 3.26	

(1) The consolidated statement of cash flows for the fiscal year ended May 31, 2023 includes a revision to previously reported amounts related to the presentation of cash flows associated with short-term receivables purchased from our clients under non-recourse arrangements, net of funding reserves. Refer to Note A of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for a discussion on the revision.

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The changes in our cash flows for fiscal 2024 and fiscal 2023 were primarily the result of the following key drivers:

Operating Cash Flow Activities

Fiscal 2024

- Net income attributable to the reasons discussed in the "Results of Operations" section of this Item 7;
- Net changes in PEO assets and liabilities as a result of the timing of cash collected and the settlement of payroll taxes;
- Net realized losses on the disposal of assets primarily due to our cost optimization initiatives; and
- Increase in income tax reserves related to unrecognized tax positions taken for years still subject to audit by regulatory bodies; offset by
- Decrease in accrued corporate compensation primarily due to a decrease in incentive compensation tied to performance measures and the timing of payroll payments at month-end.

Fiscal 2023

- Net income attributable to the reasons discussed in the "Results of Operations" section of this Item 7;
- Increase in deferred revenue primarily due to set-up fees related to our pooled employer plan option, which we began offering to our clients during fiscal 2022 and amortize over 4 years; and
- Change in accrued income taxes due to the impact of an increase in our unrecognized tax position related to ongoing regulatory audits, offset by an increase in prepaid income taxes as a result of changes to the deductibility of research and development costs; offset by
- Increase in non-PEO related trade receivables primarily due to timing related to our payroll cut-off and month-end, as well as the timing of cash collections for other ancillary services; and
- Payment of federal payroll taxes deferred under the Coronavirus Aid, Relief and Economic Security Act.

Investing Cash Flow Activities

Fiscal 2024

- Cash used for the acquisition of Alterna Capital Solutions, LLC and settlement of its outstanding debt at closing. Refer to Note D of the Notes to the Consolidated Financial Statements for additional discussion on this transaction;
- Cash used to develop and enhance our client-facing internal-use software and the acquisition of third-party customer lists; and
- Net purchases of short-term accounts receivable due to an increase in our client base, and funding to existing client base, and the timing of net cash collections; offset by
- Net sales from AFS securities primarily due to a shift from investing in VRDNs to reinvesting in cash and cash equivalents due to more favorable interest rates. Our VRDN holdings were \$- at May 31, 2024 compared to \$344.1 million at May 31, 2023.

Fiscal 2023

- Net sales from AFS securities primarily due to a shift from investing in VRDNs to reinvesting in cash and cash equivalents due to more favorable interest rates. Our VRDN holdings were \$344.1 million at May 31, 2023 compared to \$1.2 billion at May 31, 2022; and
- Proceeds received from the sale of two commercial buildings; offset by
- Cash used to develop and enhance our client-facing internal-use software and the acquisition of third-party customer lists.

Financing Cash Flow Activities

Fiscal 2024

- Cumulative dividends paid at \$3.65 per share for fiscal 2024. The payment of future dividends is dependent on our future earnings and cash flow and is subject to the discretion of our Board of Directors;
- Decrease in client fund obligations related to the timing of collections and remittances of semi-weekly tax payments that were deferred at the end of fiscal 2023 as a result of the Memorial Day holiday; and
- Repurchases of 1.5 million shares of our common stock at a weighted-average price of \$115.37. These shares were retired immediately upon purchase; offset by

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- Cash activity related to equity-based plans.

Fiscal 2023

- Cumulative dividends paid at \$3.26 per share for fiscal 2023. The payment of future dividends is dependent on our future earnings and cash flow and is subject to the discretion of our Board of Directors; and
- Cash activity related to equity-based plans; offset by
- Increase in client fund obligations due to the timing of collections and remittances of semi-weekly tax payments that were deferred at the end of fiscal 2023 due to the Memorial Day holiday.

Other

Recently issued accounting pronouncements: Refer to Note A of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for a discussion of recently issued accounting pronouncements.

Critical Accounting Policies and Estimates

Note A of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K discusses the significant accounting policies of Paychex. Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates, judgments, and assumptions that affect reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, we evaluate the accounting policies and estimates used to prepare the consolidated financial statements. We base our estimates on historical experience, future expectations, and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates. Certain accounting policies that are deemed critical to our results of operations or financial position are discussed below.

Revenue recognition: Revenues are primarily attributable to fees for providing services as well as investment income earned on funds held for clients. Fees associated with services are recognized when control of the contracted services is transferred to our clients, in an amount that reflects the consideration we expect to receive in exchange for such services. Our service revenue is largely attributable to processing services where the fee is based on a fixed amount per processing period or a fixed amount per processing period plus a fee per employee or transaction processed. Insurance Solutions revenues are recognized when commissions are earned on premiums billed and collected. Fees earned for the purchase of client's accounts receivable under non-recourse arrangements are based on a percentage of funding amounts as specified in the client contract. These fees are then recognized over the average collection period of 40 to 60 days for clients in the temporary staffing agency market and approximately 5 to 15 days for other clients. The revenue earned from delivery service for the distribution of certain client payroll checks and reports is included in service revenue, and the costs for the delivery are included in cost of service revenue on the Consolidated Statements of Income and Comprehensive Income.

We receive advance payments for set-up fees from our clients. Advance payments received for certain of our service offerings for set-up fees are considered a material right. Therefore, we defer the revenue associated with these advance payments, recognizing the revenue and related expenses over the expected period to which the material right exists.

PEO Solutions revenue is included in service revenue and is reported net of certain pass-through costs billed and incurred, which include payroll wages, payroll taxes, including federal and state unemployment insurance, and certain health insurance benefit premiums, primarily costs related to our guaranteed cost benefit plans. Direct costs related to workers' compensation and certain benefit plans where we retain risk are recognized as cost of service revenue rather than as a reduction in service revenue.

Interest on funds held for clients is earned primarily on funds that are collected from clients before due dates for payroll tax administration services and for employee payment services and invested until remittance to the applicable tax or regulatory agencies or client employees. These collections from clients are typically remitted from one to 30 days after receipt, with some items extending to 90 days. The interest earned on these funds is included in total revenue on the Consolidated Statements of Income and Comprehensive Income because the collecting, holding, and remitting of these funds are components of providing these services.

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Assets Recognized from the Costs to Obtain and Fulfill Contracts: We recognize an asset for the incremental costs of obtaining a contract with a client if it is expected that the economic benefit and amortization period will be longer than one year. Incremental costs of obtaining a contract include only those costs that are directly related to the acquisition of new contracts and that would not have been incurred if the contract had not been obtained. We do not incur incremental costs to obtain a contract renewal. We determined that certain sales commissions and bonuses, including related fringe benefits, meet the capitalization criteria under Accounting Standards Codification ("ASC") Subtopic 340-40, "Other Assets and Deferred Costs: Contracts with Customers" ("ASC 340-40"). We also recognize an asset for the costs to fulfill a contract with a client if the costs are specifically identifiable, generate or enhance resources used to satisfy future performance obligations, and are expected to be recovered. We determined that substantially all costs related to implementation activities are administrative in nature and meet the capitalization criteria under ASC 340-40. These capitalized costs to fulfill a contract principally relate to upfront direct costs that are expected to be recovered and enhance our ability to satisfy future performance obligations.

The assets related to both costs to obtain and costs to fulfill contracts with clients are capitalized and amortized using an accelerated method over an eight-year life to closely align with the pattern of client attrition over the estimated life of the client relationship. We regularly review our deferred costs for potential impairment and did not recognize an impairment loss during the fiscal years ended May 31, 2024 or May 31, 2023.

PEO insurance reserves: As part of our PEO solution, we offer workers' compensation insurance and health insurance to clients for the benefit of client employees. Workers' compensation insurance is primarily provided under fully insured high deductible workers' compensation insurance policies. Workers' compensation insurance reserves are established to provide for the estimated costs of paying claims up to per occurrence liability limits. These reserves include estimates of certain expenses associated with processing and settling these claims. In establishing the PEO workers' compensation insurance reserves, we use an independent actuarial estimate of undiscounted future cash payments that would be made to settle claims. The determination of estimated ultimate losses by our independent actuary are based on accepted actuarial methods and assumptions. The estimated ultimate losses are primarily based upon loss development factors, and other factors such as the nature of employees' job responsibilities, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. Each reporting period, changes in actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workers' compensation claims cost estimates.

With respect to our PEO health insurance, we offer various health insurance plans that take the form of either fully insured guaranteed cost plans or fully insured insurance arrangements where we retain risk. A reserve for insurance arrangements where we retain risk is established to provide for the payment of claims in accordance with our service contract with the carrier. The claims liability includes estimates for reported losses, plus amounts for those claims incurred but not reported, and estimates of certain expenses associated with processing and settling the claims.

Estimating the ultimate cost of future claims is an uncertain and complex process based upon historical loss experience and accepted actuarial methods and assumptions, and is subject to change due to multiple factors, including economic trends, changes in legal liability law, and damage awards, all of which could materially impact the reserves as reported in the consolidated financial statements. Accordingly, final claim settlements may vary from the present estimates, particularly with workers' compensation insurance where those payments may not occur until well into the future. We regularly review the adequacy of our estimated insurance reserves. Adjustments to previously established reserves are reflected in the results of operations for the period in which the adjustment is identified. Such adjustments could possibly be significant, reflecting any combination of new and adverse or favorable trends. Adjustments to previously established reserves were not material for fiscal 2024 or 2023.

Goodwill and other intangible assets: Goodwill is not amortized, but instead is tested for impairment on an annual basis and between annual tests if an event occurs or circumstances change in a way to indicate that there has been a potential decline in the fair value of a reporting unit. We perform our annual impairment testing in our fiscal fourth quarter. During fiscal 2024 and 2023, a qualitative analysis was performed for all reporting units. The qualitative assessment considered various financial, macroeconomic, industry, and reporting unit specific qualitative factors. Based on the results of our testing, no impairment loss was recognized in the results of operations for fiscal 2024 or 2023. Subsequent to the latest review, there have been no events or circumstances that indicate any potential impairment of the Company's goodwill balance.

We also test intangible assets with indefinite useful lives for potential impairment on an annual basis and between annual tests if events or changes in circumstances change in a way that indicate that the carrying value may not be recoverable. We have determined that there is no impairment of intangible assets with indefinite useful lives for fiscal 2024 or 2023 as a result of the qualitative analyses performed.

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Impairment of Long-Lived Assets: Long-lived assets, including intangible assets with finite lives and operating lease right-of-use assets, are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset. We have determined that there is no impairment of long-lived assets for fiscal 2024 or as of May 31, 2024.

Stock-based compensation costs: All stock-based awards to employees are recognized as compensation costs in our consolidated financial statements based on their fair values measured as of the date of grant. We estimate the fair value of stock option grants using a Black-Scholes option pricing model. This model requires various assumptions as inputs including expected volatility of the Paychex stock price and expected option life. Volatility is estimated based on a combination of historical volatility using stock prices over a period equal to the expected option life and implied market volatility. Expected option life is estimated based on historical exercise behavior. We periodically reassess our assumptions as well as our choice of valuation model. We will reconsider use of this model if additional information becomes available in the future indicating that another model would provide a more accurate estimate of fair value, or if characteristics of future grants would warrant such a change.

The fair value of stock awards is determined based on the stock price at the date of grant. For grants that do not accrue dividends or dividend equivalents, the fair value is the stock price reduced by the present value of estimated dividends over the vesting period or performance period.

We estimate forfeitures and only record compensation costs for those awards that are expected to vest. Our assumptions for forfeitures were determined based on type of award and historical experience. Forfeiture assumptions are adjusted at the point in time a significant change is identified, with any adjustment recorded in the period of change, and the final adjustment at the end of the requisite service period to equal actual forfeitures.

The assumptions of volatility, expected option life, and forfeitures all require significant judgment and are subject to change in the future due to factors such as employee exercise behavior, stock price trends, and changes to type or provisions of stock-based awards. Any material change in one or more of these assumptions could have a material impact on the estimated fair value of a future award.

Refer to Note F of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for further discussion of our stock-based compensation plans.

Income taxes: We account for deferred taxes by recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. We record a deferred tax asset related to the stock-based compensation costs recognized for certain stock-based awards. At the time of the exercise of non-qualified stock options or vesting of stock awards, we recognize any excess tax benefit within income taxes in the Consolidated Statements of Income and Comprehensive Income.

We maintain a reserve for uncertain tax positions. We evaluate tax positions taken or expected to be taken in a tax return for recognition in our consolidated financial statements. Prior to recording the related tax benefit in our consolidated financial statements, we must conclude that tax positions will be more-likely-than-not to be sustained, assuming those positions will be examined by taxing authorities with full knowledge of all relevant information. The benefit recognized in our consolidated financial statements is the amount we expect to realize after examination by taxing authorities. If a tax position drops below the more-likely-than-not standard, the benefit can no longer be recognized. Assumptions, judgment, and the use of estimates are required in determining if the more-likely-than-not standard has been met when developing the provision for income taxes and in determining the expected benefit. A change in the assessment of the more-likely-than-not standard could materially impact our results of operations or financial position. Refer to Note L of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for further discussion of our reserve for uncertain tax positions.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risk Factors

Changes in interest rates and interest rate risk: Funds held for clients are primarily comprised of short-term funds and AFS securities. Corporate investments are primarily comprised of AFS securities. As a result of our investing activities, we are exposed to changes in interest rates that may materially affect our results of operations and financial position. Changes in interest rates will impact the earnings potential of future investments and will cause fluctuations in the fair value of our longer-term AFS securities. We follow an investment strategy of protecting principal and optimizing liquidity. A substantial portion of our portfolios are invested in high credit quality securities with ratings of AA or higher, and A-1/P-1 ratings on short-term securities. We invest predominately in corporate bonds; municipal bonds; U.S. government agency securities; and VRDNs when available in the market. We limit the amounts that can be invested in any single issuer and invest primarily in short- to intermediate-term instruments whose fair value is less sensitive to interest rate changes. We manage the AFS securities to a benchmark duration of two and one-half to three and three-quarters years.

During fiscal 2024, our primary short-term investment vehicles were U.S. government agency discount notes and bank demand deposit accounts. We have no exposure to high-risk or non-liquid investments. We have insignificant exposure to European investments. We have not and do not utilize derivative financial instruments to manage our interest rate risk.

During fiscal 2024, the average interest rate earned on our combined funds held for clients and corporate cash equivalents and investment portfolios was 3.8%, compared to 2.7% for fiscal 2023. When interest rates are falling, the full impact of lower interest rates will not immediately be reflected in net income due to the interaction of short- and long-term interest rate changes. During a falling interest rate environment, earnings will decrease from our short-term investments, and over time, will decrease from our longer-term AFS securities. Earnings from the AFS securities, which as of May 31, 2024 had an average duration of 2.7 years, would not reflect decreases in interest rates until the investments are sold or mature and the proceeds are reinvested at lower rates.

The amortized cost and fair value of AFS securities that had stated maturities as of May 31, 2024 are shown below by expected maturity.

In millions	May 31, 2024				
	Amortized cost	Fair value			
Maturity date:					
Due in one year or less					
Due in one year or less	\$ 211.0	\$ 207.1			
Due after one year through three years	1,439.4	1,365.2			
Due after three years through five years	1,452.8	1,377.2			
Due after five years	388.9	380.1			
Total	\$ 3,492.1	\$ 3,329.6			

VRDNs, when held by us, are primarily categorized as due after five years in the table above as the contractual maturities on these securities are typically 20 to 30 years. Although these securities are issued as long-term securities, they are priced and traded as short-term instruments because of the liquidity provided through the tender feature.

As of May 31, 2024 and 2023, the Federal Funds rate was in the range of 5.25% to 5.50% and in the range of 5.00% to 5.25%, respectively. There continues to be uncertainty in the changing market and economic conditions, including the possibility of additional measures that could be taken by the Federal Reserve and other government agencies related to the concerns over inflation risk and the failure of financial institutions. We continue to monitor market conditions and take appropriate measures, when necessary, to manage our investment portfolios.

Calculating the future effects of changing interest rates involves many factors. These factors include, but are not limited to:

- governmental action to address inflation;
- daily interest rate changes;
- seasonal variations in investment balances;
- actual duration of short-term and AFS securities;
- the proportion of taxable and tax-exempt investments;
- changes in tax-exempt municipal rates versus taxable investment rates, which are not synchronized or simultaneous; and

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- financial market volatility and the resulting effect on benchmark and other indexing interest rates.

Subject to these factors and under normal financial market conditions, a 25-basis-point change in taxable interest rates generally affects our tax-exempt interest rates by approximately 19 basis points. Under normal financial market conditions, the impact to earnings from a 25-basis-point change in short-term interest rates would be approximately \$5.0 million to \$5.5 million, after taxes, for a twelve-month period. Such a basis point change may or may not be tied to changes in the Federal Funds rate.

Our total investment portfolio (funds held for clients and corporate cash equivalents and investments) averaged approximately \$6.1 billion for fiscal 2024. Our anticipated allocation is approximately 45% invested in short-term securities and VRDNs with an average duration of less than 30 days, and 55% invested in available-for-sale securities with an average duration of two and one-half to three and three-quarters years.

The combined funds held for clients and corporate available-for-sale securities reflected net unrealized losses of \$162.5 million and \$175.3 million as of May 31, 2024 and 2023, respectively. Refer to Note H of the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for additional disclosures on fair value measurements.

During fiscal 2024, the net unrealized loss on our investment portfolios ranged from \$125.7 million to \$259.6 million. During fiscal 2023, the net unrealized loss on our investment portfolios ranged from \$126.5 million to \$263.6 million. The net unrealized loss on our investment portfolios was approximately \$137.6 million as of July 9, 2024.

As of May 31, 2024 and 2023, we had \$3.3 billion and \$3.6 billion, respectively, invested in AFS securities at fair value. The weighted-average yield-to-maturity was 3.0% and 2.9% as of May 31, 2024 and 2023, respectively. The weighted-average yield-to-maturity excludes AFS securities tied to short-term interest rates, such as VRDNs. Assuming a hypothetical decrease in longer-term interest rates of 25 basis points, the resulting potential increase in fair value for our portfolio of AFS securities as of May 31, 2024, would be in a range of approximately \$20.0 million to \$25.0 million. Conversely, a corresponding increase in interest rates would result in a comparable decrease in fair value. This hypothetical decrease or increase in the fair value of the portfolio would be recorded as an adjustment to the portfolio's recorded value, with an offsetting amount recorded in stockholders' equity. These fluctuations in fair value would have no related or immediate impact on our results of operations unless any declines in fair value are due to credit related concerns and an impairment loss recognized.

We are also exposed to interest rate risk through the use of our credit facilities as outlined in Liquidity and Capital Resources section of this Form 10-K. If interest rates were to increase, or we increase the frequency or amounts borrowed under these credit facilities, we could experience additional interest expense and a corresponding decrease in earnings.

Credit risk: We are exposed to credit risk in connection with these investments through the possible inability of the borrowers to meet the terms of their bonds. We regularly review our investment portfolios to determine if any investment is impaired due to increased credit risk or other valuation concerns and we believe that the investments we held as of May 31, 2024 were not impaired as a result of the previously discussed reasons. While \$3.2 billion of our AFS securities had fair values that were below amortized cost, we believe that it is probable that the principal and interest will be collected in accordance with the contractual terms, and that the gross unrealized losses of \$164.2 million were due to changes in interest rates and were not due to increased credit risk or other valuation concerns. Most of the AFS securities in an unrealized loss position as of May 31, 2024 and 2023 held an AA rating or better. We do not intend to sell these investments until the recovery of their amortized cost basis or maturity, and further believe that it is not more-likely-than-not that we will be required to sell these investments prior to that time. Our assessment that an investment is not impaired due to increased credit risk or other valuation concerns could change in the future due to new developments, including changes in our strategies or assumptions related to any particular investment.

We have some credit risk exposure relating to our purchase of client accounts receivable under non-recourse arrangements. There is also credit risk exposure relating to our trade accounts receivable. These credit risk exposures are diversified among multiple client arrangements and all such arrangements are regularly reviewed for potential write-off. No single client is material in respect to total accounts receivable, service revenue, or results of operations.

