FIELDS RANDALL K

Form 4

January 09, 2018

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

3235-0287

OMB APPROVAL

Form 4 or
Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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obligations may continue. *See* Instruction

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

t, tion

1(b).

(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 | | | |
|--|--|--|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| C/O PARK CITY GROUP, INC., 299 SOUTH MAIN STREET, SUITE 2225 | (Month/Day/Year) 01/05/2018 | Director 10% Owner Officer (give title Other (spec below) CHIEF EXECUTIVE OFFICER | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| SALT LAKE CITY, UT 84111 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) (Zin) | | | | | |

| (City) | (State) | (Zip) Tak | ole I - Non- | Derivativo | e Secu | rities A | cquired, Dispose | d of, or Benef | icially Owned |
|--------------------------------------|---|---|--------------|--------------------|--------|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed 3. 4. Sec Execution Date, if Transaction(A) or any Code (D) (Month/Day/Year) (Instr. 8) (Instr. | | on(A) or Da (D) | (A) or | | 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 Beneficial Ownership (Instr. 4) |
| Common Stock | 01/05/2018 | | A(1) V | 685 | A | \$ 8.08 | 3,699,214 (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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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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|----------------------------------|
| | | | | 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 |

8. De Sec (In 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. 01/09/2018 Fields

**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).
- (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.

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