PARK CITY GROUP INC

Form 4

September 01, 2015

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

Washington, D.C. 20549

Number: January 31,

2005

OMB APPROVAL

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name **and** Ticker or Trading FIELDS RANDALL K Symbol 5. Relationship of Reporting Person(s) to Issuer

PARK CITY GROUP INC [PCYG]

(Check all applicable)

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 07/21/2015

____ Director _____ 10% Owner ____ Officer (give title _____ Other (specify

CHIEF EXECUTIVE OFFICER

C/O PARK CITY GROUP, INC., 299 SOUTH MAIN STREET,

(Street)

SUITE 2370

Stock

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

below)

SALT LAKE CITY, UT 84111

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities A	cquired, Dispose	d of, or Benef	ficially Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acquired ansaction(A) or Disposed of			Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code	(D) (Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D)	Beneficial Ownership
		(Month/Day/Tear)	(Instr. 8)	(A) or		Following Reported Transaction(s)	or Indirect (I) (Instr. 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Series B-1									By Fields
Preferred	07/21/2015		A	10,000	A	<u>(1)</u>	40,000	I	Management,

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Inc.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FIELDS RANDALL K C/O PARK CITY GROUP, INC. 299 SOUTH MAIN STREET, SUITE 2370 SALT LAKE CITY, UT 84111

CHIEF EXECUTIVE OFFICER

Signatures

/s/ Randall K. 09/01/2015

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares issued as payment of a bonus granted to Fields Management, Inc., a management company wholly-owned by the Reporting Person (1) ("FMI"), by the Compensation Committee of the Issuer's Board of Directors, pursuant to the Employment Agreement by and between the Issuer and FMI, dated June 30, 2013, pursuant to which the Reporting Person serves as the Issuer's Chief Executive Officer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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