Market risk: We have an ongoing monitoring system for financial institutions we conduct business with and maintain cash balances at large well-capitalized (as defined by their regulators) financial institutions. We closely monitor market conditions and take appropriate measures, when necessary, to minimize potential risk exposure to our client's and our cash and investment balances.

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Item 8. Financial Statements and Supplementary Data

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**REPORT ON MANAGEMENT'S ASSESSMENT OF
INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management of Paychex, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles.

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.

Management assessed the effectiveness of the Company's internal control over financial reporting as of May 31, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in "Internal Control — Integrated Framework" (2013). Based on our assessment, management determined that the Company maintained effective internal control over financial reporting as of May 31, 2024.

On July 31, 2023, we completed our acquisition of Alterna Capital Solutions LLC ("Alterna"). We are in the process of evaluating the existing controls and procedures of Alterna and integrating Alterna into our internal control over financial reporting. In accordance with Securities and Exchange Commission Staff guidance, permitting a company to exclude an acquired business from management's assessment of the effectiveness of internal control over financial reporting for the year in which the acquisition is completed, we have excluded Alterna from our assessment of the effectiveness of internal control over financial reporting as of May 31, 2024. Alterna represented approximately 2% of the Company's total assets as of May 31, 2024 and 1% of the Company's revenues for the year ended May 31, 2024.

The Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, is appointed by the Company's Audit Committee. PricewaterhouseCoopers LLP has audited the Consolidated Financial Statements included in this Annual Report on Form 10-K and the effectiveness of the Company's internal control over financial reporting as of May 31, 2024, and as a part of their integrated audit, has issued their report, included herein, on the effectiveness of the Company's internal control over financial reporting.

/s/ John B. Gibson

John B. Gibson

President and Chief Executive Officer

/s/ Robert L. Schrader

Robert L. Schrader

Senior Vice President and Chief Financial Officer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Paychex, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Paychex, Inc. and its subsidiaries (the "Company") as of May 31, 2024 and 2023, and the related consolidated statements of income and comprehensive income, of stockholders' equity and of cash flows for each of the three years in the period ended May 31, 2024, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of May 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of May 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended May 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of May 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

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 Report on Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and 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.

As described in the Report on Management's Assessment of Internal Control Over Financial Reporting, management has excluded Alterna Capital Solutions LLC from its assessment of internal control over financial reporting as of May 31, 2024 because it was acquired by the Company in a purchase business combination during 2024. We have also excluded Alterna Capital Solutions LLC from our audit of internal control over financial reporting. Alterna Capital Solutions LLC is a wholly-owned subsidiary whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting represent approximately 2% and 1%, respectively, of the related consolidated financial statement amounts as of and for the year ended May 31, 2024.

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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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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 Matters

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 (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters 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.

Professional Employer Organization (PEO) Insurance Reserves - Workers' Compensation Insurance Reserves

As described in Note A to the consolidated financial statements, the Company offers workers' compensation insurance to clients for the benefit of client employees. Workers' compensation insurance is primarily provided under fully insured high deductible workers' compensation insurance policies. Workers' compensation insurance reserves are established to provide for the estimated costs of paying claims up to per occurrence liability limits. As of May 31, 2024, the total liability for workers' compensation insurance reserves is \$218.6 million. In establishing the workers' compensation insurance reserves, management uses an independent actuarial estimate of undiscounted future cash payments that would be made to settle the claims. The determination of estimated ultimate losses by the Company's actuary is based on accepted actuarial methods and assumptions. The estimated ultimate losses are primarily based upon loss development factors, and other factors such as the nature of employees' job responsibilities, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends.

The principal considerations for our determination that performing procedures relating to PEO insurance reserves - workers' compensation insurance reserves is a critical audit matter are (i) there was significant judgment used by management in determining the workers' compensation insurance reserves, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing our procedures and evaluating management's assumptions and actuarial estimates related to the loss development factors and other factors such as the historical frequency and severity of workers' compensation claims and an estimate of future cost trends, and (ii) the audit effort included the involvement of professionals with specialized skill and knowledge.

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Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the Company's workers' compensation insurance reserves, including controls over the development of management's assumptions and actuarial estimates related to the loss development factors. These procedures also included, among others (i) the involvement of professionals with specialized skill and knowledge to assist in developing an independent estimate of the workers' compensation insurance reserves and (ii) comparison of this independent estimate to management's estimate to evaluate the reasonableness of management's estimate. Developing an independent estimate involved (i) testing the completeness and accuracy of data provided by management and (ii) evaluating management's model, assumptions and actuarial estimates related to the loss development factors and other factors such as the historical frequency and severity of workers' compensation claims and an estimate of future cost trends.

/s/ PricewaterhouseCoopers LLP
Fairport, New York
July 11, 2024

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

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PAYCHEX, INC.
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
In millions, except per share amounts

Year ended May 31,	2024	2023	2022
Revenue:			
Management Solutions			
	\$ 3,866.4	\$ 3,730.5	\$ 3,442.7
PEO and Insurance Solutions			
	1,265.6	1,176.8	1,111.3
Total service revenue	5,132.0	4,907.3	4,554.0
Interest on funds held for clients			
	146.3	99.8	57.7
Total revenue	5,278.3	5,007.1	4,611.7
Expenses:			
Cost of service revenue			
	1,479.3	1,453.0	1,356.3
Selling, general and administrative expenses			
	1,624.9	1,521.0	1,415.4
Total expenses	3,104.2	2,974.0	2,771.7
Operating income	2,174.1	2,033.1	1,840.0
Other income/(expense), net			
	43.9	15.1	15.4
Income before income taxes	2,218.0	2,048.2	1,824.6
Income taxes			
	527.6	490.9	431.8
Net income	\$ 1,690.4	\$ 1,557.3	\$ 1,392.8
Other comprehensive income/(loss), net of tax			
	14.8	26.0	185.7
Comprehensive income	\$ 1,705.2	\$ 1,531.3	\$ 1,207.1
Basic earnings per share	\$ 4.69	\$ 4.32	\$ 3.86
Diluted earnings per share	\$ 4.67	\$ 4.30	\$ 3.84

Weighted-average common shares outstanding

360.3 360.4 360.6

Weighted-average common shares outstanding, assuming dilution

362.1 362.3 363.1

See Notes to Consolidated Financial Statements.

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PAYCHEX, INC.
CONSOLIDATED BALANCE SHEETS
In millions, except per share amounts

As of May 31,	2024	2023
Assets		
Cash and cash equivalents	\$ 1,468.9	\$ 1,222.0
Restricted cash	47.8	49.8
Corporate investments	33.9	373.4
Interest receivable	23.3	24.4
Accounts receivable, net of allowance for credit losses	1,059.6	873.3
PEO unbilled receivables, net of advance collections	542.4	528.5
Prepaid income taxes	47.5	48.1
Prepaid expenses and other current assets	321.9	289.8
Current assets before funds held for clients	3,545.3	3,409.3
Funds held for clients	3,706.2	4,118.8
Total current assets	7,251.5	7,528.1
Long-term corporate investments	3.7	3.8
Property and equipment, net of accumulated depreciation	411.7	396.3
Operating lease right-of-use assets, net of accumulated amortization	46.9	61.5
Intangible assets, net of accumulated amortization	194.5	187.4
Goodwill	1,882.7	1,834.0

	477.1	470.1
Long-term deferred costs		
	115.0	65.2
Other long-term assets		
Total assets	\$ 10,383.1	\$ 10,546.4
Liabilities		
Accounts payable	\$ 104.3	\$ 84.7
Accrued corporate compensation and related items	135.0	209.9
Accrued worksite employee compensation and related items	662.4	763.9
Short-term borrowings	18.7	10.2
Deferred revenue	50.2	47.3
Other current liabilities	469.8	395.4
Current liabilities before client fund obligations	1,440.4	1,511.4
Client fund obligations	3,868.7	4,294.0
Total current liabilities	5,309.1	5,805.4
Accrued income taxes	102.6	83.0
Deferred income taxes	86.0	112.1
Long-term borrowings, net of debt issuance costs	798.6	798.2
Operating lease liabilities	49.0	57.3
Other long-term liabilities	236.8	197.2
Total liabilities	6,582.1	7,053.2
Commitments and contingencies — Note Q		
Stockholders' equity		

Common stock, \$

0.01		
par value; Authorized:		
600.0		
shares;		
Issued and outstanding:		
360.1		
shares as of May 31, 2024		
and		
360.5		
shares as of May 31, 2023	3.6	3.6

Additional paid-in capital	1,729.5	1,626.4
Retained earnings	2,213.0	2,023.1
(((
Accumulated other comprehensive loss	145.1	159.9
)))
Total stockholders' equity	3,801.0	3,493.2

Total liabilities and stockholders' equity	\$ 10,383.1	\$ 10,546.4
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See Notes to Consolidated Financial Statements.

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PAYCHEX, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
In millions, except per share amounts

	Common stock Shares	Common stock Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income/(loss)	Total
Balance as of May 31, 2021	359.8	\$ 3.6	\$ 1,446.7	\$ 1,445.9	\$ 51.8	\$ 2,948.0
Net income	—	—	—	1,392.8	—	1,392.8
Unrealized losses on securities, net of \$ 53.1 million in tax benefit	—	—	—	—	162.3	162.3
Reclassification adjustment for realized gains on securities, net of \$ 0.1 million in tax expense ⁽¹⁾	—	—	—	—	0.1	0.1
Dividends declared (\$ 2.77 per share)	—	—	—	1,000.1	—	1,000.1
Repurchases of common shares ⁽²⁾	1.2	0.0	5.2	140.0	—	145.2
Stock-based compensation	—	—	52.8	—	—	52.8
Foreign currency translation adjustment ⁽³⁾	—	—	—	—	23.3	23.3
Activity related to equity-based plans	1.3	—	51.6	29.0	—	22.6
Balance as of May 31, 2022	359.9	3.6	1,545.9	1,669.6	133.9	3,085.2
Net income	—	—	—	1,557.3	—	1,557.3
Unrealized losses on securities, net of \$ 12.2 million in tax benefit	—	—	—	—	36.6	36.6
Reclassification adjustment for realized losses on securities, net of \$ 2.5 million in tax benefit ⁽¹⁾	—	—	—	—	7.4	7.4
Dividends declared (\$ 3.26 per share)	—	—	—	1,175.5	—	1,175.5
Repurchases of common shares ⁽²⁾	—	—	—	—	—	—
Stock-based compensation	—	—	62.6	—	—	62.6
Foreign currency translation adjustment ⁽³⁾	—	—	—	—	3.2	3.2

Activity related to equity-based plans	0.6	0.0	17.9	28.3)	—	10.4
						(
	360.5	3.6	1,626.4	2,023.1	159.9	3,493.2)
Balance as of May 31, 2023							
Net income	—	—	—	1,690.4	—	1,690.4	
Unrealized gains on securities, net of \$	—	—	—	—	—	—	
2.6 million in tax expense	—	—	—	—	—	7.6	7.6
Reclassification adjustment for realized losses on securities, net of \$	—	—	—	—	—	2.0	2.0
0.7 million in tax benefit ⁽¹⁾	—	—	—	—	—	(
Dividends declared (\$	—	—	—	—	—	(
3.65 per share)	—	—	—	1,315.4	—	1,315.4)
	((((—	—)
Repurchases of common shares ⁽²⁾	1.5	0.0	6.2	163.0)	—	169.2
))))	—	—)
Stock-based compensation	—	—	61.1	—	—	—	61.1
Foreign currency translation adjustment ⁽³⁾	—	—	—	—	—	5.2	5.2
					(
	1.1	0.0	48.2	22.1)	—	26.1
Activity related to equity-based plans	—	—	—	—	—	(
Balance as of May 31, 2024	360.1	3.6	1,729.5	2,213.0	145.1	3,801.0	
	=====	\$	\$	\$	\$	\$	

(1) Reclassification adjustments out of accumulated other comprehensive income/(loss) for realized (losses)/gains, net of tax, on the sale of available-for-sale ("AFS") securities are reflected in interest on funds held for clients and other income/(expense), net on the Consolidated Statements of Income and Comprehensive Income.

(2) The Company maintains a program to repurchase up to \$

400.0

million of its common stock, with authorization expiring May 31, 2027. The Company maintained a separate program to repurchase up to \$

400.0

million of its common stock which expired on January 31, 2024. The purpose of these programs is to manage common stock dilution. All shares of common stock repurchased were retired.

(3) Foreign currency translation adjustment represented a cumulative loss of \$24.4 million, \$29.6 million, \$32.8 million, and \$9.5 million, respectively of the accumulated other comprehensive income/(loss) as of May 31, 2024, 2023, 2022, and 2021. There is no tax impact on our foreign currency translation.

See Notes to Consolidated Financial Statements.

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PAYCHEX, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
In millions

Year ended May 31,	2024	2023(1)	2022(1)
Operating activities			
Net income	\$ 1,690.4	\$ 1,557.3	\$ 1,392.8
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	176.5	176.6	191.8
Amortization of premiums and discounts on AFS securities, net	(7.0)	18.2	28.9
Amortization of deferred contract costs	231.7	219.1	202.1
Stock-based compensation costs	61.1	62.6	52.8
(Benefit from)/provision for deferred income taxes	(29.8)	44.0	2.3
Provision for credit losses	19.8	17.7	10.5
Net realized losses/(gains) on sales of AFS securities	2.6	9.8	0.2
Net realized losses on disposal of assets	32.8	1.3	0.4
Changes in operating assets and liabilities:			
Interest receivable	(1.1)	2.1	2.1
Accounts receivable and PEO unbilled receivables, net	(113.0)	135.7	154.1
Prepaid expenses and other current assets	(25.2)	(17.8)	(7.7)
Accounts payable and other current liabilities	(127.0)	86.3	113.1
Deferred costs	(244.9)	(269.4)	(267.1)
Net change in other long-term assets and liabilities	6.1	30.6	25.9
Net change in operating lease right-of-use assets and liabilities	(3.5)	(4.3)	(3.9)
Net cash provided by operating activities	1,897.7	1,706.2	1,589.7
Investing activities			

Purchases of AFS securities	(((
	6,868.5	14,585.3	17,807.7
Proceeds from sales and maturities of AFS securities)))
	7,161.2	14,943.2	16,554.9
Net change in purchased receivables	(((
	153.8	6.8	84.2
Purchases of property and equipment)))
	161.4	143.0	133.8
Proceeds from sale of property and equipment)))
	—	16.7	1.2
Acquisition of businesses, net of cash acquired	(((
	208.3	2.7	24.9
Purchases of other assets)))
	30.1	10.4	10.6
Net cash (used in)/provided by investing activities	(((
	260.9	211.7	1,505.1
Financing activities			
Net change in client fund obligations	(((
	425.3	474.8	143.2
Net proceeds from short-term borrowings			
	9.0	2.0	1.3
Dividends paid	(((
	1,315.3	1,175.0	999.6
Repurchases of common shares)))
	169.2	—	145.2
Contingent consideration paid for acquisitions		((
	—	2.8	1.6
Activity related to equity-based plans		(
	26.1	10.4	22.6
Net cash used in financing activities	(((
	1,874.7	711.4	979.3
Net change in cash, restricted cash, and equivalents	(((
	237.9	1,206.5	894.7
Cash, restricted cash, and equivalents, beginning of fiscal year			
	2,134.9	928.4	1,823.1
Cash, restricted cash, and equivalents, end of fiscal year	\$ 1,897.0	\$ 2,134.9	\$ 928.4
Reconciliation of cash, restricted cash, and equivalents			
Cash and cash equivalents	\$ 1,468.9	\$ 1,222.0	\$ 370.0

	47.8	49.8	75.8
Restricted cash			
Restricted cash and restricted cash equivalents included in funds held for clients	380.3	863.1	482.6
Total cash, restricted cash, and equivalents	\$ 1,897.0	\$ 2,134.9	\$ 928.4

(1) The consolidated statement of cash flows for the fiscal years ended May 31, 2023 and May 31, 2022 include revisions to previously reported amounts related to the presentation of cash flows associated with short-term receivables purchased from the Company's clients under non-recourse arrangements, net of funding reserves. See Note A for further discussion on the revision.

See Notes to Consolidated Financial Statements.

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PAYCHEX, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A — Description of Business, Basis of Presentation, and Significant Accounting Policies

Description of business: Paychex, Inc. and its wholly owned subsidiaries (collectively, the "Company" or "Paychex") is an industry-leading human capital management ("HCM") company delivering a full suite of technology and advisory services in human resources ("HR"), employee benefit solutions, insurance and payroll for small- to medium-sized businesses and their employees in the United States ("U.S.") and parts of Europe. The Company also has operations in India.

Paychex, a Delaware corporation formed in 1979, reports as

one segment. Substantially all of the Company's revenue is generated within the U.S. Approximately

1

% of the Company's total revenue was generated within Europe for each of the fiscal years ended May 31, 2024 ("fiscal 2024"), May 31, 2023 ("fiscal 2023"), and May 31, 2022 ("fiscal 2022"). Long-lived assets in Europe were approximately

6

% of total long-lived assets of the Company as of May 31, 2024 and 2023. Long-lived assets in India were less than

1

% of total long-lived assets of the Company as of May 31, 2024 and 2023.

The Company's offers a full range of integrated HCM solutions covering the employee life cycle for businesses and their employees. Clients may choose from a breadth of solutions that also allow integration with some of the most popular HR, accounting, point-of-sale, and productivity applications on the market today. Paychex's offerings often leverage the information gathered in its base payroll processing service, allowing the Company to provide comprehensive outsourcing services covering the HCM spectrum.

Paychex supports its small business clients by utilizing its proprietary, robust, software as a service ("SaaS") Paychex Flex® platform and the Company's SurePayroll® SaaS-based solutions. Both solutions allow users to process payroll when they want, how they want, and on any type of device (desktop, tablet, and mobile phone). Paychex's medium-sized clients generally have more complex payroll and employee benefit needs and can opt for an integrated suite of HCM solutions, which allows them to choose the services and software that will meet the needs of their businesses.

Total revenue is comprised of service revenue and interest on funds held for clients. Service revenue is comprised primarily of the fees earned on the portfolio of HCM services, which include payroll processing, complementary HR management and administration services, professional employer organization ("PEO") solutions, and insurance agency commissions. Refer to Note B of this Item 8 for further discussion of the Company's service revenue.

Basis of presentation: 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. Certain disclosures are reported as zero balances due to rounding.

Reclassifications: Certain prior year amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated earnings.

Revision to previously issued financial statements: The consolidated statement of cash flows for fiscal years 2023 and 2022 includes revisions to previously reported amounts related to the presentation of the cash flows associated with short-term receivables purchased from the Company's clients under non-recourse arrangements. The revision increased net cash provided by operating activities and decreased net cash provided by investing activities by \$

6.8

million and \$

84.2

million, respectively. Management concluded that this revision was not material to the consolidated financial statements of any previously filed annual or interim periods.

Cash and cash equivalents: Cash and cash equivalents consist of available cash, money market securities, and other investments with a maturity of 90 days or less at acquisition. Cash and cash equivalents include funds collected from the Company's PEO clients for the payment of worksite employee payrolls and associated payroll taxes. \$

171.7
million and \$

291.3

million collected from PEO clients are included in cash and cash equivalents on the Company's Consolidated Balance Sheets as of May 31, 2024 and 2023, respectively.

Restricted cash and restricted cash equivalents: Restricted cash and restricted cash equivalents are recorded at fair value, and consist of cash

and cash equivalents, primarily money market securities, included in funds held for clients and cash that is restricted in use to secure commitments for certain workers' compensation insurance policies.

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Accounts receivable, net of allowance for credit losses: Accounts receivable balances are shown on the Consolidated Balance Sheets net of the allowance for credit losses of \$

21.3
million and \$

20.5
million as of May 31, 2024 and 2023, respectively. These balances include trade receivables for services provided to clients and receivables purchased from the Company's clients under non-recourse arrangements. Trade receivables were \$

141.3
million and \$

287.0
million as of May 31, 2024 and 2023, respectively. Purchased receivables were \$

939.6
million and \$

606.8
million as of May 31, 2024 and 2023, respectively.

The Company is exposed to credit losses through the sale of its solutions and support services, payment of client obligations, and collection of purchased receivables. To mitigate this credit risk, the Company has multiple programs in place to assess and continuously monitor each client's ability to pay for these solutions and support services. Credit monitoring programs include, but are not limited to, new client credit reviews, establishing appropriate credit limits, monitoring of credit distressed clients, and early electronic wire and collection procedures. The Company also considers contract terms and conditions, client business type or strategy and may require collateralized asset support or prepayment to mitigate credit risk.

