PARK CITY GROUP INC
Form 10-Q
February 13, 2014

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended December 31, 2013.

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from to .

Commission File Number 000-03718

PARK CITY GROUP, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	37-1454128
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

299 South Main Street, Suite 2370
Salt Lake City, UT 84111
(Address of principal executive offices)

(435) 645-2000
(Registrant's telephone number)

Indicate by check market whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large-accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]

Indicate by checkmark if whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). [ ] Yes [X] No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common Stock, $0.01 par value: 16,869,917 shares as of February 13, 2014.

Table of Contents

PARK CITY GROUP, INC.
TABLE OF CONTENTS

		Page
	PART I - FINANCIAL INFORMATION	
Item 1.	Financial Statements	1
	Consolidated Condensed Balance Sheets as of December 31, 2013 (Unaudited) and June 30, 2013	1
	Consolidated Condensed Statements of Operations for the Three and Six Months Ended December 31, 2013 and 2012 (Unaudited)	2
	Consolidated Condensed Statements of Cash Flows for the Six Months Ended December 31, 2013 and 2012 (Unaudited)	3
	Notes to Consolidated Condensed Financial Statements	4
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	9
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	20
Item 4.	Controls and Procedures	20
	PART II – OTHER INFORMATION	
Item 1.	Legal Proceedings	21
Item 1A.	Risk Factors	21
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	29
Item 3.	Defaults Upon Senior Securities	29
Item 5.	Other Information	29
Item 6.	Exhibits	29
Exhibit 31	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
Exhibit 32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
Signature		30

Table of Contents

PARK CITY GROUP, INC.
Consolidated Condensed Balance Sheets

Assets	December 31, 2013 (unaudited)	June 30, 2013
Current assets:		
Cash	$ 3,859,451	$ 3,616,585
Receivables, net of allowance of $115,000 and $190,000 at December 31, 2013 and June 30, 2013, respectively	2,904,634	2,383,366
Prepaid expenses and other current assets	290,165	403,909
Total current assets	7,054,250	6,403,860
Property and equipment, net	846,543	671,959
Other assets:		
Deposits and other assets	14,866	14,866
Note receivable	2,097,452	1,622,863
Customer relationships	2,129,177	2,340,335
Goodwill	4,805,933	4,805,933
Capitalized software costs, net	-	73,082
Total other assets	9,047,428	8,857,079
Total assets	$ 16,948,221	$ 15,932,898
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 698,625	$ 653,655
Accrued liabilities	1,386,508	1,096,982
Deferred revenue	1,683,221	1,777,326
Lines of credit	1,200,000	1,200,000
Notes payable	332,723	551,421
Total current liabilities	5,301,077	5,279,384
Long-term liabilities:		
Notes payable, less current portion	474,588	310,642
Other long-term liabilities	99,709	101,500
Total liabilities	5,875,374	5,691,526
Commitments and contingencies		
Stockholders' equity:		
Series B Convertible Preferred Stock, $0.01 par value, 30,000,000 shares authorized; 411,927 shares issued and outstanding at December 31, 2013 and June	4,119	4,119

30, 2013, respectively		
Common Stock, $0.01 par value, 50,000,000 shares authorized; 16,742,115 and 16,128,530 shares issued and outstanding at December 31, 2013 and June 30, 2013, respectively	167,421	161,285
Additional paid-in capital	46,046,721	43,314,986
Accumulated deficit	(35,145,414)	(33,239,018)
Total stockholders' equity	11,072,847	10,241,372
Total liabilities and stockholders' equity	$ 16,948,221	$ 15,932,898

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.
Consolidated Condensed Statements of Operations (unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2013	2012	2013	2012
Revenues:				
Subscription	$ 2,344,178	$ 1,955,562	$ 4,478,834	$ 3,910,157
Other Revenue	675,436	703,340	1,316,716	1,461,572
Total revenues	3,019,614	2,658,902	5,795,550	5,371,729
Operating expenses:				
Cost of services and product support	1,246,443	1,099,165	2,455,546	2,179,649
Sales and marketing	1,129,832	763,301	2,369,475	1,343,657
General and administrative	979,144	595,407	2,127,617	1,169,501
Depreciation and amortization	240,727	230,455	468,302	460,523
Total operating expenses	3,596,146	2,688,328	7,420,940	5,153,330
(Loss) income from operations	(576,532)	(29,426)	(1,625,390)	218,399
Other expense:				
Interest income (expense)	26,447	(34,435)	27,940	(77,868)
(Loss) income before income taxes	(550,085)	(63,861)	(1,597,450)	140,531
(Provision) benefit for income taxes:	-	-	-	-
Net (loss) income	(550,085)	(63,861)	(1,597,450)	140,531
Dividends on preferred stock	(154,473)	(289,300)	(308,946)	(499,280)
Net (loss) applicable to common shareholders	$ (704,558)	$ (353,161)	$ (1,906,396)	$ (358,749)
Weighted average shares, basic and diluted	16,693,000	12,303,000	16,529,000	12,259,000
Basic and diluted loss per share	$ (0.04)	$ (0.03)	$ (0.12)	$ (0.03)

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.
Consolidated Condensed Statements of Cash Flows (Unaudited)
For the Six Months Ended December 31,

		2013		2012
Cash Flows From Operating Activities:				
Net (loss) income	$	(1,597,450)	$	140,531
Adjustments to reconcile net (loss) income to net cash provided by operating activities:				
Depreciation and amortization		468,302		460,523
Stock issued for charitable contribution		96,900		-
Stock compensation expense		855,190		449,719
Bad debt expense		60,008		-
(Increase) decrease in:				
Receivables		(581,276)		(208,976)
Prepaids and other assets		39,155		(81,607)
(Decrease) increase in:				
Accounts payable		44,970		218,252
Accrued liabilities		50,375		34,458
Deferred revenue		(94,105)		(214,934)
Net cash (used in) provided by operating activities		(657,931)		797,966
Cash Flows From Investing Activities:				
Cash from sales of property and equipment		6,505		-
Cash advanced on note receivable		(400,000)		-
Purchase of property and equipment		(365,151)		(297,426)
Net cash used in investing activities		(758,646)		(297,426)
Cash Flows From Financing Activities:				
Proceeds from issuance of stock		1,493,818		-
Proceeds from exercise of options and warrants		436,296		-
Proceeds from employee stock plans		62,132		81,469
Proceeds from issuance of note payable		278,290		95,548
Dividends paid		(278,051)		(247,156)
Payments on notes payable		(333,042)		(425,173)
Net cash provided by (used in) financing activities		1,659,443		(495,312)
Net increase (decrease) in cash		242,866		5,228
Cash at beginning of period		3,616,585		1,106,176
Cash at end of period	$	3,859,451	$	1,111,404
Supplemental Disclosure of Cash Flow Information:				
Cash paid for income taxes	$	6,500	$	-
Cash paid for interest	$	50,771	$	79,118

