Resonant Inc Form 4 February 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fox Michael J

(First)

(State)

Resonant Inc [RESN] (Middle)

Symbol

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

02/16/2017

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

X 10% Owner _ Other (specify

C/O PARK CITY CAPITAL, LLC, 200 CRESCENT COURT,

SUITE 1575

(City)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

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

DALLAS, TX 75201

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

Common Stock

02/16/2017

Code V Amount 12,000 M

(D) Price Α <u>(1)</u>

or

22,700

D

Common Stock

 $1,035,000 \stackrel{(2)}{=} I$

City Capital Offshore Master. Ltd.

By Park

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/16/2017		M	12,000	(3)	(3)	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Fox Michael J C/O PARK CITY CAPITAL, LLC 200 CRESCENT COURT, SUITE 1575 DALLAS, TX 75201	X	X			
Park City Capital, LLC C/O PARK CITY CAPITAL, LLC 200 CRESCENT COURT, SUITE 1575 DALLAS, TX 75201		X			

Signatures

PARK CITY Manager	02/16/2017	
	**Signature of Reporting Person	Date
/s/ Michael J.	Fox	02/16/2017
	**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) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock.

Reporting Owners 2

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- Michael J. Fox is the managing member of Park City Capital, LLC, the investment adviser of the fund that directly holds the reported securities. Mr. Fox and Park City Capital, LLC may be deemed to be beneficial owners of the securities directly held by the fund. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.
- (3) 50% of the shares vested on February 16, 2017 and 50% of the shares vest on February 16, 2018.

Remarks:

Exhibit 24 power of attorney filed herewith.

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.