Accounts receivable are written off and charged against the allowance for credit losses when the Company has exhausted all collection efforts without success. The Company estimates its allowance for credit losses based on historical loss activity adjusted for current economic conditions and reasonable and supportable forecast factors, when applicable. The provision for the allowance for credit losses and accounts written off were

no

material for the fiscal years ended May 31, 2024, 2023 and 2022, respectively.

No

single client had a material impact on total accounts receivable as of May 31, 2024 or 2023.

No

single client had a material impact on service revenue or results of operations for the fiscal years ended May 31, 2024, 2023 and 2022.

PEO unbilled receivables, net of advance collections: The Company recognizes a liability for worksite employee gross wages and related payroll tax liabilities at the end of the period in which the worksite employee performs work, and where it assumes, under applicable federal and state regulations, the obligation for the payment of payroll and payroll tax liabilities. The estimated payroll and payroll tax liabilities are recorded in accrued worksite employee compensation and related items on the Company's Consolidated Balance Sheets. The associated unbilled receivables, including estimated revenues, offset by advance collections from clients, are recorded as PEO unbilled receivables, net of advance collections on the Company's Consolidated Balance Sheets. As of May 31, 2024 and 2023, advance collections were \$

0.7
million and \$

12.5
million, respectively.

Funds held for clients and corporate investments: Marketable securities included in funds held for clients and corporate investments consist primarily of securities classified as AFS and are recorded at fair value obtained from an independent pricing service. The funds held for clients portfolio also includes cash and cash equivalents such as money market securities. Unrealized gains and losses, net of applicable income taxes, are reported as other comprehensive income or loss in the Consolidated Statements of Income and Comprehensive Income. Realized gains and losses on the sale of AFS securities are determined by specific identification of the cost basis of each security. On the Consolidated Statements of Income and Comprehensive Income, realized gains and losses from the funds held for clients portfolio and corporate investments portfolio are included in interest on funds held for clients and other income/(expense), net, respectively.

Concentrations: Substantially all the Company's deposited cash is maintained at large well-capitalized (as defined by their regulators) financial institutions. These deposits may exceed the amount of any insurance provided. All the Company's deliverable securities are held in custody with certain of the aforementioned financial institutions, for which that institution bears the risk of custodial loss. Non-deliverable securities are primarily time deposits and money market funds.

Property and equipment, net of accumulated depreciation: Property and equipment is stated at cost, less accumulated depreciation. Depreciation is based on the estimated useful lives of property and equipment using the straight-line method. The estimated useful lives of depreciable assets are generally as follows:

Category	Depreciable life
Buildings and improvements	10 to 35 years or the remaining life, whichever is shorter
Data processing equipment	3 to 5 years
Furniture, fixtures, and equipment	2 to 7 years
Leasehold improvements	10 years or the life of the lease, whichever is shorter
Software	3 to 12 years

Normal and recurring repairs and maintenance costs are charged to expense as incurred. The Company reviews the carrying value of property and equipment for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable.

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Software development and enhancements: Expenditures for software purchases and software developed for internal use are capitalized and depreciated on a straight-line basis over the estimated useful lives, which are generally 3 to 5 years. Software developed as part of the Company's main processing platform is depreciated over 12 years. For software developed for internal use, certain costs are capitalized, including external direct costs of materials and services associated with developing or obtaining the software, and payroll and payroll-related costs for employees who are directly associated with internal-use software projects. Capitalization of these costs ceases no later than the point at which the project is substantially complete and ready for its intended use. Costs associated with preliminary project stage activities, training, maintenance, and other post-implementation stage activities are expensed as incurred. The carrying value of software and development costs is reviewed for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable.

Goodwill and other intangible assets, net of accumulated amortization: Goodwill is not amortized, but instead is tested for impairment on an annual basis and between annual tests if an event occurs or circumstances change in a way to indicate that there has been a potential decline in the fair value of a reporting unit. The Company performs its annual impairment testing in its fiscal fourth quarter. During fiscal 2024 and fiscal 2023, a qualitative analysis was performed on all reporting units to determine if it is more-likely-than-not that the fair value of the reporting units had declined below their carrying values. During fiscal 2022, a qualitative assessment was performed for the Company's Paychex, Inc., excluding Purchased Receivables, reporting unit, and a quantitative assessment was performed on the Purchased Receivable reporting unit. The qualitative assessment considered various financial, macroeconomic, industry, and reporting unit specific qualitative factors. Based on the results of the Company's testing,

no

impairment loss was recognized in the results of operations for fiscal 2024, fiscal 2023, or fiscal 2022. Subsequent to the latest review, there have been no events or circumstances that indicate any potential impairment of the Company's goodwill balance.

Intangible assets are comprised primarily of client list acquisitions and are reported net of accumulated amortization on the Consolidated Balance Sheets. Intangible assets are amortized over periods generally ranging from 3 to 12 years. Certain client lists use an accelerated method, while other intangible assets use the straight-line method of amortization. In addition, the Company has intangible assets with indefinite useful lives, which are tested for impairment on an annual basis and between annual tests if an event occurs or circumstances change in a way to indicate that the carrying value may not be recoverable. The Company has determined, using qualitative assessments, there is

no

impairment of intangible assets with indefinite useful lives for fiscal 2024, fiscal 2023, or fiscal 2022.

Impairment of Long-Lived Assets: Long-lived assets, including intangible assets with finite lives and operating lease right-of-use ("ROU") assets, are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. The recoverability of asset groups to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset group exceeds its estimated fair value. The Company has determined that there was

no

impairment of long-lived assets for fiscal 2024, fiscal 2023, or fiscal 2022.

Foreign Currency: The financial statements of the Company's foreign subsidiaries have been translated into U.S. dollars. Assets and liabilities are translated into U.S. dollars at period-end exchange rates. Income and expenses are translated at the average exchange rate for the reporting period. The resulting non-cash foreign currency translation adjustments, representing unrealized gains or losses, are included in the Consolidated Statements of Stockholders' Equity as a component of accumulated other comprehensive income/(loss), net of tax. The Company did

no

t have any material realized gains or losses resulting from foreign exchange transactions during fiscal 2024, fiscal 2023, or fiscal 2022.

Revenue recognition: Revenues are primarily attributable to fees for providing services as well as investment income earned on funds held for clients. Fees associated with services are recognized when control of the contracted services is transferred to the Company's clients, in an amount that reflects the consideration it expects to receive in exchange for such services. The Company's service revenue is largely attributable to processing services where the fee is based on a fixed amount per processing period or a fixed amount per processing period plus a fee per employee or transaction processed. Insurance Solutions revenues are recognized when commissions are earned on premiums billed and collected. Fees earned for the purchase of client's accounts receivable under non-recourse arrangements are based on a percentage of funding amounts as specified in the client contract. These fees are then recognized over the average collection period of 40 to 60 days for clients in the temporary staffing agency market and approximately 5 to 15 days for other clients. The revenue earned from delivery service for the distribution of certain client payroll checks and reports is included in service revenue, and the costs for the delivery are included in cost of service revenue on the Consolidated Statements of Income and Comprehensive Income.

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The Company receives advance payments for set-up fees from its clients. Advance payments received for certain service offerings for set-up fees are considered a material right. Therefore, the Company defers the revenue associated with these advance payments, recognizing the revenue and related expenses over the expected period to which the material right exists.

PEO Solutions revenue is included in service revenue and is reported net of certain pass-through costs billed and incurred, which include payroll wages, payroll taxes, including federal and state unemployment insurance, and certain health insurance benefit premiums, primarily costs related to the Company's guaranteed cost benefit plans. Direct costs related to workers' compensation and certain benefit plans where the Company retains risk are recognized as cost of service revenue rather than as a reduction in service revenue. Refer to Note B of this Item 8 for further discussion of the Company's PEO pass-through costs.

Interest on funds held for clients is earned primarily on funds that are collected from clients before due dates for payroll tax administration and employee payment services and invested until remittance to the applicable tax or regulatory agencies or client employees. The interest earned on these funds is included in total revenue on the Consolidated Statements of Income and Comprehensive Income because the collecting, holding, and remitting of these funds are components of providing these services.

Assets Recognized from the Costs to Obtain and Fulfill Contracts: The Company recognizes an asset for the incremental costs of obtaining a contract with a client if it is expected that the economic benefit and amortization period will be longer than one year. Incremental costs of obtaining a contract include only those costs that are directly related to the acquisition of new contracts and that would not have been incurred if the contract had not been obtained. The Company does not incur incremental costs to obtain a contract renewal. The Company determined that certain sales commissions and bonuses, including related fringe benefits, meet the capitalization criteria under Accounting Standards Codification ("ASC") Subtopic 340-40, "Other Assets and Deferred Costs: Contracts with Customers" ("ASC 340-40"). The Company also recognizes an asset for the costs to fulfill a contract with a client if the costs are specifically identifiable, generate or enhance resources used to satisfy future performance obligations, and are expected to be recovered. The Company has determined that substantially all costs related to implementation activities are administrative in nature and meet the capitalization criteria under ASC 340-40. These capitalized costs to fulfill a contract principally relate to upfront direct costs that are expected to be recovered and enhance the Company's ability to satisfy future performance obligations.

The assets related to both costs to obtain and costs to fulfill contracts with clients are capitalized and amortized using an accelerated method over an eight-year life to closely align with the pattern of client attrition over the estimated life of the client relationship. The Company regularly reviews its deferred costs for potential impairment and did

no

to recognize an impairment loss during fiscal 2024, fiscal 2023, or fiscal 2022.

Cost of service revenue: The Company's costs and expenses applicable to total service revenue represent direct costs associated with providing HR, payroll, benefits, and insurance services. This includes labor-related costs, direct costs related to certain PEO solutions, postage and delivery costs, facility costs, professional services, and depreciation and amortization of property and equipment, including internally developed software.

Selling, general and administrative expenses: The Company's selling, general and administrative expenses represent labor-related costs, including amortization of deferred sales commissions and bonuses, corporate asset depreciation and amortization, marketing, and other general and administrative expenses incurred by the Company.

PEO insurance reserves: As part of its PEO solution, the Company offers workers' compensation insurance and health insurance to clients for the benefit of client employees. Workers' compensation insurance is primarily provided under fully insured high deductible workers' compensation insurance policies. Workers' compensation insurance reserves are established to provide for the estimated costs of paying claims up to per occurrence liability limits. These reserves include estimates of certain expenses associated with processing and settling these claims. In establishing the PEO workers' compensation insurance reserves, the Company uses an independent actuarial estimate of undiscounted future cash payments that would be made to settle claims. The determination of estimated ultimate losses by the Company's independent actuary are based on accepted actuarial methods and assumptions. The estimated ultimate losses are primarily based upon loss development factors, and other factors such as the nature of employees' job responsibilities, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. Each reporting period, changes in actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into the Company's workers' compensation claims cost estimates. For fiscal 2024, the Company has an aggregate maximum liability of \$

1.0
million for claims exceeding \$

1.0
million, and once met, the maximum individual claims liability is \$

1.0
million. For Fiscal 2023, the Company has an aggregate maximum liability of \$

2.0
million for claims exceeding \$

1.0
million, and once met, the maximum individual claims liability is \$

1.0
million.

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As of May 31, 2024 and 2023, the Company had recorded current liabilities of \$

74.1
million and \$

64.3
million, respectively, and long-term liabilities of \$

144.5
million and \$

131.5

million, respectively, on its Consolidated Balance Sheets for workers' compensation insurance reserves. The amounts were recorded in the other current liabilities and other long-term liabilities sections, respectively, of the Consolidated Balance Sheets.

With respect to PEO health insurance, the Company offers various health insurance plans that take the form of either fully insured guaranteed cost plans or fully insured insurance arrangements where the Company retains risk. A reserve for insurance arrangements where the Company retains risk is established to provide for the payment of claims in accordance with the Company's service contract with the carrier. The claims reserve includes estimates for reported losses, plus amounts for those claims incurred but not reported, and estimates of certain expenses associated with processing and settling the claims. The Company's maximum individual claims liability was \$

0.5

million under its policies during both fiscal 2024 and fiscal 2023. Amounts accrued related to the health insurance and dental and vision plan reserves were \$

50.6
million and \$

47.0
million as of May 31, 2024 and 2023, respectively. These amounts are included in other current liabilities on the Consolidated Balance Sheets.

Estimating the ultimate cost of future claims is an uncertain and complex process based upon historical loss experience and accepted actuarial methods and assumptions. These reserves are subject to change due to multiple factors, including economic trends, changes in legal liability law, and damage awards, all of which could materially impact the reserves as reported in the consolidated financial statements. Accordingly, final claim settlements may vary from the present estimates, particularly with workers' compensation insurance where those payments may not occur until well into the future. The Company regularly reviews the adequacy of its estimated insurance reserves. Adjustments to previously established reserves are reflected in the results of operations for the period in which the adjustment is identified. Such adjustments could be significant, reflecting any combination of new and adverse or favorable trends. Adjustments to previously established reserves were not material for fiscal 2024, fiscal 2023, or fiscal 2022.

Leases: The Company accounts for its leases under ASC Topic 842, "Leases". At contract inception, the Company determines if the new contractual arrangement is a lease or contains a leasing arrangement. If a contract contains a lease whose term is greater than one year, the Company evaluates whether it should be classified as an operating or a finance lease. Currently, all the Company's leases have been classified as operating leases. Upon modification of a contract, the Company will reassess to determine if a contract is or contains a leasing arrangement.

The Company records lease liabilities based on the future estimated cash payments discounted over the lease term, defined as the non-cancellable time period of the lease, together with all the following:

- periods covered by an option to extend the lease if the Company is reasonably certain to exercise the extension option; and
- periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise the termination option.

Leases may also include options to terminate the arrangement or options to purchase the underlying lease property. The Company does not separate lease and non-lease components of contracts. Lease components provide the Company with the right to use an identified asset, which consist of the Company's real estate properties and office equipment. Non-lease components consist primarily of maintenance services.

As an implicit discount rate is typically not readily determinable in the Company's lease agreements, the Company uses its estimated secured incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future lease payments. The incremental borrowing rate is determined using a portfolio approach utilizing publicly available information related to our unsecured borrowing rates. For certain leases with original terms of 12 months or less, the Company recognizes lease expense as incurred and does not recognize any lease liabilities. Short-term and long-term portions of operating lease liabilities are classified as other current liabilities and operating lease liabilities, respectively, on the Company's Consolidated Balance Sheets.

An ROU asset is measured as the amount of the lease liability with adjustments, if applicable, for lease incentives, initial direct costs incurred by the Company, and lease prepayments made prior to or at lease commencement. ROU assets are classified as operating lease ROU assets, net of accumulated amortization, on the Company's Consolidated Balance Sheets. The Company evaluates the carrying value of ROU assets if there are indicators of potential impairment and performs the analysis concurrent with the review of the recoverability of the related asset group. If the carrying value of the asset group is determined to not be fully recoverable and is in excess of its estimated fair value, the Company will record an impairment loss in its Consolidated Statements of Income and Comprehensive Income. The Company did

no

recognize an impairment loss during fiscal 2024, fiscal 2023 or fiscal 2022.

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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). Variable lease payments are expensed as incurred in the Company's Consolidated Statements of Income and Comprehensive Income.

Stock-based compensation costs: All stock-based awards to employees are recognized as compensation costs in the consolidated financial statements based on their fair values measured as of the date of grant. The Company estimates the fair value of stock option grants using a Black-Scholes option pricing model. This model requires various assumptions as inputs including expected volatility of the Paychex stock price and expected option life. Volatility is estimated based on a combination of historical volatility, using stock prices over a period equal to the expected option life, and implied market volatility. Expected option life is estimated based on historical exercise behavior. The Company periodically reassesses its assumptions as well as its choice of valuation model. The Company will reconsider use of this model if additional information becomes available in the future indicating that another model would provide a more accurate estimate of fair value or if characteristics of future grants would warrant such a change.

The fair value of stock awards is determined based on the stock price at the date of grant. For grants that do not accrue dividends or dividend equivalents, the fair value is the stock price reduced by the present value of estimated dividends over the vesting period or performance period.

The Company's policy is to estimate forfeitures and only record compensation costs for those awards that are expected to vest. The assumptions for forfeitures are determined based on type of award and historical experience. Forfeiture assumptions are adjusted at the point in time a significant change is identified, with any adjustment recorded in the period of change, and the final adjustment at the end of the requisite service period to equal actual forfeitures.

The assumptions of volatility, expected option life, and forfeitures all require significant judgment and are subject to change in the future due to factors such as employee exercise behavior, stock price trends, and changes to type or provisions of stock-based awards. Any material change in one or more of these assumptions could have an impact on the estimated fair value of a future award.

Refer to Note F of this Item 8 for further discussion of the Company's stock-based compensation plans.

Income taxes: The Company accounts for deferred taxes by recognizing deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities, using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse.

The Company also maintains a reserve for uncertain tax positions. The Company evaluates tax positions taken or expected to be taken in a tax return for recognition in its consolidated financial statements. Prior to recording the related tax benefit in the consolidated financial statements, the Company must conclude that tax positions will be more-likely-than-not to be sustained, assuming those positions will be examined by taxing authorities with full knowledge of all relevant information. The benefit recognized in the consolidated financial statements is the amount the Company expects to realize after examination by taxing authorities. If a tax position drops below the more-likely-than-not standard, the benefit can no longer be recognized. Assumptions, judgment, and the use of estimates are required in determining if the more-likely-than-not standard has been met when developing the provision for income taxes and in determining the expected benefit. A change in the assessment of the more-likely-than-not standard could materially impact the Company's results of operations or financial position. Refer to Note L of this Item 8 for further discussion of the Company's reserve for uncertain tax positions.

Use of estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates, judgments, and assumptions that affect reported amounts of assets, liabilities, revenue, and expenses during the reporting period. Actual amounts and results could differ from these estimates.

Recently adopted accounting pronouncements: Effective June 1, 2023, the Company adopted Accounting Standards Update ("ASU") No. 2021-08 "Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers," which did not have a material impact on its consolidated financial statements.

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Recently issued accounting pronouncements: In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." This ASU expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. The requirements are effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, and are required to be applied retrospectively. This ASU is applicable to the Company's Annual Report on Form 10-K for the fiscal year ending May 31, 2025, and subsequent interim periods, with early application permitted. The requirements of this ASU are disclosure-related and will not have an impact on the Company's financial condition, results of operations, or cash flows. The Company is currently evaluating the impact of adopting this ASU on its reportable segment disclosures.

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." This ASU updates income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024, and is applicable to the Company's fiscal year beginning June 1, 2025, with early application permitted. The transition method is prospective with the retrospective method permitted. The requirements of this ASU are disclosure-related and will not have an impact on the Company's financial condition, results of operations, or cash flows. The Company is currently evaluating the impact of adopting this ASU on its income tax disclosures.

Note B — Service Revenue

Service revenue is primarily attributable to fees for providing services to the Company's clients and is recognized when control of the contracted services is transferred to its clients, in an amount that reflects the consideration it expects to receive in exchange for such services. Insurance Solutions revenue is commissions earned on premiums collected and remitted to insurance carriers. The Company's contracts generally do not contain specified contract periods and may be terminated by either party with 30 -days notice of termination. Sales and other applicable non-payroll related taxes are excluded from service revenue.

Based upon similar operational and economic characteristics, the Company's service revenue is disaggregated by Management Solutions and PEO and Insurance Solutions as reported in the Company's Consolidated Statements of Income and Comprehensive Income. The Company believes these revenue categories depict how the nature, amount, timing, and uncertainty of its revenue and cash flows are affected by economic factors.

Management Solutions Revenue

Management Solutions revenue is primarily derived from the Company's integrated HCM and HR outsourcing solutions. Clients can select services on an à la carte basis or as part of various solution bundles. The Company's offerings often leverage the information gathered in its base payroll processing service, allowing it to provide comprehensive outsourcing services covering the HCM spectrum. Management Solutions revenue is generally recognized over time as services are performed and the customer simultaneously receives and controls the benefits from these services.

