

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: December 10, 2012  
(Date of earliest event reported)**

**PAYCHEX, INC.**

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

**DELAWARE**  
**(State 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)**

**N/A**  
**(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 8.01 OTHER EVENTS**

On December 10, 2012, the Board of Directors (the "Board") of Paychex, Inc. (the "Company") declared a dividend of \$0.66 per share payable December 28, 2012 to shareholders of record on December 20, 2012. This accelerated dividend is intended by the Board to be lieu of quarterly dividends the Company would have otherwise declared for the third and fourth quarters of the fiscal year ended May 31, 2013 and that would have been paid in calendar year 2013.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is filed with this Current Report on Form 8-K.

Exhibit 99.1: Press Release of Paychex, Inc. dated December 10, 2012.

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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: December 10, 2012

/s/ Martin Mucci

Martin Mucci

President and Chief Executive Officer

Date: December 10, 2012

/s/ Efrain Rivera

Efrain Rivera

Senior Vice President, Chief Financial Officer, and Treasurer

## PRESS RELEASE OF PAYCHEX, INC. DATED DECEMBER 10, 2012

## For Immediate Release

**Paychex Accelerates Dividend Payments for Two Quarters***Company to pay Q3 and Q4 dividends for fiscal 2013 in December 2012*

Rochester, N.Y. (December 10, 2012) - The Board of Directors of Paychex, Inc. (NASDAQ:PAYX), a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses, today declared an accelerated dividend for the third and fourth quarters of fiscal 2013 totaling \$.66 per share of common stock. The accelerated dividend is intended by the Board to be in lieu of quarterly dividends Paychex would otherwise have announced in the third and fourth quarters of fiscal 2013, and paid in February and May 2013.

The accelerated dividend is payable December 28, 2012 to shareholders of record December 20, 2012.

“The Board's vote today in support of the dividend acceleration is very consistent with Paychex's shareholder-friendly approach,” said Martin Mucci, Paychex president and chief executive officer. “We do expect taxes on dividends to increase, and we are in a position to accelerate dividend payments, so taking this step is another reflection of our commitment to delivering shareholder value.”

**About Paychex**

Paychex, Inc. (NASDAQ:PAYX) is a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses. The company offers comprehensive payroll services, including payroll processing, payroll tax administration, and employee pay services, including direct deposit, check signing, and Readychex®. Human resource services include 401(k) plan recordkeeping, section 125 plans, a professional employer organization, time and attendance solutions, and other administrative services for business. A variety of business insurance products, including group health and workers' compensation, are made available through Paychex Insurance Agency, Inc. Paychex was founded in 1971. With headquarters in Rochester, New York, the company has more than 100 offices serving approximately 567,000 payroll clients as of May 31, 2012. For more information about Paychex and our products, visit [www.paychex.com](http://www.paychex.com).

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