Supplemental Disclosure of Non-Cash Investing and Financing Activities:				
Common stock to pay accrued liabilities	$	633,725	$	608,802
Dividends accrued on preferred stock	$	308,946	$	499,280
Dividends paid with preferred stock	$	-	$	171,200

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

NOTE 1. DESCRIPTION OF BUSINESS AND MERGER OF PRESCIENT APPLIED INTELLIGENCE, INC.

Summary of Business

Park City Group, Inc. (the "Company") is incorporated in the state of Nevada. The Company's 98.76% and 100% owned subsidiaries, Park City Group, Inc. and Prescient Applied Intelligence, Inc. ("Prescient"), respectively, are incorporated in the state of Delaware. All intercompany transactions and balances have been eliminated in consolidation.

The Company designs, develops, markets and supports proprietary software products. These products are designed for businesses having multiple locations to assist in the management of business operations on a daily basis and communicate results of operations in a timely manner. In addition, the Company has built a consulting practice for business improvement that centers on the Company's proprietary software products. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors, and manufacturing companies, which have operations in North America, Europe, Asia and the Pacific Rim.

Recent Developments

Listing of Common Stock on the NASDAQ Capital Market

On October 15, 2013, the Company notified the NYSE MKT LLC (the "NYSE MKT") of the Company's intent to withdraw the listing and registration of its common stock from the NYSE MKT, and transfer the listing of its common stock to the NASDAQ Capital Market. The Company's common stock ceased trading on the NYSE MKT at the close of business on October 25, 2013, and began trading on the NASDAQ Capital Market on October 28, 2013 under the stock symbol "PCYG".

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements of the Company have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") on a basis consistent with the Company's audited annual financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial information set forth therein. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to SEC rules and regulations, although the Company believes that the following disclosures, when read in conjunction with the audited annual financial statements and the notes thereto included in the Company's most recent Annual Report on Form 10–K, are adequate to make the information presented not misleading. Operating results for the three and six months ended December 31, 2013 are not necessarily indicative of the operating results that may be expected for the fiscal year ending June 30, 2014.

Recent Accounting Pronouncements

In January 2013, the FASB issued ASU 2013-01, Balance Sheet (Topic 210) – Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The main purpose of this Update is to clarify that the disclosures regarding offsetting assets and liabilities per ASU 2011-11 apply to derivatives including embedded derivatives, repurchase agreements and reverse repurchase agreements and securities borrowing and lending transactions that are offset or subject to a master netting agreement. Other types of transactions are not impacted. This Update is effective for fiscal years beginning on or after January 1, 2013 and for all interim periods within that fiscal year. The Company doesn't expect this Update to impact the Company's financials since it does not have instruments noted in the Update that are offset.

Table of Contents

In July 2012, the FASB issued ASU 2012-02, Intangibles—Goodwill and Other (Topic 350)—Testing Indefinite-Lived Intangible Assets for Impairment, to allow entities to use a qualitative approach to test indefinite-lived intangible assets for impairment. ASU 2012-02 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed quantitative impairment test by comparing the fair value of the indefinite-lived intangible asset with its carrying value. Otherwise, the quantitative impairment test is not required. The Company has adopted ASU 2012-02 for fiscal 2014 and does not believe that the adoption will have a material effect on the consolidated financial statements.

Use of Estimates in the Preparation of Financial Statements

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that materially affect the amounts reported in the consolidated financial statements. Actual results could differ from these estimates. The methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results it reports in its financial statements. The SEC has defined the most critical accounting policies as those that are most important to the portrayal of the Company's financial condition and results, and require the Company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company's most critical accounting policies include: income taxes, goodwill and other long-lived asset valuations, revenue recognition, stock-based compensation, and capitalization of software development costs.

Receivables

Trade account and notes receivable are stated at the amount the Company expects to collect. Receivables are reviewed individually for collectability. If the financial condition of the Company's customers were to deteriorate, adversely affecting their ability to make payments, allowances may be required. Interest income on current notes receivable is recognized on an accrual basis at a stated interest rate of 8%.

Allowance for Doubtful Accounts Receivable

The Company offers credit terms on the sale of the Company's products to a significant majority of the Company's customers and requires no collateral from these customers. The Company performs ongoing credit evaluations of customers' financial condition and maintains an allowance for doubtful accounts receivable based upon the Company's historical experience and a specific review of accounts receivable at the end of each period. As of December 31, 2013 and June 30, 2013, the allowance for doubtful accounts was $115,000 and $190,000, respectively.

Net Income and Income Per Common Share

Basic net income or loss per common share ("Basic EPS") excludes dilution and is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted net income or loss per common share ("Diluted EPS") reflects the potential dilution that could occur if stock options or other contracts to issue shares of common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income (loss) per common share.

For the three and six months ended December 31, 2013 and 2012, options and warrants to purchase 374,792 and 62,300 shares of common stock, respectively, were not included in the computation of diluted EPS due to the anti-dilutive effect. For the three and six months ended December 31, 2013, 1,029,818 shares of common stock

issuable upon conversion of the Company's Series B Convertible Preferred Stock ("Series B Preferred") were not included in the diluted EPS calculation as the effect would have been anti-dilutive, as compared to the 1,029,818 and 3,221,421 shares of common stock issuable upon conversion of the Company's Series A Convertible Preferred Stock ("Series A Preferred") and Series B Preferred for the three and six months ended December 31, 2012. The Company redeemed all outstanding shares of Series A Preferred on April 15, 2013, after which there were no shares of Series A Preferred outstanding.

Certain prior-year amounts have been reclassified to conform with the current year's presentation.