Revenue earned from delivery service for the distribution of certain client payroll checks and reports is also included in Management Solutions revenue in the Company's Consolidated Statements of Income and Comprehensive Income. Delivery service revenue is recognized at a point in time following the delivery of payroll checks, reports, quarter-end packages, and tax returns to the Company's clients.

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PEO and Insurance Solutions Revenue

PEO solutions are sold through the Company's registered and licensed subsidiaries and offer businesses HCM and HR outsourcing solutions. The Company serves as a co-employer of its clients' employees, offers health insurance coverage to client employees, and assumes the risks and rewards of workers' compensation insurance and certain health insurance offerings. PEO Solutions revenue is recognized over time as the services are performed and the customer simultaneously receives and controls the benefits from these services. PEO Solutions revenue is reported net of certain pass-through costs billed and incurred, which include payroll wages, payroll taxes, including federal and state unemployment insurance, and health insurance premiums on guaranteed cost benefit plans. For workers' compensation and health insurance plans where the Company retains risk, revenues and costs are recorded on a gross basis.

PEO pass-through costs netted within the PEO and Insurance Solutions revenue are as follows:

In millions	Year ended May 31,		
	2024	2023	2022
Payroll wages and payroll taxes	\$ 27,381.5	\$ 26,025.3	\$ 24,209.3
State unemployment insurance (included in payroll wages and payroll taxes)	\$ 151.8	\$ 138.2	\$ 139.1
Guaranteed cost benefit plans	\$ 660.3	\$ 656.3	\$ 641.4

Insurance solutions are sold through the Company's licensed insurance agency, Paychex Insurance Agency, Inc., which provides insurance through a variety of carriers, allowing companies to expand their employee benefit offerings at an affordable cost. Insurance offerings include property and casualty coverage such as workers' compensation, business-owner policies, commercial auto, cybersecurity, and health and benefits coverage, including health, dental, vision, and life. Insurance Solutions revenue reflects commissions earned on remitted insurance services premiums billed and is recognized over time as services are performed and the customer simultaneously receives and controls the benefits from these services.

Contract Balances

The timing of revenue recognition for Management Solutions and PEO and Insurance Solutions is consistent with the invoicing of clients as they both occur during the respective client payroll period for which the services are provided. Therefore, the Company does not recognize a contract asset or liability resulting from the timing of revenue recognition and invoicing.

Payments received for certain of the Company's service offerings for set-up fees are considered a material right. Therefore, the Company defers revenue associated with these performance obligations, which exceed one year, and subsequently recognizes them as future services are provided, over approximately three years to four years.

Changes in deferred revenue related to material rights that exceed one year were as follows:

In millions	Year ended May 31,	
	2024	2023
Balance, beginning of period	\$ 62.0	\$ 48.9
Deferral of revenue	46.7	42.1
Recognition of unearned revenue	(33.8)	(29.0)
Balance, end of period	\$ 74.9	\$ 62.0

Deferred revenue related to material rights is reported in the deferred revenue and other long-term liabilities line items on the Company's Consolidated Balance Sheets. As of May 31, 2024, the Company expects to recognize \$

32.5 million of deferred revenue related to material rights during its fiscal year ending May 31, 2025 and \$

42.4 million of deferred revenue thereafter.

Assets Recognized from the Costs to Obtain and Fulfill Contracts

The Company recognizes an asset for the incremental costs of obtaining a contract with a client if it is expected that the economic benefit and amortization period will be longer than one year. The Company also recognizes an asset for the costs to

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fulfill a contract with a client if the costs are specifically identifiable, generate or enhance resources used to satisfy future performance obligations, and are expected to be recovered.

Deferred costs to obtain and fulfill contracts are reported in the prepaid expenses and other current assets and long-term deferred costs line items on the Company's Consolidated Balance Sheets. Amortization expense related to costs to obtain and fulfill a contract are included in cost of service revenue and selling, general and administrative expenses in the Company's Consolidated Statements of Income and Comprehensive Income. Refer to Note A of this Item 8 for additional disclosures on our policies for assets recognized from the costs to obtain and fulfill contracts.

The Company regularly reviews its deferred costs for potential impairment and did

no

recognize an impairment loss during fiscal 2024, fiscal 2023, or fiscal 2022.

Changes in deferred costs to obtain and fulfill contracts were as follows:

Costs to fulfill contracts:

In millions	Year ended May 31,	
	2024	2023
Balance, beginning of period	\$ 75.3	\$ 72.3
Capitalization of costs	27.8	28.9
Amortization	(26.5)	(25.9)
Balance, end of period	<u>\$ 76.6</u>	<u>\$ 75.3</u>

Costs to obtain contracts:

In millions	Year ended May 31,	
	2024	2023
Balance, beginning of period	\$ 597.5	\$ 550.2
Capitalization of costs	217.1	240.5
Amortization	(205.2)	(193.2)
Balance, end of period	<u>\$ 609.4</u>	<u>\$ 597.5</u>

Note C — Basic and Diluted Earnings Per Share

Basic and diluted earnings per share were calculated as follows:

In millions, except per share amounts	Year ended May 31,		
	2024	2023	2022
Basic earnings per share:			
Net income	\$ 1,690.4	\$ 1,557.3	\$ 1,392.8
Weighted-average common shares outstanding	360.3	360.4	360.6

Basic earnings per share	\$ 4.69	\$ 4.32	\$ 3.86
Diluted earnings per share:			
Net income	\$ 1,690.4	\$ 1,557.3	\$ 1,392.8
Weighted-average common shares outstanding	360.3	360.4	360.6
Dilutive effect of common share equivalents	1.8	1.9	2.5
Weighted-average common shares outstanding, assuming dilution	362.1	362.3	363.1
Diluted earnings per share	\$ 4.67	\$ 4.30	\$ 3.84
Weighted-average anti-dilutive common share equivalents	0.6	0.7	0.2

Weighted-average common share equivalents that had an anti-dilutive impact are excluded from the computation of diluted earnings per share.

Note D — Business Combinations

Effective July 31, 2023, substantially all of the net assets of Alterna Capital Solutions LLC (“Alterna”), were acquired by a wholly owned subsidiary of the Company. Alterna purchases outstanding accounts receivable of their customers under non-recourse arrangements. This acquisition allows the Company to increase and diversify its portfolio of solutions and support serving small- to medium-sized businesses. The acquisition consideration was comprised of a base purchase price of \$

95.1
million

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plus immediate settlement of debt totaling \$

128.9
million, net of \$

15.7
million in cash and restricted cash acquired. Accounts receivable balances acquired, net of allowance for doubtful accounts, and less amounts due to clients related to funding arrangements, totaled \$

146.1
million. Management determined that intangible assets related to the client list were \$

18.9
million to be amortized utilizing an accelerated method of amortization over a weighted average of 8 years. Goodwill in the amount of \$

46.7
million was recorded as a result of the acquisition, which is tax-deductible. The Company finalized the purchase price allocation for the acquisition of Alterna as of November 30, 2023. The financial results of Alterna are included in the Company's consolidated financial statements from its respective date of acquisition. This acquisition was not material to the Company's results of operations, financial position, or cash flows.

Note E — Other Income/(Expense), Net

Other income/(expense), net, consisted of the following items:

In millions	Year ended May 31,		
	2024	2023	2022
Interest income on corporate investments	\$ 82.7	\$ 49.1	\$ 2.9
	()	()	()
Interest expense	37.3	36.7	36.6
	()	()	()
Other	1.5	2.7	18.3
	()	()	()
Other income/(expense), net	\$ 43.9	\$ 15.1	\$ 15.4

Note F — Stock-Based Compensation Plans

The Paychex, Inc. 2002 Stock Incentive Plan, as last amended and restated effective October 15, 2020 (the "2002 Plan"), authorizes grants of up to

46.5
million shares of the Company's common stock. As of May 31, 2024, there were

13.5
million shares available for future grants under the 2002 Plan.

All stock-based awards to employees are recognized as compensation costs in the consolidated financial statements based on their fair values measured as of the date of grant. These costs are recognized as an expense in the Consolidated Statements of Income and Comprehensive Income on a straight-line basis over the requisite service period and an increase in additional paid-in capital.

Stock-based compensation expense was \$

61.1
million, \$

62.6
million, and \$

52.8
million for fiscal years 2024, 2023, and 2022, respectively. Related income tax benefits recognized were \$

12.7
million, \$

12.1
million, and \$

9.8
million for the respective fiscal years.

As of May 31, 2024, the total unrecognized compensation cost related to all unvested stock-based awards was \$

92.0

million and is expected to be recognized over a weighted-average period of 2.6 years.

Black-Scholes fair value assumptions: The fair value of stock option grants was estimated at the date of grant using a Black-Scholes option pricing model. The weighted-average assumptions used for valuation under the Black-Scholes option pricing model are as follows:

	2024	Year ended May 31, 2023	2022
Risk-free interest rate	4.1 %	3.2 %	1.2 %
Dividend yield	3.1 %	2.6 %	2.9 %
Volatility factor	0.25	0.27	0.23
Expected option life in years	6.6	6.6	6.6
Weighted-average grant-date fair value of stock options granted (per share)	\$ 27.21	\$ 27.58	\$ 17.47

Risk-free interest rates are yields for zero coupon U.S. Treasury notes maturing approximately at the end of the expected option life. The estimated volatility factor is based on a combination of historical volatility, using stock prices over a period equal to the expected option life, and implied market volatility. The expected option life is based on historical exercise behavior.

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Stock options: Stock options entitle the holder to purchase, at the end of the vesting term, a specified number of shares of Paychex common stock at an exercise price per share equal to the closing market price of the common stock on the date of grant. All stock options have a contractual life of ten years from the date of the grant and a vesting schedule as established by the Board of Directors (the "Board"). The Company issues new shares of common stock to satisfy stock option exercises. Stock option grants to executives and outside directors are typically approved by the Board in July. Grants of stock options to executives vest one-third per annum. Grants to members of the Board vest after one year. Vesting is generally achieved on these dates with active employment or participation as a member of the Board on the date of vesting.

The following table summarizes stock option activity for fiscal 2024:

In millions, except per share amounts	Shares subject to options	Weighted-average exercise price per share	Weighted-average remaining contractual term (years)	Aggregate intrinsic value ⁽¹⁾
Outstanding as of May 31, 2023	3.3	74.09		
Granted	0.4	\$ 120.76		
Exercised	0.6	\$ 63.49		
Forfeited	0.1	\$ 118.35		
Outstanding as of May 31, 2024	3.0	\$ 80.09	5.0	\$ 119.1
Exercisable as of May 31, 2024	2.5	\$ 72.45	4.3	\$ 117.6

(1) Total shares valued at the market price of the underlying stock as of May 31, 2024 less the exercise price.

Other information pertaining to stock option grants is as follows:

In millions	Year ended May 31,	2024	2023	2022
Total intrinsic value of stock options exercised	\$ 35.1	\$ 10.3	\$ 44.3	
Total grant-date fair value of stock options vested	\$ 7.5	\$ 7.1	\$ 6.4	

Restricted Stock Units ("RSUs"): The Board grants RSUs to certain executive and non-executive employees and outside directors. An RSU is an agreement to issue shares at the time of vesting with no associated exercise cost for the recipient. For each unit granted, the holder will receive one share of Paychex common stock at the time of vesting. If the recipient does not vest in the shares due to leaving Paychex, all shares or units of RSUs, and any dividends accrued thereon, when applicable, will be forfeited and returned to the Company.

Time-based RSUs: Time-based RSUs granted to executives vest one-third per annum over three years. Time-based RSUs granted to non-executives, during fiscal 2024 and fiscal 2023, vest on a graded basis over a four- or five-year period. Time-based RSUs granted to non-executives, prior to fiscal 2023, vest one-fifth per annum over five years. Time-based RSUs granted to outside directors vest on the one-year anniversary of the grant date. Vesting is generally achieved on these dates with active employment or participation as a member of the Board on the date of vesting. The fair value of time-based RSUs is equal to the closing market price of the underlying common stock as of the date of grant, adjusted for the present value of expected dividends over the vesting period. Time-based RSUs may, or may not, earn dividend equivalents depending on the terms of the specific grant.

Performance-based RSUs: Performance-based RSUs primarily have a two-year performance period, after which the number of underlying RSUs earned will be determined based on achievement against pre-established performance targets. The RSUs earned are then subject to a one-year service period. Performance-based RSUs do not earn dividend equivalents during the performance period. The fair value of the RSUs is equal to the closing market price of the underlying common stock as of the date of grant, adjusted for the present value of expected dividends over the performance period.

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The following table summarizes RSU activity for fiscal 2024:

In millions, except per share amounts	Time-based RSUs	Weighted-average grant-date fair value per share	Performance-based RSUs	Weighted-average grant-date fair value per share
Nonvested as of May 31, 2023	1.4	\$ 102.13	0.1	\$ 107.88
Granted ⁽¹⁾	0.5	\$ 114.95	0.2	\$ 114.23
Vested	(0.5)	\$ 90.99	(0.0)	\$ 107.40
Forfeited	(0.1)	\$ 109.02	(0.0)	\$ 112.01
Nonvested as of May 31, 2024	1.3	\$ 110.51	0.3	\$ 110.26

(1) For performance-based RSUs, granted number assumes achievement of performance goals at target. Actual number of shares to be earned may differ from this amount.

Other information pertaining to RSUs is as follows:

In millions, except per share amounts	2024	2023	2022	Year ended May 31,
Time-based RSUs:				
Weighted-average grant-date fair value per share of RSUs granted	\$ 114.95	\$ 127.75	\$ 109.81	
Weighted-average remaining vesting period (years) ⁽¹⁾	1.4	1.5	1.5	
Total intrinsic value of RSUs vested	\$ 55.9	\$ 58.2	\$ 54.7	
Aggregate intrinsic value of nonvested RSUs ⁽²⁾	\$ 152.5	\$ 141.8	\$ 165.2	
Total grant-date fair value of RSUs vested	\$ 41.2	\$ 32.7	\$ 30.0	
Performance-based RSUs:				
Weighted-average grant-date fair value per share of RSUs granted	\$ 114.23	\$ 108.31	\$ 103.59	

Weighted-average remaining vesting period (years) ⁽¹⁾	1.1	1.8	1.0
--	-----	-----	-----

Total intrinsic value of RSUs vested	\$ 0.4	\$ 7.8	\$ —
Aggregate intrinsic value of nonvested RSUs ⁽²⁾	\$ 30.8	\$ 15.7	\$ 14.7
Total grant-date fair value of RSUs vested	\$ 0.4	\$ 5.4	\$ —

(1) Weighting is based on the number of unvested share units vesting in each future vesting tranche.

(2) Based on the market price of the underlying common stock as of May 31, 2024, 2023 and 2022.

Restricted stock awards ("RSAs"): The Board approved grants of RSAs to the Company's executives and outside directors prior to fiscal 2023. All shares underlying RSAs are restricted in that they are not transferable until they vest. Recipients of the RSAs earn dividends, which are paid to the recipient at the time the awards vest. If the recipient does not vest in the shares due to leaving Paychex, all shares of RSAs, and the dividends accrued thereon, when applicable, will be forfeited and returned to the Company.

Time-based RSAs: Time-based RSAs granted to executives vest one-third per annum. Time-based RSAs granted to outside directors vest on the one-year anniversary of the grant date. Vesting is generally achieved on these dates with active employment or participation as a member of the Board on the date of vesting. The fair value of time-based RSAs is equal to the closing market price of the underlying common stock as of the date of grant.

Performance-based RSAs: Performance-based RSAs primarily have a two-year performance period, after which the number of shares earned will be determined based on achievement against pre-established performance targets. The RSAs earned are then subject to a one-year service period. Performance-based RSAs do not earn dividend equivalents during the performance period. The fair value of performance-based RSAs is equal to the closing market price of the underlying common stock as of the date of grant, adjusted for the present value of expected dividends over the performance period.

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The following table summarizes RSA activity for fiscal 2024:

In millions, except per share amounts	Time-based RSAs	Weighted- average grant-date fair value per share	Performance- based RSAs	Weighted- average grant-date fair value per share
Nonvested as of May 31, 2023	0.1	\$ 95.10	0.1	\$ 107.40
Vested	(0.1)	\$ 88.11	—	\$ —
Forfeited	(0.0)	\$ 114.15	(0.0)	\$ 107.40
Nonvested as of May 31, 2024	0.0	\$ 114.22	0.1	\$ 107.40

No

RSAs were granted during fiscal 2024 or fiscal 2023.

Other information pertaining to RSAs is as follows:

In millions, except per share amounts	2024	Year ended May 31, 2023	2022
Weighted-average grant-date fair value per share of time-based RSAs granted	\$ —	\$ —	\$ 114.21
Total grant-date fair value of time-based RSAs vested	\$ 3.1	\$ 4.3	\$ 3.8
Weighted-average grant-date fair value per share of performance-based RSAs granted	\$ —	\$ —	\$ 103.97
Total grant-date fair value of performance-based restricted RSAs vested	\$ —	\$ 3.7	\$ 7.2

Long-term Incentive Plan (“LTIP”): In July 2016, the Board approved an LTIP award comprised of both performance-based non-qualified stock options and performance-based RSAs. This award was granted to executives down to the vice president level with vesting dependent on achievement against long-term strategic and financial objectives. Total stock options and RSAs earned were based on achievement against pre-established targets for fiscal 2020, which vested in fiscal 2021.

The following table summarizes LTIP performance-based stock option activity for fiscal 2024:

In millions, except per share amounts	Shares subject to options	Weighted- average exercise price per share	Weighted- average remaining contractual term (years)	Aggregate intrinsic value ⁽¹⁾
---------------------------------------	---------------------------------	---	--	--

Outstanding as of May 31, 2023	0.4	\$ 60.51		
	(
Exercised	0.1	\$ 58.98		
)			
Outstanding as of May 31, 2024	0.3	\$ 60.86	2.1	\$ 20.9
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Exercisable as of May 31, 2024	0.3	\$ 60.86	2.1	\$ 20.9

(1) Shares valued at the market price of the underlying stock as of May 31, 2024 less the exercise price.

Other information pertaining to LTIP performance-based stock options is as follows:

In millions	Year ended May 31,		
	2024	2023	2022
Total intrinsic value of stock options exercised	\$ 5.2	\$ 0.7	\$ 16.0

Non-compensatory employee benefit plan: The Company offers a qualified Employee Stock Purchase Plan ("ESPP") to all employees. The Company's common stock can be purchased through a payroll deduction at a discount to the market price. The qualified ESPP allows for a discount of up to

15% based on the sole discretion of the committee established to administer the plan. For offering periods during fiscal years 2024, 2023, and 2022 the discount was set at

5

% of the market price. Transactions under the qualified ESPP occur through the Company's third-party stock plan administrator. The plans have been deemed non-compensatory and therefore,

no

stock-based compensation costs have been recognized for fiscal years 2024, 2023, or 2022 related to the plan.

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Note G — Funds Held for Clients and Corporate Investments

Funds held for clients and corporate investments are as follows:

In millions Type of issue:	Amortized cost	May 31, 2024			Fair value
		Gross unrealized gains	Gross unrealized losses		
Funds held for clients' money market securities and other restricted cash equivalents	\$ 380.3	\$ —	\$ —	\$ 380.3	
AFS securities:					
Asset-backed securities	135.7	0.1	1.1	(1.0)	134.7
Corporate bonds	1,400.3	1.3	32.8	(31.5)	1,368.8
Municipal bonds	1,060.1	0.2	86.9	(86.7)	973.4
U.S. government agency and treasury securities	896.0	0.1	43.4	(43.3)	852.7
Variable rate demand notes	—	—	—	(—)	—
Total AFS securities	3,492.1	1.7	164.2	(162.5)	3,329.6
Other	32.3	3.2	1.6	(1.4)	33.9
Total funds held for clients and corporate investments	\$ 3,904.7	\$ 4.9	\$ 165.8	\$ (162.5)	\$ 3,743.8

In millions Type of issue:	Amortized cost	May 31, 2023			Fair value
		Gross unrealized gains	Gross unrealized losses		
Funds held for clients' money market securities and other restricted cash equivalents	\$ 863.1	\$ —	\$ —	\$ 863.1	
AFS securities:					
Asset-backed securities	88.1	—	1.4	(1.4)	86.7
Corporate bonds	1,468.3	3.7	31.1	(27.4)	1,440.9

				(
Municipal bonds	1,091.3	0.1	105.3	986.1
)	(
U.S. government agency and treasury securities	788.1	0.3	41.6	746.8
)	
Variable rate demand notes	344.1	—	—	344.1
			(
Total AFS securities	3,779.9	4.1	179.4	3,604.6
)	(
Other	30.1	1.1	2.9	28.3
)	(
Total funds held for clients and corporate investments	\$ 4,673.1	\$ 5.2	\$ 182.3	\$ 4,496.0

Included in funds held for clients' money market securities and other restricted cash equivalents as of May 31, 2024 were bank demand deposit accounts and money market funds.

