

PAYCHEX INC  
Form 8-K  
August 31, 2005

**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: August 26, 2005

(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))

**ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

Effective August 26, 2005, the Paychex, Inc. (the Company ) Board of Directors approved the amendment and restatement in its entirety of Article II, Section 9 of the Company s By-laws. The amendment incorporates a requirement that proxies be voted in compliance with Delaware law and eliminates the requirement that proxies be signed by the stockholder or attorney-in-fact. The amendment to the Company s By-laws is filed as Exhibit 3(ii) to this Form 8-K.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits

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

Exhibit 3(ii): Amendment No. 1 to the By-laws of Paychex, Inc.

**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: August 31, 2005

/s/ Jonathan J. Judge

Jonathan J. Judge  
President and  
Chief Executive Officer

Date: August 31, 2005

/s/ John M. Morphy

John M. Morphy  
Senior Vice President, Chief  
Financial Officer and  
Secretary

**EXHIBIT INDEX**

Exhibit 3(ii): Amendment No. 1 to the By-laws of Paychex, Inc.

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