-5-

Table of Contents

NOTE 3. LIQUIDITY AND MANAGEMENT'S PLAN

Historically, the Company has financed its operations through operating revenues, loans from directors, officers and stockholders, loans from the Chief Executive Officer and majority shareholder, and private placements of equity securities.

At December 31, 2013, the Company had positive working capital of $1,753,173 compared with positive working capital of $1,124,476 at June 30, 2013. This $628,697 increase in working capital is principally due to the additional Director Investment in August 2013, increased accounts receivable, and reductions in deferred revenue and current notes payable. These were partially offset by an increase in accrued liabilities and accounts payable. While no assurances can be given, management currently believes that the Company will continue to increase its working capital position, and thereby reduce its indebtedness in subsequent periods utilizing existing cash resources and projected cash flow from operations. In addition, management may also refinance or restructure certain of the Company's indebtedness to extend the maturities of such indebtedness to address its short-term and long-term working capital requirements. Management believes that these initiatives will enable us to address our debt service requirements during the next twelve months, as well as fund our currently anticipated operations and capital spending requirements. The financial statements do not reflect any adjustments should cash flow from operations be insufficient to meet our spending and debt service requirements, and we are otherwise unable to refinance or restructure our indebtedness.

On September 4, 2012, the Company announced that its Board of Directors had approved a share repurchase program (the "Repurchase Program") of up to $2.0 million of the Company's common stock over the next two years, or such other date, whichever is earlier, when the Repurchase Program is revoked or varied by the Board of Directors. The Repurchase Program does not obligate the Company to acquire any particular number of shares of common stock. The Repurchase Program may be suspended, modified or discontinued at any time at the Company's discretion without prior notice.

NOTE 4. STOCK-BASED COMPENSATION

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. The Company records compensation expense on a straight-line basis. The fair value of options granted are estimated at the date of grant using a Black-Scholes option pricing model with assumptions for the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate.

NOTE 5. OUTSTANDING STOCK

The following tables summarize information about warrants outstanding and exercisable at December 31, 2013:

	Warrants Outstanding at December 31, 2013			Warrants Exercisable at December 31, 2013	
Range of exercise prices	Number outstanding at December 31, 2013	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at December 31, 2013	Weighted average exercise price
Warrants					
$ 3.50 – 3.60	298,048	4.46	$ 3.55	298,048	$ 3.55

$	6.45	76,744	4.91	$	6.45	76,744	$	6.45
		374,792	4.55	$	4.14	374,792	$	4.14

NOTE 6. RELATED PARTY TRANSACTIONS

None.

Table of Contents

NOTE 7. PROPERTY AND EQUIPMENT

Property and equipment are stated at cost and consist of the following as of:

	December 31, 2013 (unaudited)	June 30, 2013
Computer equipment	$ 2,805,788	$ 2,444,129
Furniture and fixtures	260,574	321,281
Leasehold improvements	231,782	231,782
	3,298,144	2,997,192
Less accumulated depreciation and amortization	(2,451,601)	(2,325,233)
	$ 846,543	$ 671,959

NOTE 8. CAPITALIZED SOFTWARE COSTS

Capitalized software costs consist of the following as of:

	December 31, 2013 (unaudited)	June 30, 2013
Capitalized software costs	$ 2,443,128	$ 2,443,128
Less accumulated amortization	(2,443,128)	(2,370,046)
	$ -	$ 73,082

NOTE 9. ACCRUED LIABILITIES

Accrued liabilities consist of the following as of:

	December 31, 2013 (unaudited)	June 30, 2013
Accrued stock-based compensation	$ 709,478	$ 497,012
Accrued compensation	353,946	295,377
Accrued dividends	154,473	176,892
Accrued other liabilities	168,611	123,578
Accrued interest	-	4,123
	$ 1,386,508	$ 1,096,982

NOTE 9. PREFERRED DIVIDENDS

Holders of Series B Preferred are entitled to a 15.00% annual dividend payable quarterly in cash. The Company's Series B Preferred are held by affiliates of the Company, consisting of the Chief Executive Officer, his spouse, and a director.

Holders of Series A Preferred were entitled to a 10.00% annual dividend payable quarterly in either cash or additional Series A Preferred at the option of the Company with fractional shares paid in cash. On March 15, 2013, the Company called for the redemption of 686,210 issued and outstanding shares of Series A Preferred. The Company completed the Series A Preferred Redemption on April 15, 2013. On that date, of the 686,210 shares of Series A

Preferred issued and outstanding, 2,172 shares were redeemed for $10.00 per share, or an aggregate total of $21,720, and the remaining 684,038 shares were converted into 3.33 shares of common stock for each share of Series A Preferred redeemed, or an aggregate total of 2,280,149 shares of the Company's common stock.

Table of Contents

NOTE 10. INCOME TAXES

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2009.

NOTE 11. SUBSEQUENT EVENTS

In accordance with the Subsequent Events Topic of the FASB ASC 855, we have evaluated subsequent events through the date of this filing, and have determined that no subsequent events are reasonably likely to impact the financial statements.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company's Annual Report on Form 10-K for the year ended June 30, 2013 is incorporated herein by reference.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements." Actual results could differ materially from those projected in the forward looking statements as a result of a number of risks and uncertainties, including those risks factors contained in our June 30, 2013 Annual Report on Form 10-K, incorporated herein by reference. Statements made herein are as of the date of the filing of this Form 10-Q with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

Overview

Park City Group, Inc. (the "Company") is a Software-as-a-Service ("SaaS") provider that brings unique visibility to the consumer goods supply chain, delivering actionable information that ensures product is on the shelf when the consumer expects it. Our service increases our customers' sales and profitability while enabling lower inventory levels for both retailers and their suppliers.

Our services are delivered principally though proprietary software products designed, developed, marketed and supported by the Company. These products are designed to facilitate improved business processes among all key constituents in the supply chain, starting with the retailer and moving back to suppliers and eventually raw material providers. In addition, the Company has built a consulting practice for business process improvement that centers around the Company's proprietary software products and through establishment of a neutral and "trusted" third party relationship between retailers and suppliers. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors and manufacturing companies.