Included in asset-backed securities as of May 31, 2024 were investment-grade securities primarily collateralized by fixed-rate auto loans and credit card receivables and all have credit ratings of AAA. The primary risk associated with these securities is the collection of the underlying receivables. Collateral on these asset-backed securities has performed as expected through May 31, 2024.

Included in corporate bonds as of May 31, 2024 were investment-grade securities covering a wide range of issuers, industries, and sectors and primarily carry credit ratings of A or better and having maturities ranging from June 1, 2024 through September 15, 2029.

Included in municipal bonds as of May 31, 2024 were general obligation bonds and revenue bonds carrying credit ratings of AA or better and have maturities ranging from June 1, 2024 through October 1, 2031.

A substantial portion of our portfolios are invested in high credit quality securities with ratings of AA or higher, and A-1/P-1 ratings on short-term securities.

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The classification of funds held for clients and corporate investments on the Consolidated Balance Sheets is as follows:

In millions	May 31,	
	2024	2023
Funds held for clients	\$ 3,706.2	\$ 4,118.8
Corporate investments	33.9	373.4
Long-term corporate investments	3.7	3.8
Total funds held for clients and corporate investments	\$ 3,743.8	\$ 4,496.0

Funds held for clients' money market securities and other restricted cash equivalents is collected from clients before due dates for payroll tax administration services and employee payment services and is invested until remitted to the applicable tax or regulatory agencies or client employees. Based upon the Company's intent and its contractual obligation to clients, these funds are considered restricted until they are remitted to fund these client obligations.

The Company's AFS securities reflected net unrealized losses of \$

162.5
million and \$

175.3
million as of May 31, 2024 and May 31, 2023. Included in the net unrealized losses as of May 31, 2024 and May 31, 2023 were

957
and

967
AFS securities in an unrealized loss position, representing approximately

95
% and

88
% of the total securities held, respectively. AFS securities in an unrealized loss position for which a credit loss has not been recognized were as follows:

In millions	May 31, 2024					
	Securities in an unrealized loss position for less than twelve months		Securities in an unrealized loss position for more than twelve months		Total	
	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Type of issue:						
Asset-backed securities	\$ 0.4	\$ 77.4	\$ 0.7	\$ 43.0	\$ 1.1	\$ 120.4
Corporate bonds	\$ 8.4	\$ 620.8	\$ 24.4	\$ 647.8	\$ 32.8	\$ 1,268.6
Municipal bonds	\$ 8.0	\$ 102.5	\$ 78.9	\$ 864.7	\$ 86.9	\$ 967.2
U.S. government agency and treasury securities	\$ 6.2	\$ 268.2	\$ 37.2	\$ 547.2	\$ 43.4	\$ 815.4

	(((
	23.0	1,068.9	141.2	2,102.7	164.2	3,171.6
Total	\$ (23.0)	\$ 1,068.9	\$ (141.2)	\$ 2,102.7	\$ (164.2)	\$ 3,171.6
May 31, 2023						
In millions						
Type of issue:						
Asset-backed securities	\$ 0.1	\$ 54.2	\$ 1.3	\$ 23.3	\$ 1.4	\$ 77.5
Corporate bonds	5.9	652.0	25.2	382.7	31.1	1,034.7
Municipal bonds	5.9	86.7	99.4	889.0	105.3	975.7
U.S. government agency and treasury securities	3.3	199.6	38.3	457.9	41.6	657.5
Total	\$ 15.2	\$ 992.5	\$ 164.2	\$ 1,752.9	\$ 179.4	\$ 2,745.4

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The Company regularly reviews its investment portfolios to determine if any investment is impaired due to changes in credit risk or other potential valuation concerns. The Company believes the investments held as of May 31, 2024 that had gross unrealized losses of \$

164.2

million were not impaired due to credit risk or other valuation concerns and was not required to record a credit loss or an allowance for credit losses on its AFS securities. The Company believes it is probable that the principal and interest will be collected in accordance with contractual terms and that the unrealized losses on these securities were due to changes in interest rates and were not due to increased credit risk or other valuation concerns. A substantial portion of the securities in an unrealized loss position as of May 31, 2024 and 2023 held an AA rating or better. The Company does not intend to sell these investments until the recovery of their amortized cost basis or maturity and further believes that it is not more-likely-than-not that it will be required to sell these investments prior to that time. The Company's assessment that an investment is not impaired due to credit risk or other valuation concerns could change in the future due to new developments or changes in the Company's strategies or assumptions related to any particular investment.

Realized gains and losses from the sale of AFS securities were as follows:

In millions	Year ended May 31,		
	2024	2023	2022
Gross realized gains	\$ —	\$ 0.1	\$ 0.2
	((
Gross realized losses	2.6	9.9	0.0
))	
Net realized (losses)/gains	\$ 2.6	\$ 9.8	\$ 0.2
	\$ ()	\$ ()	\$ ()

The amortized cost and fair value of AFS securities that had stated maturities as of May 31, 2024 are shown below by expected maturity.

In millions	May 31, 2024	
	Amortized cost	Fair value
Maturity date:		
Due in one year or less	\$ 211.0	\$ 207.1
Due after one year through three years	1,439.4	1,365.2
Due after three years through five years	1,452.8	1,377.2
Due after five years	388.9	380.1
Total	\$ 3,492.1	\$ 3,329.6

Variable rate demand notes ("VRDNs") are primarily categorized as due after five years in the table above as the contractual maturities on these securities are typically 20 to 30 years. Although these securities are issued as long-term securities, they are priced and traded as short-term instruments because of the liquidity provided through the tender feature.

Note H — Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The accounting standards related to fair value measurements include a hierarchy for information and valuations used in measuring fair value that is broken down into three levels based on reliability, as follows:

- Level 1 valuations are based on quoted prices in active markets for identical instruments that the Company can access at the measurement date.
- Level 2 valuations are based on inputs other than quoted prices included in Level 1 that are observable for the instrument, either directly or indirectly, for substantially the full term of the asset or liability including the following:
 - quoted prices for similar, but not identical, instruments in active markets;
 - quoted prices for identical or similar instruments in markets that are not active;
 - inputs other than quoted prices that are observable for the instrument; or
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 valuations are based on information that is unobservable and significant to the overall fair value measurement.

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The carrying values of cash and cash equivalents, restricted cash and restricted cash equivalents, accounts receivable, net of allowance for credit losses, PEO unbilled receivables, net of advance collections, accounts payable and short-term borrowings, when used by the Company, approximate fair value due to the short maturities of these instruments. Marketable securities included in funds held for clients and corporate investments consist primarily of securities classified as AFS and are recorded at fair value on a recurring basis.

The Company's financial assets and liabilities measured at fair value on a recurring basis were as follows:

In millions	Carrying value (Fair value)	May 31, 2024			
		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets:					
Restricted and unrestricted cash equivalents:					
U.S. government agency and treasury securities	\$ 386.4	\$ —	\$ 386.4	\$ —	
Money market securities	31.4	31.4	—	—	
Total restricted and unrestricted cash equivalents	\$ 417.8	\$ 31.4	\$ 386.4	\$ —	
AFS securities:					
Asset-backed securities	\$ 134.7	\$ —	\$ 134.7	\$ —	
Corporate bonds	1,368.8	—	1,368.8	—	
Municipal bonds	973.4	—	973.4	—	
U.S. government agency and treasury securities	852.7	—	852.7	—	
VRDNs	—	—	—	—	
Total AFS securities	\$ 3,329.6	\$ —	\$ 3,329.6	\$ —	
Other	\$ 33.9	\$ 33.9	\$ —	\$ —	
Liabilities:					
Other long-term liabilities	\$ 33.9	\$ 33.9	\$ —	\$ —	
May 31, 2023					
In millions	Carrying value (Fair value)	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets:					

Restricted and unrestricted cash equivalents:

Money market securities	\$ 43.8	\$ 43.8	\$ —	\$ —
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Total restricted and unrestricted cash equivalents	\$ 43.8	\$ 43.8	\$ —	\$ —
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AFS securities:

Asset-backed securities	\$ 86.7	\$ —	\$ 86.7	\$ —
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Corporate bonds	1,440.9	—	1,440.9	—
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Municipal bonds	986.1	—	986.1	—
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U.S. government agency and treasury securities	746.8	—	746.8	—
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VRDNs	344.1	—	344.1	—
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Total AFS securities	\$ 3,604.6	\$ —	\$ 3,604.6	\$ —
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Other Liabilities:	\$ 28.3	\$ 28.3	\$ —	\$ —
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Other long-term liabilities	\$ 28.3	\$ 28.3	\$ —	\$ —
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In determining the fair value of its assets and liabilities, the Company predominately uses the market approach. Money market securities, which are cash equivalents, are considered Level 1 investments as they are valued based on quoted market prices in active markets. Cash equivalents also include U.S. government agency and treasury securities with original maturities of 90 days or less which are considered Level 2 investments as they are valued based on similar, but not identical, instruments in active markets. AFS securities, including asset-backed securities, corporate bonds, municipal bonds, U.S. government agency securities, and VRDNs, when held by the Company, are included in Level 2 and are valued utilizing inputs obtained from an independent pricing service. To determine the fair value of the Company's Level 2 AFS securities, the independent pricing service uses a variety of inputs, including benchmark yields, reported trades, non-binding broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data, new issue data, and monthly payment information. The Company has not adjusted the prices obtained from the independent pricing service because it believes that they are appropriately valued.

Assets included as other are mutual fund investments, consisting of participants' eligible deferral contributions under the Company's non-qualified and unfunded deferred compensation plans. The related liability is reported as other long-term liabilities. The mutual funds are considered Level 1 investments as they are valued based on quoted market prices in active markets.

The Company's long-term borrowings are accounted for on a historical cost basis. As of May 31, 2024 and May 31, 2023, the fair value of long-term borrowings, net of debt issuance costs was \$

391.8
million and \$

392.4
million for the Senior Notes, Series A, respectively, and \$

386.0
million and \$

390.9
million for the Senior Notes, Series B, respectively.

The Company's long-term borrowings are not traded in active markets, and as a result, its fair values were estimated using a market approach employing Level 2 valuation inputs, including borrowing rates the Company believes are currently available based on loans with similar terms and maturities.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note I — Leases

The Company's lease portfolio consists primarily of operating leases for office space and has remaining terms from less than one year up to ten years, with contractual terms expiring from 2024 to 2032. Lease contracts may include one or more renewal options that allow the Company to extend the lease term, typically from one year to five years per renewal option. The exercise of lease options is generally at the discretion of the Company. None of the Company's leases contain residual value guarantees, substantial restrictions, or covenants.

Supplemental balance sheet information related to the Company's leases were as follows:

\$ in millions	May 31,	
	2024	2023
Operating lease ROU assets, net of accumulated amortization	\$ 46.9	\$ 61.5
Operating lease liabilities, current ⁽¹⁾	19.2	20.3
Operating lease liabilities, non-current	49.0	57.3
Weighted average remaining lease term (in years)	4.3	4.7
Weighted average discount rate	3.23 %	2.21 %

(1) The current portion of operating lease liabilities is reported in the other current liabilities line item on the Company's Consolidated Balance Sheets.

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The components of lease expense were as follows:

In millions	2024	Year ended May 31,		2022
		2023	2022	
Fixed payment operating lease expense		\$ 28.7	\$ 20.8	\$ 27.2
Variable payment operating lease expense	5.8		6.2	6.9
Short-term lease expense		0.0	0.0	-

During the fiscal fourth quarter ended May 31, 2024 (the "fourth quarter"), the Company focused on cost optimization initiatives, including further reductions to our geographic footprint. As part of this initiative the Company ceased the use of certain leased property and accelerated the amortization of certain ROU assets, resulting in an additional \$

9.7 million of expense. This expense is included in cost of service revenue and selling, general and administrative expenses on the Consolidated Statements of Income and Comprehensive Income. The related lease liabilities will be satisfied under the original terms of the lease arrangements, unless buy-outs can be negotiated.

Supplemental cash flow information related to the Company's leases were as follows:

In millions	2024	Year ended May 31,		2022
		2023	2022	
Cash paid for amounts included in the measurement of lease liabilities		\$ 20.9	\$ 21.7	\$ 32.4
Amortization of ROU assets	25.8		17.6	22.7
ROU assets obtained in exchange for new operating lease liabilities	7.2		1.3	15.8
Lease incentives received in the form of tenant allowances and free rent	0.8		0.8	9.1

Future lease payments are as follows:

In millions		May 31,	
		2024	2025
2025			\$ 21.2
2026			16.1
2027			12.7
2028			10.7
2029			7.4
Thereafter			5.1

Total future lease payments	73.2
Less: imputed interest	5.0
Total operating lease liabilities	68.2
Current portion	\$ 19.2
Non-current portion	\$ 49.0

As of May 31, 2024, the Company had

no
t entered into any lease agreement that had not yet commenced.

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Note J — Property and Equipment, Net of Accumulated Depreciation

The components of property and equipment, at cost, consisted of the following:

In millions	May 31, 2024	May 31, 2023
Land and improvements	\$ 9.0	\$ 9.0
Buildings and improvements	131.4	130.5
Data processing equipment	213.3	214.5
Software ⁽¹⁾	1,010.1	927.3
Furniture, fixtures, and equipment	71.9	77.2
Leasehold improvements	47.6	67.3
Construction in progress ⁽¹⁾	60.7	51.7
Total property and equipment, gross	1,544.0	1,477.5
Less: Accumulated depreciation	1,132.3	1,081.2
Property and equipment, net of accumulated depreciation	\$ 411.7	\$ 396.3

(1) Software includes both purchased software and costs capitalized related to internally developed software placed in service. Capitalized costs related to internally developed software that has not yet been placed in service is included in construction in progress.

Depreciation expense was \$

127.5
million, \$

128.4
million, and \$

133.7
million for fiscal 2024, 2023, and 2022, respectively.

During the fourth quarter, the Company reprioritized certain technology investments and disposed of certain leasehold improvements, furniture, and fixtures associated with abandoned leased properties and recorded losses on disposal of \$

17.1
million and \$

4.1
million, respectively. The losses are included in selling, general and administrative expenses on the Consolidated Statements of Income and Comprehensive Income.

Note K — Goodwill and Intangible Assets, Net of Accumulated Amortization

Goodwill and changes in goodwill as of and for the years ended May 31, 2024 and May 31, 2023 were as follows:

In millions	May 31, 2024	May 31, 2023
-------------	-----------------	-----------------

Balance, beginning of fiscal year	\$ 1,834.0	\$ 1,831.5
Changes during the period:		
Goodwill acquired	46.7	2.5
	()
Currency translation adjustment	2.0	0.0
Balance, end of fiscal year	\$ 1,882.7	\$ 1,834.0

Acquired goodwill for fiscal 2024 relates to the Company's acquisition of Alterna. Refer to Note D for more information related to our acquisition of Alterna.

The Company had certain intangible assets on its Consolidated Balance Sheets. The components of intangible assets, at cost, consisted of the following:

In millions	May 31,	2024	2023
Client lists		\$ 675.1	\$ 638.2
Other intangible assets		23.1	23.0
Total intangible assets, gross		698.2	661.2
Less: Accumulated amortization		503.7	473.8
Intangible assets, net of accumulated amortization		\$ 194.5	\$ 187.4

During fiscal 2024, the Company acquired customer lists with a weighted-average amortization period of 8.0 years.

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Amortization expense relating to intangible assets was \$

49.0
million, \$

48.2
million, and \$

58.1
million for fiscal 2024, 2023, and 2022, respectively.

The Company did

no

t recognize an impairment loss as it relates to its goodwill or intangible assets during fiscal 2024, 2023, or 2022.

The estimated amortization expense for the next five fiscal years relating to intangible asset balances is as follows:

In millions Year ending May 31,	Estimated amortization expense
2025	\$ 48.3
2026	43.8
2027	37.1
2028	33.5
2029	19.8

Note L — Income Taxes

The components of deferred tax assets and liabilities are as follows:

	May 31, 2024	2023
Deferred tax assets:		
Compensation and employee benefit liabilities	\$ 60.3	\$ 52.4
Other current liabilities	12.4	17.3
Tax credit carry forward	0.2	0.2
Stock-based compensation	16.5	14.8
Unrealized losses on available-for-sale securities	40.1	43.4

Capitalization of research and development	68.6	54.1
Leases	13.9	15.9
Net operating loss ("NOL") carry forwards	5.0	5.1
Tax benefit of uncertain tax positions	16.2	13.6
Gross deferred tax assets	233.2	216.8
Deferred tax liabilities:		
Deferred contract costs	151.2	151.3
Capitalized software	58.2	56.5
Depreciation	0.3	2.4
Goodwill and intangible assets	91.8	99.1
Operating lease right-of-use assets	9.5	13.7
Other	7.7	5.7
Gross deferred tax liabilities	318.7	328.7
Net deferred tax liability	\$ 85.5	\$ 111.9

The deferred tax asset related to NOL carry forwards is comprised of \$ 0.2 million of federal NOL carry forwards, \$ 4.4 million of state NOL carry forwards, and \$ 0.4 million of foreign NOL carry forwards. The federal NOL carry forwards were acquired through various acquisitions and expire between the fiscal years ending May 31, 2028 and May 31, 2030 . The state NOL carry forwards expire between the fiscal years ending May 31, 2025 through May 31, 2044 .

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The components of the provision for income taxes are as follows:

In millions	Year ended May 31,		
	2024	2023	2022
Current:			
Federal	\$ 433.5	\$ 418.1	\$ 326.0
State	117.4	117.1	104.5
Non-U.S.	6.5	0.3	1.0
Total current	557.4	534.9	429.5
Deferred:			
Federal	18.6	34.2	0.9
State	4.6	7.4	0.9
Non-U.S.	6.6	2.4	0.5
Total deferred	29.8	44.0	2.3
Income taxes	\$ 527.6	\$ 490.9	\$ 431.8

A reconciliation of the U.S. federal statutory tax rate to the Company's effective income tax rate is as follows:

	Year ended May 31,		
	2024	2023	2022
Federal statutory tax rate			
Federal statutory tax rate	21.0 %	21.0 %	21.0 %
Increase/(decrease) resulting from:			
State income taxes, net of federal tax benefit	4.0 %	4.2 %	4.6 %
Stock option windfall benefit	0.4) %	0.4) %	0.9) %
Tax credits	0.8) %	0.7) %	1.1) %

			(
Other items	—	0.1	0.1
	%) %	%
Effective income tax rate	<u>23.8</u>	<u>24.0</u>	<u>23.7</u>
	<u>%</u>	<u>%</u>	<u>%</u>

The effective income tax rates in all periods were impacted by recognition of net discrete tax benefits related to employee stock-based compensation payments.

Uncertain income tax positions: The Company is subject to U.S. federal income tax, numerous local and state tax jurisdictions within the U.S., and taxes in Europe. The Company maintains a reserve for uncertain tax positions. As of May 31, 2024 and 2023, the total reserve for uncertain tax positions, including interest and net of federal benefits, was \$

86.4
million and \$

69.4
million, respectively, and was included in long-term liabilities on the Consolidated Balance Sheets.

