

FIELDS RANDALL K
Form 4
May 25, 2018

FORM 4

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

OMB APPROVAL

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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)
05/25/2018

____ 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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 05/25/2018 | | P | A | \$ 7.99 | 654,693 | I | By Riverview Financial Corp. |
| Common Stock | | | | | | 3,706,089 ⁽¹⁾ | D | |
| Common Stock | | | | | | 30,667 | I | By Spouse |
| Common Stock | | | | | | 1,289,230 ⁽²⁾ | 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 | 121,936 | I | | | | By Fields Management, Inc. |
| Series B-1 Preferred Stock | 78,123 | 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. In- | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant | \$ 10 | | | | | 01/26/2015 | 01/26/2020 | Common Stock | 3,165 |
| Warrants | \$ 4 | | | | | 02/05/2015 | 02/05/2020 | Common Stock | 914,065 |
| Warrants | \$ 4 | | | | | 02/05/2015 | 02/05/2020 | | 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 05/25/2018

__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) Includes 5,157 unvested shares of common stock.
- (2) Includes 771,587 unvested shares of common stock.

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