Historically, the Company offered applications and related maintenance contracts to new customers for a one-time, non-recurring up front license fee. Although not completely abandoning the license fee and maintenance model, since the acquisition of Prescient Applied Intelligence, Inc. ("Prescient") in January 2009, the Company has focused its strategic initiatives and resources to marketing and selling prospective customers a subscription for its product offerings. In support of this strategic shift toward a subscription-based model, the Company has scaled its contracting process, streamlined its customer on-boarding and implemented a financial package that integrates multiple systems in an automated fashion. As a result, subscription based revenue has grown from $203,000 for the 2008 fiscal year to $8 million in the year ended June 30, 2013. During that same period our revenue has transitioned from 6% subscription revenue and 94% license and other revenue basis to 71% subscription revenue and 29% license and other revenue basis.

The Company is incorporated in the state of Nevada. The Company's 98.76% and 100% owned subsidiaries, Park City Group, Inc. and Prescient, respectively, are incorporated in the state of Delaware. All intercompany transactions and balances have been eliminated in consolidation.

The principal executive offices of the Company are located at 299 South Main Street, Suite 2370, Salt Lake City, Utah 84111. The telephone number is (435) 645-2000. The website address is http://www.parkcitygroup.com.

Table of Contents

Recent Developments

Listing of Common Stock on the NASDAQ Capital Market

On October 15, 2013, the Company notified the NYSE MKT LLC (the "NYSE MKT") of the Company's intent to withdraw the listing and registration of its common stock from the NYSE MKT, and transfer the listing of its common stock to the NASDAQ Capital Market. The Company’s common stock ceased trading on the NYSE MKT at the close of business on October 25, 2013, and began trading on the NASDAQ Capital Market on October 28, 2013 under the stock symbol "PCYG".

Results of Operations

Comparison of the Three Months Ended December 31, 2013 to the Three Months Ended December 31, 2012.

Revenue

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Subscription	$ 2,344,178	$ 1,955,562	$ 388,616	20%
Other revenue	675,436	703,340	(27,904)	-4%
Total revenue	$ 3,019,614	$ 2,658,902	$ 360,712	14%

Total revenue was $3,019,614 and $2,658,902 for the three months ended December 31, 2013 and 2012, respectively, a 14% increase. This $360,712 increase in total revenue was principally due to an increase of $388,616 in subscription revenue, offset by a decrease of $27,904 in other revenue, as more particularly described below.

Management believes that the Company’s strategy of pursuing contracts with suppliers (“spokes”) to connect to retail customers (“hubs”) that have been added in the most recently completed fiscal year, including the service agreement with CVS Pharmacy, Inc., announced in July 2012, will continue to result in increased revenue during the fiscal year ending June 30, 2014, and in subsequent periods. In addition, management believes that revenue in subsequent periods will increase as a result of the receipt of subscription payments from ReposiTrak resulting from the license of the Company’s technology necessary to power ResposiTrak. ResposiTrak enables grocery, supermarkets, packaged goods manufacturers, food processing facilities, drug stores and drug manufacturers, as well as logistics partners, to track and trace products and components to products throughout the food, drug and dietary supplement supply chains.

Subscription Revenue

Subscription revenue was $2,344,178 and $1,955,562 for the three months ended December 31, 2013 and 2012, respectively, a 20% increase in the three months ended December 31, 2013 when compared with the three months ended December 31, 2012. The net increase of $388,616 is principally due to (i) the growth of existing retailer and supplier subscriptions of $427,000 and (ii) the addition of new customers contributing $104,000. The increase in subscription revenue was partially offset by a decrease of approximately $143,000 resulting from the non-renewal of existing clients. While no assurances can be given, the Company anticipates that revenue from subscription-based services will continue to increase on a year-over-year basis. Subscription revenue recognized from the relationship with ReposiTrak was $400,000 and $300,000 for the three months ended December 31, 2013 and 2012, respectively.

The Company continues to focus its strategic initiatives on increasing the number of retailers, suppliers and manufacturers that use its software on a subscription basis. However, while management believes that marketing its

suite of software solutions as a renewable and recurring subscription is an effective strategy, it cannot be assured that subscribers will renew the service at the same level in future years, propagate services to new categories or recognize the need for expanding the service offering of the Company's suite of actionable products and services.

Table of Contents

Other Revenue

Other revenue was $675,436 and $703,340 for the three months ended December 31, 2013 and 2012, respectively, a decrease of 4% in the three months ended December 31, 2013 compared with the three months ended December 31, 2012. The net decrease of $27,904 is principally due to net decrease in maintenance revenue of $77,000 partially offset by (i) an increase in professional services and (ii) an increase in license sales to our legacy customer base. Other revenue includes management fees from the relationship with ReposiTrak which totaled $186,057 and $116,107 for the three months ended December 31, 2013 and 2012, respectively.

While these other sources of revenue will continue in future periods, management's focus on recurring subscription-based revenue will cause license, maintenance, and consulting services to fluctuate and be difficult to predict.

Cost of Services and Product Support

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Cost of services and product support	$ 1,246,443	$ 1,099,165	$ 147,278	13%
Percent of total revenue	41%	41%		

Cost of services and product support was $1,246,443 and $1,099,165 for the three months ended December 31, 2013 and 2012, respectively, a 13% increase in the three months ended December 31, 2013 compared with the three months ended December 31, 2012. This increase of $147,278 for the quarter ended December 31, 2013 when compared with the same period ended December 31, 2012 is principally due to (i) a $155,000 increase in employee related expenses; and (ii) a $9,000 increase travel related expenses. These increases were partially offset by a decrease of $17,000 in other product support costs.

Sales and Marketing Expense

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Sales and marketing	$ 1,129,832	$ 763,301	$ 366,531	48%
Percent of total revenue	37%	29%		

Sales and marketing expense was $1,129,832 and $763,301 for the three months ended December 31, 2013 and 2012, respectively, a 48% increase. This $366,531 increase over the comparable quarter was primarily the result of (i) an increase in salary and sales consulting and related expenses of $159,000; (ii) an increase of $176,000 in marketing expenses; and (iii) an increase of $31,000 in travel related expenses. Management expects sales and marketing expenses to remain at current levels to support anticipated growth in subscription revenue, among other factors.

General and Administrative Expense

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
General and administrative	$ 979,144	$ 595,407	$ 383,737	64%
Percent of total revenue	32%	22%		

Table of Contents

General and administrative expense was $979,144 and $595,407 for the three months ended December 31, 2013 and 2012, respectively, a 64% increase in the three months ended December 31, 2013 compared with the three months ended December 31, 2012. This $383,737 increase when comparing expenditures for the quarter ended December 31, 2013 with the same period ended December 31, 2012 is principally due to (i) an increase in stock compensation, bonus and salary expense of $337,000; (ii) a $60,000 increase in bad debt expense; (iii) $16,000 increase in estimated taxes; and (iv) an increase of $7,000 in travel and other expenses. The increase in general and administrative expense during the quarter ended December 31, 2013 was partially offset by a decrease of $36,000 in facility related costs.