A reconciliation of the beginning and ending amounts of the Company's gross unrecognized tax benefits, not including interest or other potential offsetting effects, is as follows:

In millions	Year ended May 31,		
	2024	2023	2022
Balance as of beginning of fiscal year	\$ 72.0	\$ 50.2	\$ 22.4
Additions for tax positions of the current year	20.6	20.6	11.1
Additions for tax positions of prior years	0.8	4.6	20.6
Reductions for tax positions of prior years	3.8)	2.1)	1.8)
Settlements with tax authorities	0.3)	0.4)	0.4)
Expiration of the statute of limitations	2.1)	0.9)	1.7)
Balance as of end of fiscal year	<u>\$ 87.2</u>	<u>\$ 72.0</u>	<u>\$ 50.2</u>

The reserve as of May 31, 2024 substantially relates to the Company's uncertain tax positions for certain U.S. federal and state income tax matters. The Company believes the reserve for uncertain tax positions, including interest and net of federal benefits, of \$

86.4
million as of May 31, 2024 adequately covers open tax years and uncertain tax positions up to and including fiscal 2024 for major taxing jurisdictions. As of May 31, 2024 and 2023, the entire \$

86.4
million and \$

69.4
million, respectively, of unrecognized tax benefits, including interest and net of federal benefit, if recognized, would impact the Company's effective income tax rate.

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The Company has concluded all U.S. federal income tax matters through fiscal 2017. Fiscal years 2018 and 2020 are currently under audit by the IRS. With limited exception, state income tax audits by taxing authorities are closed through fiscal 2020, primarily due to expiration of the statute of limitations.

The Company continues to follow its policy of recognizing interest and penalties accrued on tax positions as a component of income taxes on the Consolidated Statements of Income and Comprehensive Income. The amount of accrued interest and penalties associated with the Company's tax positions is immaterial to the Consolidated Balance Sheets. The amount of interest and penalties recognized for fiscal years 2024, 2023, and 2022 was immaterial to the Company's results of operations.

Note M — Short-term Financing

The Company maintains committed and unsecured credit facilities and irrevocable letters of credit as part of its normal and recurring business operations. The purpose of these credit facilities is to meet short-term funding requirements, finance working capital needs, and for general corporate purposes. The Company typically borrows on an overnight or short-term basis on its credit facilities.

Details of the Company's credit facilities as of May 31, 2024 are as follows:

\$ in millions	Credit facilities:	Expiration Date	Maximum	Amount Outstanding
			Amount Available	May 31, 2024
JP Morgan Chase Bank, N.A. ("JPM") ⁽¹⁾		April 12, 2029	\$ 1,000.0	\$ — \$ —
JPM ⁽¹⁾		September 17, 2026	\$ 750.0	\$ — \$ —
PNC Bank, National Association ("PNC") (weighted-average interest rate of 6.14% at May 31, 2024 and 5.83% at May 31, 2023)		February 6, 2026	\$ 250.0	18.7 10.2
Outstanding short-term financing ⁽²⁾				\$ 18.7 \$ 10.2

(1) JPM acts as the administrative agent for this syndicated credit facility.

(2) The total amount available under these credit facilities as of May 31, 2024 was approximately \$

2.0 billion. Amounts borrowed under the PNC credit facility remain outstanding as of the date of this report.

Upon the expiration date of any credit facility, any borrowings outstanding under that facility will mature and be payable.

Interest rates on each of the Company's credit facilities can be based upon (1) an alternate base rate that is established by the lending institution at the highest of several publicly available interest rates, plus an applicable interest rate margin, or (2) at our election, the Securitized Overnight Financing Rate ("SOFR") or an alternate interest rate as determined by the administrative agent, plus an applicable interest rate margin. The Company is also required to pay a commitment fee, ranging from

0.05% to

0.15%, related to the unutilized portion of each credit facility. The commitment fee is determined on a sliding-scale basis based upon the Company's consolidated leverage ratio.

On April 12, 2024, the Company and Paychex of New York LLC, a Delaware limited liability company ("PoNY"), entered into an amendment (the "2019 Credit Facility Amendment") to its \$

1.0 billion, five-year, unsecured, revolving credit facility (the "2019 Credit Facility"), for which JPM acts as Administrative Agent. The 2019 Credit Facility Amendment, among other things, (a) extended the maturity date of the 2019 Credit Facility from July 31, 2024 to April 12, 2029, (b) amended the interest rate provisions under the 2019 Credit Facility, (c) amended the lenders under the syndication and (d) made other ministerial changes to the 2019 Credit Facility.

On April 12, 2024, the Company and PoNY entered into an amendment (the "2017 Credit Facility Amendment") to its \$

750.0 million, five-year, unsecured, revolving credit facility (the "2017 Credit Facility"), for which JPM acts as Administrative Agent. The 2017 Credit

Facility Amendment, among other things, (a) amended the interest rate provisions under the 2017 Credit Facility, and (b) made other ministerial changes to the 2017 Credit Facility.

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On February 3, 2023, the Company and Paychex Advance LLC, a Paychex subsidiary and New York limited liability company, entered into Amendment No. 2 (the "Amendment") to the \$

250 million, three-year, unsecured, revolving credit facility established on February 6, 2020 (the "2020 Credit Facility") for which PNC Bank, N.A. acts as administrative agent.

The Amendment, among other things, extended the maturity date of the 2020 Credit Facility from February 6, 2023 to February 6, 2026 at which time all borrowings thereunder will terminate. Except for extending the maturity date and making ministerial changes to the 2020 Credit Facility, the Amendment did not change the existing terms of the 2020 Credit Facility.

Obligations under the credit facilities are guaranteed by the Company and certain of its subsidiaries. The credit facilities contain financial and operational covenants with which the Company must maintain compliance. The Company's ability to borrow under the credit facilities may be restricted in the event of certain covenant breaches or events of default. In addition, the terms of the credit facilities could restrict the Company's ability to engage in certain business transactions. The Company was in compliance with all these covenants as of May 31, 2024.

Certain lenders under these credit facilities, and their respective affiliates, have performed, and may in the future perform for the Company, various commercial banking, investment banking, underwriting, and other financial advisory services, for which they have received, and will continue to receive in the future, customary fees and expenses.

Letters of credit: The Company had irrevocable standby letters of credit outstanding totaling \$

168.5 million and \$

141.7

million as of May 31, 2024 and May 31, 2023, respectively, required to secure commitments for certain insurance policies. The letters of credit expire at various dates between June 26, 2024 and September 29, 2025.

No

amounts were outstanding on these letters of credit during fiscal 2024 or fiscal 2023, or as of May 31, 2024 and May 31, 2023, respectively. Subsequent to May 31, 2024, one letter of credit expiring on June 24, 2024, was renewed for a one year term.

Note N — Long-term Financing

Long-term debt, at amortized cost, consisted of the following as of:

In millions	May 31,	
	2024	2023
Senior Notes, Series A	\$ 400.0	\$ 400.0
Senior Notes, Series B	400.0	400.0
Total long-term borrowings	800.0	800.0
Less: Debt issuance costs, net of accumulated amortization	(1.4)	(1.8)
Long-term borrowings, net of debt issuance costs	\$ 798.6	\$ 798.2

Certain information related to the Senior Notes, Series A and Senior Notes, Series B (collectively the "Notes") issued pursuant to the Note Purchase and Guarantee Agreement (the "Agreement") for fiscal 2024 and fiscal 2023 are as follows:

	Senior Notes Series A	Senior Notes Series B
Stated interest rate	4.07	4.25
	%	%
Effective interest rate	4.14	4.31
	%	%

Interest rate type

Fixed

Fixed

Interest payment dates

Semi-annual, in arrears

Semi-annual, in arrears

Principal payment dates

March 13, 2026

March 13, 2029

Note type

Unsecured

Unsecured

The effective interest rates for each note series includes the interest on the note and amortization of debt issuance costs.

Payment of all amounts due with respect to the Notes and performance under the Agreement is guaranteed by the Company, Paychex of New York LLC, and certain other subsidiaries of the Company. The Company may, at its option, prepay at any time all, or any part of, the Notes, subject to certain conditions as described in the Agreement.

The Agreement contains customary representations, warranties, affirmative and negative covenants, including financial covenants that are usual and customary for such arrangements. The Company was in compliance with all these covenants as of May 31, 2024.

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Note O — Supplemental Cash Flow Information

Income taxes paid were \$

539.5
million, \$

525.8
million, and \$

397.7
million for fiscal 2024, fiscal 2023, and fiscal 2022, respectively.

Interest expense paid was \$

36.2
million, \$

35.7
million, and \$

35.5
million for fiscal 2024, fiscal 2023, and fiscal 2022, respectively.

Refer to Note I of this Item 8 for supplemental cash flow information pertaining to the Company's leasing activities.

Note P — Employee Benefit Plans

401(k) plan: The Company maintains a contributory savings plan that qualifies under section 401(k) of the Internal Revenue Code. The Paychex, Inc. 401(k) Incentive Retirement Plan (the "Plan") allows all employees to immediately participate in the salary deferral portion of the Plan, contributing up to a maximum of

50
% of their salary, subject to Internal Revenue Service limitations. Employees who have completed one year of service and a minimum of 1,000 hours worked are eligible to receive a Company matching contribution, when such contribution is in effect. The Company provides a matching contribution of

100
% of the first

3
% and

50
% on the next

2
% of eligible pay for a total matching contribution of

4
%. Company contributions to the Plan for fiscal 2024, 2023, and 2022 were \$

37.5
million, \$

36.6
million, and \$

35.6
million, respectively.

The Plan is

100
% participant directed. Plan participants can fully diversify their portfolios by choosing from any or all investment fund choices in the Plan. Transfers in and out of investment funds, including the Paychex, Inc. Employee Stock Ownership Plan Stock Fund, are not restricted, except for certain restricted trading periods for individuals designated as insiders as specified in the Company's Insider Trading Policy. The Company matching contribution, when in effect, follows the same fund elections as the employee compensation deferrals.

Deferred compensation plans: The Company and certain subsidiaries offer non-qualified and unfunded deferred compensation plans to a select group of key employees, executive officers, and outside directors. Eligible employees are provided with the opportunity to defer up to

50
% of their annual base salary and bonus and outside directors may defer

100
% of their Board cash compensation. Gains and losses are credited based on the participant's election of a variety of investment choices. The Company does not match any participant deferral or guarantee its return. Distributions are paid at one of the following dates selected by the participant: the participant's termination date, the date the participant retires from any active employment, or a designated specific date. The amounts accrued under these plans were \$

million and \$

28.3

million as of May 31, 2024 and 2023, respectively, and are reflected in other long-term liabilities on the accompanying Consolidated Balance Sheets.

Note Q — Commitments and Contingencies

Contingencies: The Company is subject to various claims and legal matters that arise in the normal course of its business. These include disputes or potential disputes related to breach of contract, tort, employment-related claims, tax claims, statutory, and other matters.

The Company's management currently believes that resolution of any outstanding legal matters will not have a material adverse effect on the Company's financial position or results of operations. However, legal matters are subject to inherent uncertainties and there exists the possibility that the ultimate resolution of these matters could have a material adverse impact on the Company's financial position and the results of operations in the period in which such effect is recorded.

Other commitments: As of May 31, 2024, the Company had outstanding commitments under existing workers' compensation insurance agreements and legally binding contractual arrangements with minimum future payment obligations of approximately \$

429.8

million. The Company also enters into various purchase commitments with vendors in the ordinary course of business and had outstanding commitments to purchase approximately \$

2.9

million of capital assets. These minimum future payment obligations relate to the following fiscal years:

In millions	2025	2026	Payments due by period				2029	Thereafter	
			2027	2028	2029				
Workers' compensation estimated obligations	\$ 74.1	\$ 38.0	\$ 23.9	\$ 16.2	\$ 11.8	\$ 54.6			
Purchase obligations	\$ 139.8	\$ 54.5	\$ 13.6	\$ 2.6	\$ 0.7	\$ —			
70									

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In the normal course of business, the Company makes representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such guarantees. The Company has also entered into indemnification agreements with its officers and directors, which require the Company to defend and, if necessary, indemnify these individuals for certain pending or future claims as they relate to their services provided to the Company.

The Company currently self-insures the deductible portion of various insured exposures under certain corporate employee and PEO employee health and medical benefit plans. The Company's estimated loss exposure under these insurance arrangements is recorded in other current liabilities on the Consolidated Balance Sheets. Historically, the amounts accrued have not been material and were not material as of May 31, 2024. The Company also maintains insurance coverage in addition to its purchased primary insurance policies for gap coverage for employment practices liability, errors and omissions, warranty liability, theft and embezzlement, cyber threats, and acts of terrorism; and capacity for deductibles and self-insured retentions through its captive insurance company.

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Schedule II — Valuation and Qualifying Accounts

PAYCHEX, INC.
CONSOLIDATED FINANCIAL STATEMENT SCHEDULE
FOR THE YEAR ENDED MAY 31,
(In millions)

Description	Balance as of beginning of fiscal year	Additions charged to expenses	Additions to/ (deductions from) other accounts	Costs and deductions ⁽¹⁾	Balance as of end of fiscal year
2024					
Allowance for credit losses					
	\$ 20.5	\$ 19.8	\$ —	\$ 19.0	\$ 21.3
2023					
Allowance for credit losses					
	\$ 18.2	\$ 17.7	\$ —	\$ 15.4	\$ 20.5
2022					
Allowance for credit losses					
	\$ 16.0	\$ 10.5	\$ —	\$ 8.3	\$ 18.2

(1) Uncollectible amounts written off, net of recoveries, and other adjustments.

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

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures: Disclosure controls and procedures are designed with the objective of ensuring that information required to be disclosed in the Company's reports filed under the Exchange Act, such as this report, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures: As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's principal executive officer and principal financial officer, of the effectiveness of disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that as of May 31, 2024, the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting: The Company also carried out an evaluation of the internal control over financial reporting to determine whether any changes occurred during the fiscal quarter ended May 31, 2024. Based on such evaluation, there have been no changes in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal quarter ended May 31, 2024, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Internal Control Over Financial Reporting: The Report on Management's Assessment of Internal Control Over Financial Reporting and the Report of Independent Registered Public Accounting Firm are included in Part II, Item 8 of this Form 10-K.

Item 9B. Other Information

During the three months ended May 31, 2024, none of our directors or officers (as defined by Rule 16a-1 under the Exchange Act), adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act or any "non-Rule 10b5-1 trading arrangement" (as defined by Item 408(c) of Regulation S-K).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

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Not Applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table shows the executive officers of the Company as of May 31, 2024, and information regarding their positions and business experience. Such executive officers hold principal policy-making powers at the Company.

Name	Age	Position and business experience
John B. Gibson	58	Mr. Gibson has served as President and CEO of the Company since October 2022. Prior to serving as President and CEO, Mr. Gibson was promoted to the role of President and Chief Operating Officer in December 2021, leading the daily operations of the company, including sales, service, marketing, and management. Mr. Gibson joined Paychex as Senior Vice President of Service in May 2013, bringing with him more than 20 years of experience in HR solutions, technology, and business services. Prior to Paychex, Mr. Gibson served in senior executive positions at HR outsourcing and technology companies, including Ameritech (now AT&T) and Convergys, where he served as president of the HR management division providing comprehensive global HR solutions to clients in 68 countries.
Robert L. Schrader	52	Mr. Schrader has served as Chief Financial Officer since October 2023 and is a member of the Executive Committee. He joined the Company in December 2014 and previously held roles as Vice President, Finance and Investor Relations, Vice President and Controller, Senior Director of Financial Planning and Analysis and Director of Internal Audit. Prior to joining Paychex, he served as a Chief Financial Officer for Unither Manufacturing, LLC, and held various senior management positions during his ten-year career at Bausch & Lomb, including Vice President of Finance and Controller of Global Quality and Operations. Previously in his career, he held leadership roles with a public accounting firm.
Mason Argiopoulos	46	Mr. Argiopoulos joined the Company as Chief Human Resources Officer in April 2024 and is a member of the Executive Committee. From 2018 to 2024, Mr. Argiopoulos served as Chief Human Resources Officer for UnitedLex, a global legal services provider. Prior to his time at UnitedLex, Mr. Argiopoulos held various senior management positions at iQor, a global business process outsourcing firm, including serving as Chief Human Resources Officer from 2012 to 2018.
Sipi Bhandari	53	Ms. Bhandari joined the Company as Chief Legal Officer, Chief Ethics Officer and Secretary in May 2024 and is a member of the Executive Committee. Before joining the Company, Ms. Bhandari served as SVP, Deputy General Counsel and Corporate Secretary at AIG from 2022 to 2024. Prior to joining AIG, Ms. Bhandari held a number of senior leadership roles at FreddieMac from 2020 to 2022, Deutsche Bank from 2007 to 2020, and Viacom (now Paramount Global). Previously, Ms. Bhandari was an associate at Davis Polk & Wardwell after beginning her legal career as a law clerk for the Hon. John M. Duhé, Jr. of the Fifth Circuit Court of Appeals.
Mark A. Bottini	63	Mr. Bottini joined Paychex in October 2011 as Senior Vice President of Sales and is a member of the Executive Committee. From 2008 to 2011, Mr. Bottini served as Vice President of Sales for Ricoh, North America, a provider of advanced office technology and innovative document imaging products, services, and software. He assumed his most recent position with Ricoh when Ricoh acquired IKON Office Solutions, Inc. During his nearly 20 years with IKON, Mr. Bottini served in a variety of sales leadership and field management roles.

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Name	Age	Position and business experience
Michael E. Gioja	66	Mr. Gioja was named Senior Vice President of Information Technology and Product Development in July 2011 and is a member of the Executive Committee. Mr. Gioja has been with the Company since November 2008 and previously served as Senior Vice President of Information, Technology, Product Management, and Development and Vice President of Product Management. Previously, he was Chief Information Officer and Executive Vice President of Products and Services for Workstream, Inc., a provider of on-demand enterprise talent management solutions and services.
Elizabeth Roaldsen	52	Ms. Roaldsen joined the Company in May 2023 as Senior Vice President of Operations and Customer Experience and is a member of the Executive Committee. Prior to joining the Company, she served as Managing Director, head of enterprise business services, and wholesale banking at HSBC from 2021 through 2023. Previously, Ms. Roaldsen served in various roles of increasing responsibility at State Street Corporation from 2010 to 2021, most recently as Executive Vice President Head of Global Operations and Asset Servicing.
Beaumont Vance	55	Mr. Vance joined the Company as Senior Vice President of Data, Analytics, and AI in March 2024 and is a member of the Executive Committee. From 2021 to 2024, Mr. Vance served as Managing Director of AI and Investments at WestCap Management, a private equity firm. Prior to WestCap, he spent time at TD Ameritrade from 2017 to 2021, Fidelity, Sun Microsystems, and Vicorp Restaurants primarily in Data Science, Risk Management, and AI leadership roles.
Christopher Simmons	55	Mr. Simmons was named Vice President, Controller and Treasurer in October 2023. Mr. Simmons joined the Company in 2014 and has held various leadership roles within the corporate finance department, most recently as Vice President and Treasurer. Prior to joining the Company, Mr. Simmons held various senior management positions, including Global Vice President of Corporate Taxes and Director of External Tax Reporting at Bausch & Lomb. Before joining Bausch & Lomb, he held leadership roles with the tax consulting practice of a global public accounting firm.

Insider Trading Policy: The Company has adopted an insider trading policy, for all employees, designed to promote compliance with insider trading laws, rules and regulations, and any listing standards applicable to the Company. Insiders, who include our directors, executive officers, and certain employees whose duties involve access to material non-public information, may buy and sell the Company's stock within an open "window period", which begins on the second business day after earnings are announced and ends the last day of the last month of each quarter. Insiders are prohibited from purchasing or selling the Company's stock if they are in possession of material non-public information, even if it is within the open "window period." The Company reserves the right to impose an "event-specific blackout period" if it deems insiders to have "insider information," regardless if it is an open "window period" and it may do so with little or no notice. Employees subject to the "event-specific black-out period" will be notified by the Chief Financial Officer or Chief Legal Officer.

The additional information required by this item is set forth in the Company's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders, anticipated to be held on or about October 10, 2024, in the sections "PROPOSAL 1: ELECTION OF DIRECTORS FOR A ONE-YEAR TERM," "CORPORATE GOVERNANCE," "DELINQUENT SECTION 16(A) REPORTS" and "CODE OF BUSINESS ETHICS AND CONDUCT" and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this item is set forth in the Company's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders, anticipated to be held on or about October 10, 2024, in the sections "COMPENSATION DISCUSSION AND ANALYSIS," "NAMED EXECUTIVE OFFICER COMPENSATION," "DIRECTOR COMPENSATION FOR THE FISCAL YEAR ENDED MAY 31, 2024," "THE COMPENSATION AND LEADERSHIP COMMITTEE REPORT" and the sub-heading "Compensation and Leadership Committee Interlocks and Insider Participation" within the section "CORPORATE GOVERNANCE" and is incorporated herein by reference.

