

FIELDS RANDALL K  
Form 5  
October 26, 2017

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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

(Last) (First) (Middle)

C/O PARK CITY GROUP, INC., 299 SOUTH MAIN STREET, SUITE 2225

(Street)

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
06/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (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   |  |  |   |
| Common Stock                    | 07/05/2016                           | ^  | A <sup>(1)</sup>               | 554   | \$ 7.62 | 3,698,056 <sup>(2)</sup>   | D  | ^   |
| Common Stock                    | 12/30/2016                           | ^  | G                              | 2,074   | \$ 0    | 3,698,056 <sup>(2)</sup>   | D  | ^   |
| Common Stock                    | 01/18/2017                           | ^  | A <sup>(1)</sup>               | 586   | \$ 7.76 | 3,698,056 <sup>(2)</sup>   | D  | ^   |
|                                 | 01/25/2017                           | ^  | G                              | 12,258  | \$ 0    |  | D  | ^   |

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|                            |            |   |    |        |   |             |                  |   |                              |
|----------------------------|------------|---|----|--------|---|-------------|------------------|---|------------------------------|
| Common Stock               |            |   |    |        |   |             | 3,698,056<br>(2) |   |                              |
| Common Stock               | 03/01/2017 | Â | G  | 1,976  | D | \$ 0        | 3,698,056<br>(2) | D | Â                            |
| Series B-1 Preferred Stock | 07/05/2016 | Â | A4 | 10,000 | A | \$ 0<br>(3) | 115,788 (4)      | I | By Fields Management, Inc.   |
| Series B-1 Preferred Stock | 03/31/2017 | Â | A4 | 20,000 | A | \$ 0<br>(3) | 115,788 (4)      | I | By Fields Management, Inc.   |
| Common Stock               | Â          | Â | Â  | Â      | Â | Â           | 650,693          | I | By Riverview Financial Corp. |
| Common Stock               | Â          | Â | Â  | Â      | Â | Â           | 30,667           | I | By Spouse                    |
| Common Stock               | Â          | Â | Â  | Â      | Â | Â           | 1,289,230<br>(5) | I | By Fields Management         |
| Series B Preferred Stock   | Â          | Â | Â  | Â      | Â | Â           | 531,432          | I | By Riverview Financial Corp  |
| Series B Preferred Stock   | Â          | Â | Â  | Â      | Â | Â           | 14,450           | I | By Spouse                    |
| Common Stock               | Â          | Â | Â  | Â      | Â | Â           | 205,000          | I | By Charitable 2010, LLC      |
| Series B-1 Preferred Stock | Â          | Â | Â  | Â      | Â | Â           | 147,370 (4)      | I | By Riverview Financial Corp  |
| Series B-1 Preferred Stock | Â          | Â | Â  | Â      | Â | Â           | 657 (4)          | 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|

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| (Instr. 3) | Price of Derivative Security |   | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------|------------------------------|---|------------------|------------|---|-----|------------------|-----------------|--------------|----------------------------|
|            |                              |   |                  |            | (A)   | (D) |                  |                 |              |                            |
| Warrant    | \$ 3.6                       | Â | Â                | Â          | Â   | Â   | 03/14/2013       | 03/14/2018      | Common Stock | 6,875                      |
| Warrant    | \$ 10                        | Â | Â                | Â          | Â   | Â   | 01/26/2015       | 01/26/2020      | Common Stock | 3,165                      |
| Warrants   | \$ 4                         | Â | Â                | Â          | Â   | Â   | 02/05/2015       | 02/05/2020      | Common Stock | 914,065                    |
| Warrant    | \$ 4                         | Â | Â                | Â          | Â   | Â   | 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<br>C/O PARK CITY GROUP, INC.<br>299 SOUTH MAIN STREET, SUITE 2225<br>SALT LAKE CITY, UT 84111 | Â             | Â         | Â       | CHIEF EXECUTIVE OFFICER Â |

## Signatures

/s/ Randall K. Fields 10/26/2017

\_\_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) Shares issued as payment of a bonus granted to Fields Management, Inc., a management company wholly-owned by the Reporting Person ("FMI"), by the Compensation Committee of the Issuer's Board of Directors, pursuant to the Employment Agreement by and between the Issuer and FMI, dated June 30, 2013, pursuant to which the Reporting Person serves as the Issuer's Chief Executive Officer.
- (4) Amount includes shares of Series B-1 Preferred issued to the Reporting Person during the year ended June 30, 2017 as payment-in-kind of accrued dividends.

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(5) Includes 771,587 unvested shares of common stock.

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