Depreciation and Amortization Expense

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Depreciation and amortization	$ 240,727	$ 230,455	$ 10,272	4%
Percent of total revenue	8%	9%		

Depreciation and amortization expense was $240,727 and $230,455 for the three months ended December 31, 2013 and 2012, respectively, an increase of 4% in the three months ended December 31, 2013 compared with the three months ended December 31, 2012. This comparative increase of $10,272 is related to new hardware purchases during the quarter ended December 31, 2013.

Other Income and Expense

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Interest income (expense)	$ 26,447	$ (34,435)	$ 60,882	177%
Percent of total revenue	1%	1%		

Interest income (expense) was income of $26,477 and expense of $34,435 for the three months ended December 31, 2013 and 2012, respectively, a change of 177% in the three months ended December 31, 2013 compared with the three months ended December 31, 2012. This change of $60,882 for the quarter ended December 31, 2013 when compared to the quarter ended December 31, 2012 is due to interest income on notes receivable of $42,000 and a decrease in expenses related to lower outstanding balances on notes payable.

Preferred Dividends

	Fiscal Quarter Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Preferred dividends	$ 154,473	$ 289,300	$ (134,827)	-47%
Percent of total revenue	5%	11%		

Dividends accrued on the Company's Series B Preferred was $154,473 for the three months ended December 31, 2013, compared to dividends accrued on the Company's Series A Preferred and Series B Preferred of $289,300 for the three months ended December 31, 2012.

-12-

Table of Contents

On April 15, 2013, the Company called for the redemption of all 686,210 issued and outstanding shares of Series A Preferred. 2,172 shares were redeemed for $10.00 per share, or an aggregate total of $21,720, and the remaining 684,038 shares were converted into 3.33 shares of common stock for each share of Series A Preferred redeemed, or an aggregate total of 2,280,149 shares of the Company's common stock. Before the Series A Redemption in April 2013, holders of Series A Preferred were entitled to a 5.00% annual dividend payable quarterly in either cash or additional Series A Preferred at the option of the Company with fractional shares paid in cash. This dividend rate increased to 10.00% per annum as a result of the average closing price of the Company's common stock during the last thirty (30) trading days of the quarter ending December 31, 2012 being less than $3.00 per share (a "Dividend Adjustment"). Holders of Series B Preferred are entitled to a 15.00% annual dividend payable quarterly in cash, which rate increased from 12% in the prior year under the terms of the certificate of designation of the Series B Preferred.

Comparison of the Six Months Ended December 31, 2013 to the Six Months Ended December 31, 2012.

Revenue

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Subscription	$ 4,478,834	$ 3,910,157	$ 568,677	15%
Other revenue	1,316,716	1,461,572	(144,856)	-10%
Total revenue	$ 5,795,550	$ 5,371,729	$ 423,821	8%

Total revenue was $5,795,550 and $5,371,729 for the six months ended December 31, 2013 and 2012, respectively, an 8% increase. This $423,821 increase in total revenue was principally due to an increase of $568,677 in subscription revenue, offset by a decrease of $144,856 in other revenue, as more particularly described below.

Subscription Revenue

Subscription revenue was $4,478,834 and $3,910,157 for the six months ended December 31, 2013 and 2012, respectively, a 15% increase in the six months ended December 31, 2013 when compared with the six months ended December 31, 2012. The net increase of $568,677 is principally due to (i) the growth of existing retailer and supplier subscriptions of $662,000 and (ii) the addition of new customers contributing $155,000. The increase in subscription revenue was partially offset by a decrease of approximately $248,000 resulting from the non-renewal of existing clients. Subscription revenue recognized from the Company's relationship with ReposiTrak was $800,000 and $600,000 for the six months ended December 31, 2013 and 2012, respectively. Of this amount for December 31, 2013, $400,000 was paid by the issuance to the Company of promissory notes reflected on the Company's balance sheet as notes receivable, and $400,000 is reflected as accounts receivable. While no assurances can be given, the Company anticipates that revenue from subscription-based services will continue to increase on a year-over-year basis.

Other Revenue

Other revenue was $1,316,716 and $1,461,572 for the six months ended December 31, 2013 and 2012, respectively, a decrease of 10% in the six months ended December 31, 2013 compared with the six months ended December 31, 2012. The net decrease of $144,856 is principally due to (i) net decrease in maintenance revenue of $152,000; (ii) a decrease in license sales to our legacy customer base; and (iii) a decrease in the professional services. Other revenue includes management fees from the Company's relationship with ReposiTrak which totaled $350,935 and $298,179 for the six months ended December 31, 2013 and 2012, respectively. Of the amount for the period ended December 31, 2013, $164,878 was paid in cash and $186,057 is reflected on the Company's balance sheet as accounts receivable.

Table of Contents

Cost of Services and Product Support

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Cost of services and product support	$ 2,455,546	$ 2,179,649	$ 275,897	13%
Percent of total revenue	42%	41%		

Cost of services and product support was $2,455,546 and $2,179,649 for the six months ended December 31, 2013 and 2012, respectively, a 13% increase in the six months ended December 31, 2013 compared with the six months ended December 31, 2012. This increase of $275,897 for the six months ended December 31, 2013 when compared with the same period ended December 31, 2012 is principally due to (i) a $227,000 increase in employee related expenses; (ii) a $21,000 increase in other product support costs; and (iii) an $28,000 increase in travel related expenses.

Sales and Marketing Expense

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Sales and marketing	$ 2,369,475	$ 1,343,657	$ 1,025,818	76%
Percent of total revenue	41%	25%		

Sales and marketing expense was $2,369,475 and $1,343,657 for the six months ended December 31, 2013 and 2012, respectively, a 76% increase. This $1,025,818 increase over the comparable period was primarily the result of (i) an increase in salary and sales consulting and related expenses of $587,000; (ii) an increase of $323,000 in marketing expenses; and (iii) an increase of $116,000 in travel related expenses. Management expects sales and marketing expenses to remain at current levels to support anticipated growth in subscription revenue, among other factors.