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

The information required by this item is set forth below and in the Company's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders, anticipated to be held on or about October 10, 2024, under the section "BENEFICIAL OWNERSHIP OF PAYCHEX COMMON STOCK," and is incorporated herein by reference.

The Company maintains an equity compensation plan in the form of a stock incentive plan. Under the Paychex, Inc. 2002 Stock Incentive Plan, as last amended and restated effective October 15, 2020 (the "2002 Plan"), non-qualified or incentive stock options, restricted stock, restricted stock units, performance shares, and performance stock options have been awarded to employees and the Board. The 2002 Plan was adopted on July 9, 2020 by the Board and became effective upon stockholder approval at the Company's Annual Meeting of Stockholders held on October 15, 2020. Refer to Note F of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for more information on the Company's stock incentive plan.

The following table details information on securities authorized for issuance upon the exercise of outstanding options under the Company's equity compensation plan as of May 31, 2024:

In millions, except per share amounts	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans⁽¹⁾
Equity compensation plan approved by security holders	3.3	\$ 78.04	13.5

(1) Includes shares available for future issuance through equity award grants under our 2002 Plan. Refer to Note F of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for more information on the Company's stock incentive plan.

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

The information required by this item is set forth in the Company's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders, anticipated to be held on or about October 10, 2024, under the sub-headings "Board Meetings and Committees," "Policy on Transactions with Related Persons," and "Transactions with Related Persons" within the section "CORPORATE GOVERNANCE," and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this item is set forth in the Company's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders, anticipated to be held on or about October 10, 2024, under the section "PROPOSAL 3: RATIFICATION OF THE SELECTION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM," and is incorporated herein by reference.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements, Financial Statement Schedules, and Exhibits

1. Financial Statements
See Financial Statements and Supplementary Data Table of Contents at page 37.

2. Financial Statement Schedules
Financial statement schedules required to be filed by Item 8 of this Form 10-K include Schedule II — Valuation and Qualifying Accounts. See Financial Statements and Supplementary Data Table of Contents at page 37. All other schedules are omitted as the required matter is not present, the amounts are not significant, or the information is shown in the financial statements or the notes thereto.

3. Exhibits

(3)(a) [Restated Certificate of Incorporation, incorporated herein by reference from Exhibit 3\(a\) to the Company's Form 10-K filed with the Commission on July 20, 2004.](#)

(3.1) [Amended and Restated By-Laws of Paychex, Inc., as of May 1, 2020, incorporated herein by reference from Exhibit 3.1 to the Company's Form 8-K filed with the Commission on May 5, 2020.](#)

(4.1) [Form of 4.07% Senior Notes, Series A, of Paychex of New York LLC, due March 13, 2026, incorporated herein by reference from Exhibit 4.1 to the Company's Form 8-K filed with the Commission on January 11, 2019.](#)

(4.2) [Form of 4.25% Senior Notes, Series B, of Paychex of New York LLC, due March 13, 2029, incorporated herein by reference from Exhibit 4.2 to the Company's Form 8-K filed with the Commission on January 11, 2019.](#)

(4.3) [Description of Registrant's Securities, incorporated herein by reference from Exhibit 4.3 to the Company's Form 10-K filed with the Commission on July 24, 2019.](#)

(10.1) [Paychex, Inc. 2015 Qualified Employee Stock Purchase Plan, incorporated herein by reference from Exhibit 4.3 to the Company's Registration Statement on Form S-8, No. 333-207594.](#)

(10.2) [Paychex, Inc. 2002 Stock Incentive Plan \(as amended and restated effective October 14, 2015\), incorporated herein by reference from Exhibit 4.3 to the Company's Registration Statement on Form S-8, No. 333-207592.](#)

(10.3) [Paychex, Inc. 2002 Stock Incentive Plan \(as amended and restated effective October 12, 2005\) Form of Non-Qualified Stock Option Award Agreement \(Officer\), incorporated herein by reference from Exhibit 10.19 to the Company's Form 10-K filed with the Commission on July 16, 2010.](#)

(10.4) [Paychex, Inc. 2002 Stock Incentive Plan \(as amended and restated effective October 13, 2010\) Form of Non-Qualified Stock Option Award Agreement \(Board\), incorporated herein by reference from Exhibit 10.20 to the Company's Form 10-K filed with the Commission on July 15, 2011.](#)

(10.5) [Paychex, Inc. 2002 Stock Incentive Plan \(as amended and restated effective October 14, 2015\) Form of Non-Qualified Stock Option and Restricted Stock Award Agreement LTIP, incorporated herein by reference from Exhibit 10.14 to the Company's Form 10-K filed with the Commission on July 22, 2016.](#)

(10.6) [Paychex, Inc. Change In Control Plan, incorporated herein by reference from Exhibit 10.24 to the Company's Form 10-K filed with the Commission on July 15, 2011.](#)

(10.7) [Paychex, Inc. Form of Performance Award Incentive Program, incorporated herein by reference from Exhibit 10.25 to the Company's Form 10-K filed with the Commission on July 15, 2011.](#)

(10.8) [Form of Indemnity Agreement for Directors and Officers, incorporated herein by reference from Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on March 28, 2012.](#)

(10.9) [Paychex, Inc. Board Deferred Compensation Plan, incorporated herein by reference from Exhibit 10.29 to the Company's Form 10-K filed with the Commission on July 20, 2009.](#)

(10.10) [Paychex, Inc. Employee Deferred Compensation Plan, incorporated herein by reference from Exhibit 10.30 to the Company's Form 10-K filed with the Commission on July 20, 2009.](#)

(10.11) [Paychex, Inc. 2002 Stock Incentive Plan \(as amended and restated effective October 14, 2015\) Form of Non-Qualified Stock Option Award Agreement, incorporated herein by reference from Exhibit 10.18 to the Company's Form 10-K filed with the Commission on July 21, 2017.](#)

(10.12) [Paychex Inc. 2002 Stock Incentive Plan \(as amended and restated effective October 14, 2015\) Form of Officer Performance Incentive Award Agreement \(Long-Term\), incorporated herein by reference from Exhibit 10.19 to the Company's Form 10-K filed with the Commission on July 21, 2017.](#)

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#	(10.13)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Amendment to Award Agreements, incorporated herein by reference from Exhibit 10.2 to the Company's Form 8-K filed with the Commission on September 8, 2017.
	(10.14)	Note Purchase and Guarantee Agreement, dated as of January 9, 2019, by and among the Company, the Parent, and the respective purchasers thereto, incorporated herein by reference from Exhibit 10.1 to the Company's Form 8-K filed with the Commission on January 11, 2019.
#	(10.15)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Amended Form of Restricted Stock Unit Award Agreement, incorporated herein by reference from Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on October 4, 2019.
#	(10.16)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Amended Form of Restricted Stock Unit Award Agreement (Officer), incorporated herein by reference from Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on October 4, 2019.
#	(10.17)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Amended Form of 2019-2021 Performance Incentive Award Agreement, incorporated herein by reference from Exhibit 10.3 to the Company's Form 10-Q filed with the Commission on October 4, 2019.
#	(10.18)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Amended Form of Non-Qualified Stock Option Award Agreement, incorporated herein by reference from Exhibit 10.4 to the Company's Form 10-Q filed with the Commission on October 4, 2019.
#	(10.19)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 14, 2015) Master Restricted Stock Unit Award Agreement, incorporated herein by reference from Exhibit 10.5 to the Company's Form 10-Q filed with the Commission on October 4, 2019.
	(10.20)	2017 Credit Agreement, dated as of August 17, 2017, by and among Paychex of New York, the Company, the lender parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and others, as amended by Amendment No. 1 as of November 21, 2018, Amendment No. 2 as of July 31, 2019, Amendment No. 3 as of September 17, 2021, and Amendment No. 5 as of April 12, 2024, incorporated herein by reference to Exhibit 10.2 to the Company's Form 8-K filed with the Commission on April 16, 2024.
	(10.21)	2019 Credit Agreement, dated as of July 31, 2019, by and among Paychex of New York, the Company, the lender parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and others, as amended by Amendment No. 1 as of September 17, 2021, and Amendment No. 3 as of April 12, 2024, incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on April 16, 2024
	(10.22)	Three-Year Credit Agreement, dated as of February 6, 2020, by and among Paychex Advance LLC, Paychex Inc., and the lender party thereto, incorporated herein by reference from Exhibit 10.1 to the Company's Form 8-K filed with the Commission on February 11, 2020.
	(10.23)	Amendment No. 2 to Credit Agreement, dated as of February 3, 2023, by and among the Company, the parent, the lender parties thereto, PNC Bank, N.A. as administrative agent and others, incorporated herein by reference from Exhibit 10.1 to the Company's Form 8-K filed with the Commission on February 7, 2023.
	(10.24)	Form of Pooled Plan Provider Indemnification Agreement, incorporated herein by reference from Exhibit 10.1 to the Company's Form 8-K filed with the Commission on February 23, 2021.
#	(10.25)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020), incorporated herein by reference from Exhibit 10.23 to the Company's Form 10-K filed with the Commission on July 16, 2021.
	(10.26)	Amendment No. 1 to Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020), dated July 14, 2022, incorporated herein by reference from Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on December 22, 2022.
#	(10.27)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Restricted Stock Unit Award Agreement (Board), incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.28)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Restricted Stock Unit Award Agreement (Officer), incorporated herein by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.29)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Restricted Stock Unit Award Agreement (Senior Management), incorporated herein by reference to Exhibit 10.3 to the Company's Form 10-Q filed with the Commission on September 29, 2022.

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#	(10.30)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Restricted Stock Unit Award Agreement (Management), incorporated herein by reference to Exhibit 10.4 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.31)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Restricted Stock Unit Award Agreement (Special Award), incorporated herein by reference to Exhibit 10.5 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.32)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of 2022-2024 Performance Restricted Stock Unit Award Agreement, incorporated herein by reference to Exhibit 10.6 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.33)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Non-Qualified Stock Option Award Agreement (Board), incorporated herein by reference to Exhibit 10.7 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.34)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Amended Form of Non-Qualified Stock Option Award Agreement (Board), incorporated herein by reference to Exhibit 10.8 to the Company's Form 10-Q filed with the Commission on September 29, 2022.
#	(10.35)	Amendment to Award Agreements of Martin Mucci under the Amended and Restated 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020), dated as of October 14, 2022, incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on December 22, 2022.
#	(10.36)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Form of Performance Restricted Stock Unit Award Agreement, incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on September 28, 2023.
#	(10.37)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 15, 2020) Form of Restricted Stock Unit Award Agreement pursuant to 2021 Officer Performance Share Award (Director), incorporated herein by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on September 28, 2023.
#	(10.38)	Agreement between Paychex, Inc. and Efrain Rivera, dated as of December 15, 2023, incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on December 21, 2023.
*	(19.1)	Insider Trading Policy
*	(21.1)	Subsidiaries of the Registrant
*	(23.1)	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP
*	(24.1)	Power of Attorney
*	(31.1)	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*	(31.2)	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*	(32.1)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
*	(32.2)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
*	(97.1)	Policy For The Recovery Of Erroneously Awarded Compensation
*	101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the XBRL Document.
*	101.SCH	Inline XBRL Taxonomy Extension Schema Document.
*	104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
*		Exhibit filed or furnished with this report.
#		Management contract or compensatory plan.

Item 16. Form 10-K Summary

None.

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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, on July 11, 2024.

PAYCHEX, INC.

By: /s/ John B. Gibson

John B. Gibson

President and Chief Executive Officer

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 on July 11, 2024.

/s/ John B. Gibson

John B. Gibson, President, Chief Executive Officer, and Director
(Principal Executive Officer)

/s/ Robert L. Schrader

Robert L. Schrader, Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Christopher Simmons

Christopher Simmons, Vice President, Controller and Treasurer
(Principal Accounting Officer)

Martin Mucci*, Director

Thomas F. Bonadio*, Director

Joseph G. Doody*, Director

David J.S. Flaschen*, Director

B. Thomas Golisano*, Director

Pamela A. Joseph*, Director

Theresa M. Payton*, Director

Kevin A. Price*, Director

Joseph M. Tucci*, Director

Joseph M. Velli*, Director

Kara Wilson*, Director

*By: */s/ John B. Gibson*

John B. Gibson, as Attorney-in-Fact

Insider Trading Policy

Statement of Company Policy

It is illegal to (i) buy or sell any Paychex security while in possession of material, non-public information; or (ii) to pass such information to others who then may buy or sell a Paychex security. Employees who violate this policy are subject to disciplinary action by Paychex, up to and including termination, as well as potential criminal penalties, including imprisonment for up to 20 years, criminal fines up to \$5 million and civil fines up to three times the profits gained or losses avoided.

A Paychex security includes Paychex stock, employee stock options, company-sponsored investment plans related to Paychex stock, and any form of Paychex security traded in the public markets regardless of whether Paychex issued the security (for example, publicly traded derivative securities, such as put or call options). This includes contributions, withdrawals, loans, changes in allocations, and transfers of 401(k) funds that affect employee's Paychex stock account balances within the Paychex 401(k) plan. It also includes transactions in Paychex securities by family members, those living in the same household, or through individuals, entities, or other accounts the insider may control.

Prohibited Transactions

Employees may not purchase or sell a Paychex security while in possession of material, non-public information. In addition, it is illegal for employees to pass material, non-public information on to others who may then trade a Paychex security. Accordingly, employees must not:

- provide material, non-public information to family members, business acquaintances, or friends;
- recommend to anyone that they buy or sell a Paychex security while in possession of material, non-public information, even if the employee did not disclose the specific information to that person;
- provide material, non-public information to shareholders, prospective shareholders, members of the press; or
- disclose material, non-public information to any Paychex employee who does not need to know the information to do their job.

This Insider Trading Policy discusses insider trading and explains employees' responsibilities relating to transactions in Paychex securities. There are two levels to the policy: General Standards applicable to all employees and Standards Applicable to Insiders who are required to understand and adhere to a more comprehensive level of standards.

General Standards

Except as provided below in the section titled "Trading Within Paychex Investment and Incentive Plans," employees may not buy or sell any Paychex security while in possession of material, non-public information. Material information is any information an investor would consider important in making a decision to buy, hold, or sell Paychex securities. In short, any information that could affect the price of Paychex securities.

Examples of material information:

- o quarterly financial results;
- o projections of future revenues;
- o earnings or losses;
- o significant business trends and metrics;
- o news of a pending or proposed merger, acquisition or tender offer;
- o news of a significant sale or disposition of assets;
- o news of entry into or termination of a significant contract;
- o changes in dividend policy;
- o declaration of a stock split or the offering of additional securities;
- o financings or restructurings;
- o changes in management;
- o changes in business strategies;
- o news of significant new products or initiatives; news of significant litigation; and
- o news of a significant cybersecurity breach.

Please keep in mind that either positive or negative information may be material.

Inside or non-public information means the information has not yet become publicly available. Release of information to the media does not immediately free insiders to trade. Insiders should refrain from trading until the market has had an opportunity to absorb the information.

- Employees may not provide a “tip” to someone who then buys or sells a Paychex security, whether or not the employee trades. Both the employee and the “tippee” can be convicted of insider trading and be subject to the penalties described above. For these same reasons, employees should never discuss material, non-public information in public places or on anything other than a “need to know” basis. Others may misconstrue the basis for any opinions an employee expresses regarding Paychex securities; therefore, employees should be circumspect about expressing any such opinions.
- Employees may not use the Internet, social media, other communication vehicles to provide material, non-public information.
- If, in the course of their employment, an employee obtains material, non-public information concerning a competitor, supplier or other company doing business with Paychex, the employee may be deemed to have material, non-public information of that other company. Therefore, the employee may not purchase or sell that company's securities or make trading recommendations to others while the employee is in possession of material, non-public information. In addition, the employee should not trade in Paychex securities on the basis of this information. If an employee does trade or tip, the employee may be subject to all the penalties for insider trading. Employees must also always remember that information which may not be material to Paychex may be material to a supplier or other company.
- Employees may not speculatively trade in or hedge Paychex stock. Employees should be aware that frequent buying and selling within short time intervals might subject that employee to Paychex or external scrutiny.
- Employees may not short sell Paychex securities – enter into a commitment to “sell” a defined amount of shares that the seller does not presently own. This is done with the expectation the person entering into the sale will be able to buy the security at a lower price in the future.
- Employees may not buy or sell puts or calls on Paychex securities. These are contracts that provide the right to buy and sell securities on a leveraged basis.

Trading Within Paychex Investment and Incentive Plans

If an employee previously established a program of regularly scheduled purchases of Paychex stock within the Paychex, Inc. Qualified Employee Stock Purchase Program, the Paychex Dividend Reinvestment Plan, Paychex 401(k) Retirement Savings Plan, or any Paychex Deferred Compensation Plan, these purchases can continue even if the employee is in possession of material, non-public information, since the timing of the purchases is not in the employee's control.

However, an employee may only initiate, change investment allocations, increase or decrease purchases of Paychex stock, or make transfers into or from Paychex stock accounts in these plans during a "window period" and while not in possession of material, non-public information.

Stock Options

An employee may exercise a stock option outside the "window period" and/or while in possession of material, non-public information, if no sale of stock is involved and the option exercise price was pre-established. However, an employee cannot make a so-called "cashless" stock option exercise while in possession of material, non-public information since this type of exercise requires a sale of Paychex stock.

Remember, there are no valid excuses for insider trading as well as no financial hardship or small trade exceptions. Always assume trading or advice to others will be scrutinized with twenty-twenty hindsight and presume the worst outcome. The ultimate responsibility for adhering to this policy and all insider trading laws rests with each employee. It is imperative Paychex employees use their best judgment and, when in doubt, err on the side of conservatism. Any employee who has questions about specific transactions may obtain additional guidance from the Paychex Chief Financial Officer or the Chief Legal Officer who are located at the corporate office in Rochester, New York.

Standards Applicable to Insiders

Insiders are employees who are required to understand and adhere to a more comprehensive level of standards established by the Company to ensure insider trading does not take place. Insiders must comply with all the standards. These policies apply both during employment and after termination for so long as the individual is in possession of material, non-public information.

The following groups of individuals are considered insiders:

- Board of Directors;
- Corporate Executives (Senior VPs, and VPs); and
- Certain Employees:
 - Treasury and Finance employees who directly report to the Paychex Chief Financial Officer (CFO);
 - Certain Treasury and Finance employees who have recurring access to material, non-public information;
 - Members of the Legal Department; and
 - Members of the Investor and Public Relations Departments.

Executive Assistant to the CFO may be contacted to determine if they should be included in the above groups of employees.

When Insiders May Buy or Sell

Insiders may buy or sell only within an open “window period”. The “window period” begins on the second business day after earnings are announced and ends on the last day of the last month of each quarter. The next “window period” would start two business days after the next quarter earnings release. However, even in a “window period,” insiders cannot trade Paychex securities if they are in possession of material, non-public information. In addition, the Company may impose an “event-specific blackout period” if the Company deems people to have “insider information,” regardless of whether there is an open “window period” and may restrict trading with little or no notice. The existence of an event-specific blackout period will not be generally announced, but employees subject to this additional restriction will be contacted by the Chief Financial Officer or Chief Legal Officer. Any person made aware of the event-specific blackout period should not disclose the existence of the blackout period to anyone else.

Section 16 Reporting

Individuals subject to reporting under Section 16 (Directors and certain Executives) are subject to the Pre-Approval Procedures. After receiving pre-approval, Section 16 employees who execute Paychex security transactions must immediately notify Corporate Legal so a Form 4 can be filed with the SEC before the end of the second business day after the day the transaction occurred. The Section 16 employee must inform Corporate Legal whether the trade was made pursuant to a Rule 10b5-1 plan.

These forms document all stock transactions of a Section 16 employee, including those of the Section 16 employee's immediate family sharing their household, anyone sharing their household, and immediate family members whose transactions in Paychex securities the Section 16 employee may influence or control. Immediate family includes spouse, children, grandchildren, siblings, parents, grandparents, and in-laws (but not aunts and uncles or nieces and nephews), regardless of whether the relationship arises by blood, marriage, or adoption.

