

IN THE SUPREME COURT OF THE STATE OF DELAWARE

PAYLOCITY HOLDING CORPORATION,	§	
	§	No. 46, 2017
	§	
Defendant Below,	§	Court Below—Court of Chancery of
Appellant,	§	the State of Delaware
	§	
v.	§	C.A. No. 12299
	§	
JOHN SOLAK, on behalf of himself	§	
and all other similarly situated	§	
stockholders of PAYLOCITY	§	
HOLDING CORPORATION,	§	
	§	
Plaintiff Below,	§	
Appellee.	§	

Submitted: January 26, 2017

Decided: January 30, 2017

Before **HOLLAND, VALIHURA**, and **VAUGHN**, Justices.

**ORDER**

This 30<sup>th</sup> day of January 2017, having considered the defendant/appellant’s notice and supplemental notice of appeal from interlocutory order under Supreme Court Rule 42, it appears to the Court that:

(1) On May 5, 2016, the plaintiff/appellee, John Solak (“Solak”), filed a verified class action complaint against defendant/appellant, Paylocity Holding Corporation (“Paylocity”), and individual members of Paylocity’s board of directors (“the Board”). Solak is a stockholder of Paylocity.

(2) Solak's three-count complaint alleged that Paylocity and the Board had adopted a fee-shifting bylaw in violation of Sections 109(b) and 102(b)(6) of the Delaware General Corporation Law. Counts I and II of Solak's complaint sought a declaration that the bylaw was invalid; Count III claimed that the Board members had breached their fiduciary duties.

(3) Paylocity and the Board moved to dismiss the complaint. In an opinion issued on December 27, 2016, the Court of Chancery granted the motion in part and dismissed Counts II and III of the complaint.<sup>1</sup> The court denied the motion to dismiss Count I.<sup>2</sup>

(4) Paylocity filed an application for certification of an interlocutory appeal from the December 27 decision. Solak opposed the application. By order dated January 26, 2017, the Court of Chancery denied the application after determining that certification of an interlocutory appeal was not warranted under the principles and criteria of Rule 42(b).

(5) Applications for interlocutory review are addressed to the sound discretion of the Court. In this case, the Court agrees with the Court of Chancery's January 26, 2017 order denying the application for certification. Rule 42(b)'s principles and criteria do not weigh in favor of interlocutory review of the December 27, 2016 opinion.

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<sup>1</sup> *Solak v. Sarowitz*, \_\_\_ A.3d \_\_\_, 2016 WL 7976089 (Del. Chan. Ct. Dec. 27, 2016).

<sup>2</sup> *Id.*

NOW, THEREFORE, IT IS HEREBY ORDERED that the interlocutory appeal is REFUSED.

BY THE COURT:

/s/ Karen L. Valihura  
Justice