General and Administrative Expense

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
General and administrative	$ 2,127,617	$ 1,169,501	$ 958,116	82%
Percent of total revenue	37%	22%		

General and administrative expense was $2,127,617 and $1,169,501 for the six months ended December 31, 2013 and 2012, respectively, an 82% increase in the six months ended December 31, 2013 compared with the six months ended December 31, 2012. This $958,116 increase when comparing expenditures for the six months ended December 31, 2013 with the same period ended December 31, 2012 is principally due to (i) an increase in stock compensation, bonus and salary expense of $856,000; (ii) $60,000 in increase in bad debt expense; (iii) $53,000 increase in estimated taxes; and (iv) an increase of $23,000 in travel and other expenses. The increase in general and administrative expense during the comparable period ended December 31, 2013 was partially offset by a decrease of $34,000 in facility related costs.

Table of Contents

Depreciation and Amortization Expense

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Depreciation and amortization	$ 468,302	$ 460,523	$ 7,779	2%
Percent of total revenue	8%	9%		

Depreciation and amortization expense was $468,302 and $460,523 for the six months ended December 31, 2013 and 2012, respectively, an increase of 2% in the six months ended December 31, 2013 compared with the six months ended December 31, 2012. Depreciation and amortization expenses have remained relatively flat with an increase of $8,000 for the six months ended December 31, 2013 when compared to the six months ended December 31, 2012.

Other Income and Expense

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Interest income (expense)	$ 27,940	$ (77,868)	$ 105,808	136%
Percent of total revenue	1%	1%		

Interest income (expense) was income of $27,940 and expense of $77,868 for the six months ended December 31, 2013 and 2012, respectively, a change of 136% in the six months ended December 31, 2013 compared with the six months ended December 31, 2012. This change of $105,808 for the six months ended December 31, 2013 when compared to the six months ended December 31, 2012 is due to interest income on notes receivable of $75,000 and a decrease in interest expense related to lower outstanding balances on notes payable.

Preferred Dividends

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Preferred dividends	$ 308,946	$ 499,280	$ (190,334)	38%
Percent of total revenue	5%	9%		

Dividends accrued on the Company's Series B Preferred was $308,946 for the six months ended December 31, 2013, compared to dividends accrued on the Company's Series A Preferred and Series B Preferred of $499,280 for the six months ended December 31, 2012.

Financial Position, Liquidity and Capital Resources

We believe our existing cash and short-term investments, together with funds generated from operations, are sufficient to fund operating and investment requirements for at least the next twelve months. Our future capital requirements will depend on many factors, including our rate of revenue growth and expansion of our sales and marketing activities, the timing and extent of spending required for research and development efforts and the continuing market acceptance of our products.

	As of December 31,		Variance	
	2013	2012	Dollars	Percent

Cash and Cash Equivalents	$ 3,859,451	$ 1,111,404	$ 2,748,047	247%

Table of Contents

We have historically funded our operations with cash from operations, equity financings and debt borrowings. Cash and cash equivalents was $3,859,451 and $1,111,404 at December 31, 2013 and 2012, respectively. This $2,748,047 increase from December 31, 2012 to December 31, 2013 was principally the result of approximately $4.34 million received from the Private Offering and Director Investment in March 2013, as well as an additional $1.5 million raised in the second Director Investment consummated in August 2013. This cash was intended to finance the Series A Redemption; however, approximately 99% of the holders of shares of Series A Preferred elected to convert their shares of Series A Preferred into shares of common stock.

Net Cash Flows from Operating Activities

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Cash (used in) provided by operating activities	$ (657,931)	$ 797,966	$ 1,455,897	182%

Net cash provided by operating activities is summarized as follows:

	Six Months Ended December 31,	
	2013	2012
Net (loss) income	$ (1,597,450)	$ 140,531
Noncash expense and income, net	1,480,400	910,242
Net changes in operating assets and liabilities	(540,881)	(252,807)
	$ (657,931)	$ 797,966

Noncash expense increased by $570,158 in the six months ended December 31, 2013 compared to December 31, 2012. Noncash expense increased as a result of a $405,000 increase in stock compensation expense, $97,000 in stock issued as a charitable contribution, and $60,000 in bad debt expense.

Net Cash Flows from Investing Activities

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Cash used in investing activities	$ 758,646	$ 297,426	$ 461,220	155%

Net cash used in investing activities for the six months ended December 31, 2013 was $758,646 compared to net cash used in investing activities of $297,426 for the six months ended December 31, 2012. This $461,220 increase in cash used in investing activities for the six months ended December 31, 2013 when compared to the same period in 2012 was the result of additional cash spent on property plant and equipment and funds loaned under a note receivable.

Net Cash Flows from Financing Activities

	Six Months Ended December 31,		Variance	
	2013	2012	Dollars	Percent
Cash provided by (used in) financing activities	$ 1,659,443	$ (495,312)	$ 2,154,755	435%

Net cash provided by financing activities totaled $1,659,443 for the six months ended December 31, 2013 as compared to cash flows used in financing activities of $495,312 for the six months ended December 31, 2012. The change in net cash used in financing activities is primarily attributable to the Director Investment in August 2013 of

$1.5 million, proceeds from the exercise of warrants of $436,000 and proceeds from a note payable of $183,000.

Table of Contents

Working Capital

At December 31, 2013, the Company had positive working capital of $1,753,173 when compared with positive working capital of $1,124,476 at June 30, 2013. This $628,697 increase in working capital is principally due to (i) a $243,000 increase in cash, (ii) a $521,000 increase in accounts receivable (iii) a decrease in deferred revenue of $94,000, and current notes payable of $219,000. They were partially offset by decreases in prepaid expenses of $114,000 and an increase in accrued liabilities of $290,000. Management currently believes that the Company will continue to increase its working capital position, and thereby reduce its indebtedness in subsequent periods utilizing existing cash resources and projected cash flow from operations.

	As of December 31, 2013	As of June 30, 2013	Variance Dollars	Variance Percent
Current assets	$ 7,054,250	$ 6,403,860	$ 650,390	10%

Current assets as of December 31, 2013 totaled $7,054,250, an increase of $650,390 when compared to $6,403,860 as of June 30, 2013. This 10% increase in current assets is due to an increase in cash and accounts receivable partially offset by a decrease in prepaid expenses.