The timeliness and accuracy of the SEC filings is the responsibility of the individual making the filing, not Paychex. Failure to file Section 16 reports must be noted in the Paychex Annual Meeting Proxy Statement distributed to stockholders and could cause problems for the Company and the person failing to comply. Persons outside the SEC (including professional plaintiff's lawyers) will also most likely review Section 16 filings for compliance with the law. It is the responsibility of all employees to ensure their own compliance both with this Policy and with all applicable laws and regulations.

Section 16 employees are prohibited from engaging in “short swing trading,” which is defined as executing opposite-way transactions (for example, first a purchase of Paychex securities, then a sale of Paychex securities) during any six month period.

Pre-Approval and Other Procedures

Employee Group	Trading Only in the “Window Period”	Pre-Approval of Trades	Pre-Approval of 401(k) Paychex Stock Account Transactions	Stock Option Exercises	Section 16 Reporting
Board of Directors	YES	YES	YES	YES	YES
Corporate Executives	YES	YES	YES	YES	YES
Certain Employees Considered Insiders	YES	YES	YES	YES	N/A
Other Employees	YES	N/A	N/A	N/A	N/A

Pre-Approval of Trades - The trading of any Paychex securities by Directors, Corporate Executives, and certain employees who are subject to the Standards Applicable to Insiders requires documented CFO and CLO approval prior to initiating the applicable transaction. Reasonable notice (> one day) needs to be provided due to the complexity of the law and significant penalties related to non-compliance with Section 16 reporting regulations. Any pre-approval will be effective for three trading days. If any insider is denied pre-approval to trade, the insider must not trade and must keep the denial confidential.

Receipt of approval for any transaction does not relieve the insider of his/her ultimate responsibility for compliance with this policy and all insider trading laws. Only the individual can determine whether he/she is in possession of material, non-public information, even during an open window period. The Company does not assume responsibility for an insider's decision to trade, even when pre-clearance has been granted for a transaction.

CFO Approval of 401(k) Paychex Stock Account Transactions - All changes to contribution or investment allocations involving Paychex stock in the insider's 401(k) account require the documented approval of the CFO for members of the Board of Directors and Corporate Executives. Other employees who are subject to the Standards for Insiders are prohibited from making changes to 401(k) elections or allocations involving Paychex stock outside the “window period,” but do not need to submit forms for CFO prior approval.

Stock Options Exercises - Members of the Board of Directors and Corporate Executives always require CFO approval prior to initiating the transaction. Other employees may not need CFO approval, but will not be able to exercise options since the direct interface to the broker will be unavailable outside the “window period.”

Policy Regarding Rule 10b5-1 Plans

The SEC has adopted a regulation – Rule 10b5-1 – that provides a safe harbor from insider trading liability under Rule 10b-5 if a trading plan is appropriately structured. A trading plan allows corporate insiders to facilitate liquidity and diversification goals, and at the same time reducing the risk of insider trading violations. A “trading plan” must be in writing and approved by the Chief Legal Officer. It must be adopted during a “window period” and when the insider is not aware of any material, non-public information.

The “trading plan” may (1) specify when a specific amount of Paychex securities are to be bought or sold and at what price or (2) provide a formula for determining when to buy or sell what quantity of securities and at what price.

The following provisions must be complied with to adopt or modify a “trading plan” for the purchase and/or sale of Paychex securities relying on Rule 10b5-1:

- The plan must be adopted during an open “window period.”
- The plan must include a certification that the insider is adopting the plan in good faith and will act in good faith for the duration of the plan and that, as of the adoption date, the insider is not in possession of any material, non-public information regarding the Company.
- The plan must have a cooling-off period consistent with Rule 10b5-1, meaning that the first trade under the plan cannot be executed until:
 - o Directors and officers: the later of (i) 90 days after adopting the plan; or (ii) two business days after the financial results for the quarter in which the plan is adopted are disclosed in Form 10-Q or Form 10-K (with a maximum of 120 days); or
 - o Other employees: 30 days after adopting the plan.
- Unless permitted under Rule 10b5-1, the insider should not have more than one 10b5-1 plan in effect at any time.
- The insider cannot adopt a single-trade plan until at least 12 months after the insider’s last single-trade plan was adopted.
- After adoption of a plan, trading in Paychex securities outside of the plan is prohibited. A regularly scheduled purchase within the Paychex benefit plans is allowable but changes to insider participation in such plans are not allowed.
- The “trading plan” can cover a maximum period of two years and may be modified no more than once a year.

The insider may terminate a plan at any time. Trading outside a “trading plan” will not be allowed until 45 days have elapsed from the termination of the plan and the insider is in an open window period.

Corporate insiders who use a “trading plan” do so at their own risk, recognizing that use of a plan may not insulate them from criminal and civil investigations and liabilities, and the public embarrassment and expense associated with defending insider trading allegations. In deciding whether to use a plan, an insider should consider obtaining the advice of an experienced securities law counsel.

SUBSIDIARIES OF THE REGISTRANT

SUBSIDIARIES OF PAYCHEX, INC. AS OF MAY 31, 2024

<u>Name of Subsidiaries</u>	<u>Jurisdiction of Incorporation</u>
ACH Insurance, LLC	Florida
Alterna Capital Solutions, LLC	Florida
Advantage Payroll Services, Inc.	Delaware
ESG Insurance, LLC	Utah
Fast 401k, Inc. d/b/a ePlan Services	Delaware
Lessor A/S (DK)	Denmark
Oasis Advisory Services, LLC	Florida
Oasis HR Solutions III, LLC	Florida
Oasis Outsourcing Acquisition Corporation	Delaware
Oasis Outsourcing Holdings, Inc.	Florida
Oasis Outsourcing, LLC	Florida
Paychex Administrative Services, LLC	Florida
Paychex Advance, LLC	New York
Paychex Deutschland, GmbH (GM)	Germany
Paychex Holdings, LLC	New York
Paychex Insurance Agency, Inc.	New York
Paychex Insurance Concepts, Inc.	New York
Paychex Investment, LLC	Delaware
Paychex Management, LLC	Delaware
Paychex North America, Inc.	Delaware
Paychex of New York, LLC	Delaware
Paychex PEO VI, LLC	Florida
Paychex PEO VII, LLC	Florida
Paychex Retirement, LLC	New York
Paychex Securities Corporation	New York
PXC, Inc.	New York
SurePayroll, Inc.	Delaware

Certain subsidiaries, which considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary, per Regulation S-X, Article 1, as of May 31, 2024, have been omitted from this exhibit.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-84055, 333-207592, and 333-207594) of Paychex, Inc. of our report dated July 11, 2024 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Fairport, New York
July 11, 2024

EXHIBIT 24.1**POWER OF ATTORNEY**

The undersigned Directors of Paychex, Inc., do hereby constitute and appoint John B. Gibson their true and lawful attorney and agent, to execute the Paychex, Inc., Annual Report on Form 10-K for the fiscal year ended May 31, 2024, for us and in our names as Directors, to comply with the Securities Exchange Act of 1934, as amended, and the rules, regulations and requirements of the Securities and Exchange Commission in connection therewith.

Dated:	July 11, 2024	/s/ Martin Mucci Martin Mucci
Dated:	July 11, 2024	<u>/s/ Thomas F. Bonadio</u> Thomas F. Bonadio
Dated:	July 11, 2024	<u>/s/ Joseph G. Doody</u> Joseph G. Doody
Dated:	July 11, 2024	<u>/s/ David J. S. Flaschen</u> David J. S. Flaschen
Dated:	July 11, 2024	/s/ B. Thomas Golisano B. Thomas Golisano
Dated:	July 11, 2024	/s/ Pamela A. Joseph Pamela A. Joseph
Dated:	July 11, 2024	<u>/s/ Theresa M. Payton</u> Theresa M. Payton
Dated:	July 11, 2024	/s/ Kevin A. Price Kevin A. Price
Dated:	July 11, 2024	<u>/s/ Joseph M. Tucci</u> Joseph M. Tucci
Dated:	July 11, 2024	<u>/s/ Joseph M. Velli</u> Joseph M. Velli
Dated:	July 11, 2024	/s/ Kara Wilson Kara Wilson

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, JOHN B. GIBSON, certify that:

1. I have reviewed this Annual Report on Form 10-K of Paychex, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 11, 2024

/s/ John B. Gibson
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, ROBERT L. SCHRADER, certify that:

1. I have reviewed this Annual Report on Form 10-K of Paychex, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 11, 2024

/s/ Robert L. Schrader
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Paychex, Inc. (the "Company") on Form 10-K for the fiscal year ended May 31, 2024 as filed with the Securities and Exchange Commission ("SEC") on the date hereof (the "Report"), I, JOHN B. GIBSON, Chief Executive Officer (principal executive officer) of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC upon request.

Date: July 11, 2024

/s/ John B. Gibson
John B. Gibson
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Paychex, Inc. (the "Company") on Form 10-K for the fiscal year ended May 31, 2024 as filed with the Securities and Exchange Commission ("SEC") on the date hereof (the "Report"), I, ROBERT L. SCHRADER, Chief Financial Officer (principal financial officer) of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC upon request.

Date: July 11, 2024

/s/ Robert L. Schrader
Robert L. Schrader
Senior Vice President and Chief Financial Officer

PAYCHEX, INC.

**POLICY FOR THE RECOVERY
OF ERRONEOUSLY AWARDED COMPENSATION**

1. Introduction

The Compensation & Leadership Committee of the Board of Directors (as defined below) of Paychex, Inc., a Delaware corporation (the “Company”), hereby adopts this Policy for the Recovery of Erroneously Awarded Compensation (as amended or restated from time to time, this “Policy”) in accordance with the requirements of the Recovery Rules (as defined below) to implement a written policy for the recovery of erroneously awarded compensation received by executive officers in the event of an accounting restatement. This Policy shall be effective as of October 2, 2023 (the “Effective Date”).

2. Definitions

For purposes of this Policy, the following capitalized terms shall have their respective meanings set forth below:

(a) “Accounting Restatement” means an accounting restatement (i) due to the material noncompliance of the Company with any financial reporting requirement under the federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a “Big R” restatement), or (ii) that corrects an error that is not material to previously issued financial statements, but would result in a material misstatement if the error were not corrected in the current period or left uncorrected in the current period (a “little r” restatement).

(b) “Board” means the Board of Directors of the Company.

(c) “Committee” means the Compensation and Leadership Committee of the Board, or any other committee designated by the Board to administer this Policy, and in the absence of such a committee, a majority of the independent directors serving on the Board.

(d) “Covered Erroneously Awarded Compensation” means the Erroneously Awarded Compensation Received by a Covered Executive Officer (i) during the applicable Recovery Period, (ii) on or after the Effective Date, (iii) after the Covered Executive Officer began service as an Executive Officer, and (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association.

(e) “Covered Executive Officer” means an individual who served as an Executive Officer at any time during the applicable performance period for the affected Incentive-Based Compensation (whether or not such individual is an Executive Officer at the time that Erroneously Awarded Compensation is required to be repaid under this Policy).

(f) "Erroneously Awarded Compensation" means the amount of Incentive-Based Compensation Received by a Covered Executive Officer that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received by the Covered Executive Officer had it been determined based on the restated amounts, computed without regard to any taxes paid.

(g) "Exchange" means The Nasdaq Stock Market.

(h) "Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

(i) "Executive Officer" means an "officer" of the Company, as defined by Rule 16a-1(f) of the Exchange Act, as determined by the Board.

(j) "Financial Reporting Measure" means a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measures. Financial Reporting Measure shall also include the Company's stock price and total shareholder return. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.

(k) "Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(l) "Received" with respect to Incentive-Based Compensation means when the Incentive-Based Compensation is deemed received, which is the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-Based Compensation that is subject to both a Financial Reporting Measure vesting condition and a service-based vesting condition shall be considered Received when the Financial Reporting Measure is achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition.

(m) "Recovery Period" means the three completed fiscal years of the Company that immediately precedes the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(n) "Recovery Rules" means Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC thereunder (including Rule 10D-1 under the Exchange Act and any applicable rules or standards adopted by the Exchange pursuant to Rule 10D-1 under the Exchange Act (including Rule 5608 of The Nasdaq Stock Market Listing Rules).

(o) "Restatement Date" means the earlier of (i) the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

(p) "SEC" means the Securities and Exchange Commission.

3. Recovery of Erroneously Awarded Compensation

(a) In the event of an Accounting Restatement, the Committee must reasonably promptly determine the amount of any Covered Erroneously Awarded Compensation Received by each Covered Executive Officer during the Recovery Period based on the Accounting Restatement, and shall promptly provide each affected Covered Executive Officer with a written notice stating the amount of Covered Erroneously Awarded Compensation and a demand for repayment or return, as applicable.

(b) Each Covered Executive Officer must comply with any request or demand for repayment or return promptly (and not later than any date specified in the request or demand).

(c) The Company's obligation to recover Erroneously Awarded Compensation pursuant to this Policy is not dependent on if or when the restated financial statements are filed. In addition, the recovery of Erroneously Awarded Compensation is required without regard to whether any misconduct occurred or a Covered Executive Officer's responsibility for the erroneous financial statements.

(d) The Committee shall have broad discretion to determine the appropriate means of recovery of Erroneously Awarded Compensation based on all applicable facts and circumstances.

(e) To the extent that a Covered Executive Officer fails to repay any or all Covered Erroneously Awarded Compensation to the Company when due (as determined in accordance with Section 3), the Company shall take all actions reasonable and appropriate to promptly recover such Covered Erroneously Awarded Compensation from the Covered Executive Officer, and the Covered Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in seeking to recover such Covered Erroneously Awarded Compensation.

(f) Any action by the Company to recover Erroneously Awarded Compensation under this Policy from a Covered Executive Officer shall not, whether alone or in combination with any other action, event or condition, (i) constitute "good reason" for resignation or serve as a basis for a claim of "involuntary termination" under the Company's Change in Control Plan, any employment or other agreement with a Covered Executive Officer,

any award agreements or any other plan or arrangement, or (ii) constitute a breach by the Company of any contract or agreement to which the Covered Executive Officer is a party.

4.Determination of Erroneously Awarded Compensation

(a) The amount of Covered Erroneously Awarded Compensation shall be determined by the Committee based on the particular facts and circumstances and consistent with the principles of the Recovery Rules. The Committee is authorized to engage, on behalf of the Company, any third-party advisors it deems advisable in order to perform any calculations contemplated by this Policy.

(b) For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Accounting Restatement, the Committee shall determine the amount of Erroneously Awarded Compensation based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received. The Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

5.Exemption

Notwithstanding Section 3, recovery of Erroneously Awarded Compensation shall not be required to the extent that the Committee determines that recovery would be impracticable because of one or more of the following conditions:

(a) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange.

(b) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or 411(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

6.Prohibition on Indemnification

The Company and its subsidiaries are prohibited from (a) indemnifying any Executive Officer against (i) the loss of Erroneously Awarded Compensation pursuant to this Policy or (ii) any claims relating to the Company's enforcement of its rights under this Policy, and (b) paying or reimbursing the premiums on any insurance policy protecting against the recovery of Erroneously Awarded Compensation. Neither the Company nor any subsidiary shall enter into

any agreement that exempts any Incentive-based Compensation from the application of this Policy or that waives the Company's right to recover Erroneously Awarded Compensation, and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date).

7. Administration

This Policy shall be administered by the Committee in accordance with the Recovery Rules. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. Any determination made by the Committee shall be binding on all persons. In the event any provision of this Policy is determined to be unenforceable or invalid under applicable law, such provision shall be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required by applicable law.

8. Acknowledgement and Acceptance

The Company may require an Executive Officer to sign and return to the Company the Acknowledgement and Acceptance Form attached hereto as Exhibit A pursuant to which such Executive Officer will agree to be bound by the terms and comply with this Policy; provided, however, that this Policy shall apply to, and be enforceable against, any Executive Officer regardless of whether or not such Executive Officer signs and returns to the Company such Acknowledgement and Acceptance Form.

9. Reporting and Disclosure

The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including the disclosure required by applicable SEC rules.

10. Miscellaneous

(a) Amendment and Termination. The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary, including as and when it determines that it is legally required by the Recovery Rules or any federal securities law, SEC rule or Exchange rule. The Committee may terminate this Policy at any time. Notwithstanding anything in this Section 10(a) to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rules or the rules of any national securities exchange or national securities association on which the Company's securities are listed. Furthermore, unless otherwise determined by the Committee or as otherwise amended, this Policy shall automatically be deemed amended in a manner necessary to comply with any change in the Recovery Rules.

(b) Other Recovery Rights. The Committee intends that this Policy will be applied to the fullest extent permitted by applicable law. The Committee may require that any employment agreement, equity award agreement, or any other agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require an Executive Officer to abide by the terms of this Policy. Executive Officers shall be deemed to have accepted continuing employment on terms that include compliance with this Policy, to the extent of its otherwise applicable provisions, and to be contractually bound by its enforcement provisions. Executive Officers who cease employment or service with the Company and its subsidiaries shall continue to be bound by the terms of this Policy with respect to Incentive-Based Compensation subject to this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company or its subsidiaries under applicable law, regulation or rule, or pursuant to the terms of any policy or in any employment agreement, cash-based bonus plan, equity award agreement, or similar agreement and any other legal remedies available to the Company and its subsidiaries. To the extent that the application of this Policy would provide for recovery of Incentive-Based Compensation that the Company recovers pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or other recovery obligations or policies, the amount that the relevant Executive Officer has already reimbursed the Company will be credited to the required recovery under this Policy, as determined by the Committee in its sole discretion. Nothing in this Policy precludes the Company from implementing any additional clawback, recovery or recoupment policies with respect to Executive Officers or other individuals. Application of this Policy does not preclude the Company or its subsidiaries from taking any other action to enforce any Executive Officer's obligations to the Company or its subsidiaries, including termination of employment or institution of civil or criminal proceedings or any other remedies that may be available to the Company or its subsidiaries with respect to any Executive Officer.

(c) Successors. This Policy shall be binding and enforceable against all Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

* * * * *

PAYCHEX, INC.

**POLICY FOR THE RECOVERY
OF ERRONEOUSLY AWARDED COMPENSATION**

ACKNOWLEDGEMENT AND ACCEPTANCE FORM

By signing below, you acknowledge and confirm that you have received and reviewed a copy of the Paychex, Inc. Policy for the Recovery of Erroneously Awarded Compensation (the “Policy”). Capitalized terms used but not otherwise defined in this Acknowledgement and Acceptance Form shall have the meanings ascribed to such terms in the Policy.

By signing below, you are acknowledging and agreeing that you are subject to the terms of the Policy and that you will repay to the Company the amount of any Erroneously Awarded Compensation that you are determined to be required to repay under the Policy. You understand that this obligation applies to awards of Incentive-Based Compensation issued to you under the Company’s 2002 Stock Incentive Plan and the Company’s Annual Incentive Program (each, as amended from time to time and including any successor plan thereto), whether in the past, present and future. Incentive-Based Compensation may include, but is not limited to, stock options, restricted stock, restricted stock units and annual incentive awards.

By signing this Acknowledgement and Acceptance Form, you:

- acknowledge and agree that you are and will continue to be subject to the Policy and that the Policy will apply both during and after your employment with the Company and its subsidiaries;
- agree to abide by the terms of the Policy, including, without limitation, by promptly returning to the Company any Covered Erroneously Awarded Compensation paid to you in a manner permitted by the Policy;
- acknowledge and agree to reimburse the Company for any and all expenses reasonably incurred by the Company in seeking to recover such Covered Erroneously Awarded Compensation in the event that the Executive Officer fails to promptly repay any or all Covered Erroneously Awarded Compensation to the Company when due;
- acknowledge and agree that the Company may, to the greatest extent permitted by applicable law, reduce any amount that may become payable to you by any amount to be recovered by the Company pursuant to the Policy if and to the extent such amount has not been returned to the Company prior to the date that the subsequent amount becomes payable to you; and
- acknowledge and agree that any action by the Company to recover any Covered Erroneously Awarded Compensation under this Policy from you shall not, whether

alone or in combination with any other action, event or condition, (i) constitute “good reason” for resignation or serve as a basis for a claim of “involuntary termination” under the Company’s Change in Control Plan, any employment or other agreement with you, any award agreements or any other plan or arrangement, or (ii) constitute a breach by the Company of any contract or agreement to which you are a party.

Signature

Print Name

Date
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