#### FIELDS RANDALL K

Form 4

January 09, 2018

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Form 4 or 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

burden hours per response...

Estimated average

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Repor FIELDS RANDALL K	ting Person *	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 GROU INC., 299 SOUTH MAIN SUITE 2225		(Month/Day/Year) 01/05/2018	Director 10% Owner Officer (give title below) Other (specify 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) 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)	Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (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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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

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. orNumber 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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