	As of December 31, 2013	As of June 30, 2013	Variance Dollars	Variance Percent
Current liabilities	$ 5,301,077	$ 5,279,384	$ 21,693	-%

Current liabilities totaled $5,301,077 as of December 31, 2013 as compared to $5,279,384 as of June 30, 2013. The $21,693 comparative increase in current liabilities is principally due to decreases in deferred revenue and current notes payable partially offset by an increase in accounts payable and accrued liabilities.

While no assurances can be given, management currently intends to continue to reduce its indebtedness in subsequent periods utilizing existing cash resources and projected cash flow from operations. In addition, management may also continue to refinance or restructure certain of the Company’s indebtedness to extend the maturities of such indebtedness to address its short-term and long-term working capital requirements. Management believes that these initiatives will enable us to address our debt service requirements during the next twelve months, as well as fund our currently anticipated operations and capital spending requirements.

Off-Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operation, liquidity or capital expenditures.

Recent Accounting Pronouncements

In January 2013, the FASB issued ASU 2013-01, Balance Sheet (Topic 210) – Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The main purpose of this Update is to clarify that the disclosures regarding offsetting assets and liabilities per ASU 2011-11 apply to derivatives including embedded derivatives, repurchase agreements and reverse repurchase agreements and securities borrowing and lending transactions that are offset or subject to a master netting agreement. Other types of transactions are not impacted. This Update is effective for fiscal

years beginning on or after January 1, 2013 and for all interim periods within that fiscal year. The Company doesn't expect this Update to impact the Company's financials since it does not have instruments noted in the Update that are offset.

Table of Contents

In July 2012, the FASB issued ASU 2012-02, Intangibles—Goodwill and Other (Topic 350)—Testing Indefinite-Lived Intangible Assets for Impairment, to allow entities to use a qualitative approach to test indefinite-lived intangible assets for impairment. ASU 2012-02 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed quantitative impairment test by comparing the fair value of the indefinite-lived intangible asset with its carrying value. Otherwise, the quantitative impairment test is not required. The Company has adopted ASU 2012-02 for fiscal 2014 and does not believe that the adoption will have a material effect on the consolidated financial statements.

Critical Accounting Policies

This Management's Discussion and Analysis of Financial Condition and Results of Operations discuss the Company's financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

We commenced operations in the software development and professional services business during 1990. The preparation of our financial statements requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and assumptions. Management bases its estimates and judgments on historical experience of operations and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes the following critical accounting policies, among others, will affect its more significant judgments and estimates used in the preparation of our consolidated financial statements.

Income Taxes

In determining the carrying value of the Company's net deferred income tax assets, the Company must assess the likelihood of sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions, to realize the benefit of these assets. If these estimates and assumptions change in the future, the Company may record a reduction in the valuation allowance, resulting in an income tax benefit in the Company's statements of operations. Management evaluates whether or not to realize the deferred income tax assets and assesses the valuation allowance quarterly.

Revenue Recognition

We recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement; (ii) the service has been provided to the customer; (iii) the collection of our fees is probable; and (iv) the amount of fees to be paid by the customer is fixed or determinable.

We recognize subscription and hosting revenues ratably over the length of the agreement beginning on the commencement dates of each agreement or when revenue recognition conditions are satisfied based on their relative fair values. For a fee, subscriptions provide the customer with access to the software and data over the Internet, or on demand, and provide technical support services, premium analytical services and software upgrades when and if available. Under subscriptions, customers do not have the right to take possession of the software and such arrangements are considered service contracts. Accordingly, we recognize professional services as incurred based on their relative fair values. In situations where we have contractually committed to an individual customer specific

technology, we defer all of the revenue for that customer until the technology is delivered and accepted. Once delivery occurs, we then recognize the revenue ratably over the remaining contract term. When subscription service or hosting service is paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Table of Contents

Set up fees paid by customers in connection with subscription services are deferred and recognized ratably over the life of the applicable agreement.

Hosting, premium support and maintenance service revenue is derived from services beyond the basic services provided in standard arrangements. We recognize hosting, premium service and maintenance revenue ratably over the contract terms beginning on the commencement dates of each contact or when revenue recognition conditions are satisfied. Instances where hosting, premium support or maintenance service is paid in advance, deferred revenue is recognized and revenue is recording ratably over the term as services are consumed.

Professional services revenue consists primarily of fees associated with application and data integration, data cleansing, business process re-engineering, change management, and education and training services. Fees charged for professional services are recognized when delivered. We believe the fees for professional services qualify for separate accounting because: a) the services have value to the customer on a stand-alone basis; b) objective and reliable evidence of fair value exists for these services; and c) performance of the services is considered probable and does not involve unique customer acceptance criteria.

We also sell software licenses. For software license sales, we recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable. Licenses generally include multiple elements that are delivered up front or over time. Vendor specific objective evidence of fair value of the hosting and support elements is based on the price charged at renewal when sold separately, and the license element is recognized into revenue upon delivery. The hosting and support elements are recognized ratably over the contractual term.

Stock-Based Compensation

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. The Company records compensation expense on a straight-line basis. The fair value of options granted are estimated at the date of grant using a Black-Scholes option pricing model with assumptions for the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate.

Capitalization of Software Development Costs

The Company accounts for research costs of computer software to be sold, leased or otherwise marketed as expense until technological feasibility has been established for the product. Once technological feasibility is established, all software costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established. We have determined that technological feasibility for our software products is reached shortly after a working prototype is complete and meets or exceeds design specifications including functions, features, and technical performance requirements. Costs incurred after technological feasibility is established have been and will continue to be capitalized until such time as when the product or enhancement is available for general release to customers.

Goodwill and Long-lived Assets

Goodwill is assigned to specific reporting units and is reviewed for possible impairment at least annually or more frequently upon the occurrence of an event or when circumstances indicate that a reporting unit's carrying amount is greater than its fair value. Management reviews the long-lived tangible and intangible assets for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Management evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible

impairment. The carrying value of a long-lived asset is considered impaired when the anticipated cumulative undiscounted cash flows of the related asset or group of assets is less than the carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the estimated fair market value of the long-lived asset. Economic useful lives of long-lived assets are assessed and adjusted as circumstances dictate.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business is currently conducted principally in the United States. As a result, our financial results are not affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets. We do not engage in hedging transactions to reduce our exposure to changes in currency exchange rates, although if the geographical scope of our business broadens, we may do so in the future.

