

FIELDS RANDALL K
 Form 4
 November 22, 2017

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

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

11/14/2017

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/14/2017 | | A ⁽¹⁾ | V 473 A \$ 10.33 | 3,698,529 <u>(2)</u> | D | |
| Common Stock | | | | | 650,693 | I | By Riverview Financial Corp. |
| Common Stock | | | | | 30,667 | I | By Spouse |
| Common Stock | | | | | 1,289,230 <u>(3)</u> | 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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(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. I. De. Sec. (In | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
| | | | | 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 |
| 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.
Fields

11/22/2017

__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) Includes 771,587 unvested shares of common stock.

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