

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report: October 23, 2012  
(Date of earliest event reported)**

**PAYCHEX, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of or other jurisdiction  
of incorporation)

**0-11330**  
(Commission  
File Number)

**16-1124166**  
(IRS Employer  
Identification Number)

**911 PANORAMA TRAIL SOUTH, ROCHESTER, NEW YORK**  
(Address of principal executive offices)

**14625-2396**  
(Zip Code)

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

**None**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

- (a) The Annual Meeting of Stockholders was held on October 23, 2012.
- (b) There were present at the meeting, either in person or by proxy, holders of 327,346,959 common shares. Stockholders elected the nine nominees, constituting our entire Board of Directors (the "Board"), to hold office until the next Annual Meeting of Stockholders in 2013; approved the advisory vote on executive compensation; and ratified the selection of our independent registered public accounting firm.

Results of stockholder voting are as follows:

<b>Election of Directors</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
B. Thomas Golisano	260,998,684	2,851,288	611,066	62,885,921
Joseph G. Doody	262,080,327	1,717,836	662,875	62,885,921
David J. S. Flaschen	258,802,633	4,993,136	665,269	62,885,921
Phillip Horsley	260,224,824	3,558,783	677,431	62,885,921
Grant M. Inman	259,043,038	4,758,970	659,030	62,885,921
Pamela A. Joseph	262,997,588	823,181	640,269	62,885,921
Martin Mucci	261,509,827	2,301,418	649,793	62,885,921
Joseph M. Tucci	256,585,686	7,170,107	705,245	62,885,921
Joseph M. Velli	260,240,741	3,521,651	698,646	62,885,921

<b>Advisory Vote To Approve Named Executive Officer Compensation</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	257,236,136	6,020,316	1,204,586	62,885,921

<b>Ratification of Selection of Ernst &amp; Young LLP as the Company's Independent Registered Public Accounting Firm</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	323,265,975	3,206,158	874,826

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**SIGNATURES**

Pursuant to the requirements 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.

**PAYCHEX, INC.**

Date: October 26, 2012

/s/ Martin Mucci

Martin Mucci

President and Chief Executive Officer

Date: October 26, 2012

/s/ Efrain Rivera

Efrain Rivera

Senior Vice President, Chief Financial Officer, and Treasurer