

FIELDS RANDALL K
Form 4
November 22, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIELDS RANDALL K

2. Issuer Name and Ticker or Trading Symbol
PARK CITY GROUP INC [PCYG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O PARK CITY GROUP,
INC., 299 SOUTH MAIN STREET,
SUITE 2225
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
CHIEF EXECUTIVE OFFICER

SALT LAKE CITY, UT 84111

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
			Code	V	Amount				
Common Stock	11/14/2017		A ⁽¹⁾	V	473	\$ 10.33	3,698,529 ⁽²⁾	D	
Common Stock							650,693	I	By Riverview Financial Corp.
Common Stock							30,667	I	By Spouse
Common Stock							1,289,230 ⁽³⁾	I	By Fields Management
							531,432	I	

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Series B Preferred Stock							By Riverview Financial Corp
Series B Preferred Stock				14,450	I		By Spouse
Common Stock				205,000	I		By Charitable 2010, LLC
Series B-1 Preferred Stock				135,788	I		By Fields Management, Inc.
Series B-1 Preferred Stock				147,370	I		By Riverview Financial Corp
Series B-1 Preferred Stock				657	I		By Spouse

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

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(9-02)

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

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 3.6					03/14/2013	03/14/2018	Common Stock	6,875
Warrant	\$ 10					01/26/2015	01/26/2020	Common Stock	3,178

Warrants	\$ 4	02/05/2015	02/05/2020	Common Stock	914,065
Warrants	\$ 4	02/05/2015	02/05/2020	Common Stock	40,250

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 2225 SALT LAKE CITY, UT 84111			CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Randall K.
Fields

11/22/2017

**Signature of
Reporting Person

Date

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).
- (1) Shares issued in lieu of cash compensation at a 15% discount to fair market value, pursuant to the Issuer's 2011 Employee Stock Purchase Plan.
- (2) Includes 5,157 unvested shares of common stock.
- (3) Includes 771,587 unvested shares of common stock.

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.