Our exposure to risk for changes in interest rates relates primarily to our investments in short-term financial instruments. Investments in both fixed rate and floating rate interest earning instruments carry some interest rate risk. The fair value of fixed rate securities may fall due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Partly as a result of this, our future interest income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that have fallen in estimated fair value due to changes in interest rates. However, as substantially all of our cash consist of bank deposits and short-term money market instruments, we do not expect any material change with respect to our net income as a result of an interest rate change.

Our exposure to interest rate changes related to borrowing has been limited by the use of fixed rate borrowings on the majority of our outstanding debt, and we believe the effect, if any, or reasonably possible near-term changes in interest rates on our financial position, results of operations and cash flows should not be material. At December 31, 2013, the debt portfolio was composed of approximately 74% variable-rate debt and 26% fixed-rate debt.

		December 31, 2013 (unaudited)	Percent of Total Debt
Fixed rate debt	$	529,021	26%
Variable rate debt		1,478,290	74%
Total debt	$	2,007,311	100%

The table that follows presents fair values of principal amounts and weighted average interest rates for our investment portfolio as of December 31, 2013:

Cash and Cash Equivalents:		Aggregate Fair Value	Weighted Average Interest Rate
Cash	$	3,859,451	N/A

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of our Management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operations of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of December 30, 2013. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports submitted under the Securities and Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, including to ensure that information required to be disclosed by the Company is

accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal controls over financial reporting.

The Company's Chief Executive Officer and Chief Financial Officer have determined that there have been no changes, in the Company's internal control over financial reporting during the period covered by this report identified in connection with the evaluation described in the above paragraph that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are from time to time involved in various legal proceedings incidental to the conduct of our business. We do not have any ongoing legal proceedings at this time.

ITEM 1A. RISK FACTORS

An investment in our common stock is subject to many risks. You should carefully consider the risks described below, together with all of the other information included in this Quarterly Report on Form 10-Q, including the financial statements and the related notes, before you decide whether to invest in our common stock. Our business, operating results and financial condition could be harmed by any of the following risks. The trading price of our common stock could decline due to any of these risks, and you could lose all or part of your investment.

Risks Related to the Company

The Company has incurred losses in the past and there can be no assurance that the Company will continue to operate profitably in the future.

The Company's marketing strategy emphasizes sales to clients acquired as a result of the Company's acquisition of Prescient Applied Intelligence, Inc. ("Prescient"). Sales of subscription based services, instead of annual licenses, and contracting with suppliers ("spokes") to connect to former Prescient clients ("hubs") has built a base of hubs to which suppliers can be "connected", thereby accelerating future growth. If, however, this marketing strategy fails, revenue and operations will be negatively affected.

The Company had a net loss of $550,085 for the quarter ended December 31, 2013 compared to a net loss of $63,861 for the quarter ended December 31, 2012, there can be no assurance that the Company will reliably or consistently operate profitably in future periods. If the Company does not operate profitably in the future, the Company's current cash resources will be used to fund the Company's operating losses. Continued losses would have an adverse effect on the long-term value of the Company's common stock and any investment in the Company. The Company cannot give any assurance that the Company will continue to generate revenue or have sustainable profits.

Although the Company's cash resources are currently sufficient, the Company's long-term liquidity and capital requirements may be difficult to predict, which may adversely affect the Company's long-term cash position.

Historically, the Company has been successful in raising capital when necessary, including stock issuances and securing loans from its officers and directors, including its Chief Executive Officer and majority stockholder, in order to pay its indebtedness and fund its operations, in addition to cash flow from operations. The Company anticipates that it will have adequate cash resources to fund its operations and satisfy its debt obligations for at least the next 12 months, if not longer.

If the Company is required to seek additional financing in the future in order to fund its operations, retire its indebtedness and otherwise carry out its business plan, there can be no assurance that such financing will be available on acceptable terms, or at all, and there can be no assurance that any such arrangement, if required or otherwise sought, would be available on terms deemed to be commercially acceptable and in the Company's best interests.

Table of Contents

Quarterly and annual operating results may fluctuate, which makes it difficult to predict future performance.

Management expects a significant portion of the Company's revenue stream to come from the sale of subscriptions, and to a lesser extent, license sales, maintenance and services charged to new customers. These amounts will fluctuate because predicting future sales is difficult and involves speculation. In addition, the Company may potentially experience significant fluctuations in future operating results caused by a variety of factors, many of which are outside of its control, including:

- our ability to retain and increase sales to existing customers, attract new customers and satisfy our customers' requirements;

- the renewal rates for our service;

- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;

- changes in our pricing policies whether initiated by us or as a result of competition;

- the cost, timing and management effort for the introduction of new features to our service;

- the rate of expansion and productivity of our sales force;

- new product and service introductions by our competitors;

- variations in the revenue mix of editions or versions of our service;

- technical difficulties or interruptions in our service;

- general economic conditions that may adversely affect either our customers' ability or willingness to purchase additional subscriptions or upgrade their service, or delay a prospective customers' purchasing decision, or reduce the value of new subscription contracts or affect renewal rates;

- timing of additional investments in our enterprise cloud computing application and platform services and in our consulting service;

- regulatory compliance costs;

- the timing of customer payments and payment defaults by customers;

- extraordinary expenses such as litigation or other dispute-related settlement payments;

- the impact of new accounting pronouncements; and

- the timing of stock awards to employees and the related financial statement impact.

Future operating results may fluctuate because of the foregoing factors, making it difficult to predict operating results. Period-to-period comparisons of operating results are not necessarily meaningful and should not be relied upon as an indicator of future performance. In addition, a relatively large portion of the Company's expenses will be fixed in the short-term, particularly with respect to facilities and personnel. Therefore, future operating results will be

particularly sensitive to fluctuations in revenue because of these and other short-term fixed costs.

Table of Contents

The Company will need to effectively manage its growth in order to achieve and sustain profitability. The Company's failure to manage growth effectively could reduce its sales growth and result in continued net losses.

To achieve continual and consistent profitable operations on a fiscal year on-going basis, the Company must have significant growth in its revenue from its products and services, specifically subscription-based services. If the Company is able to achieve significant growth in future subscription sales, and expands the scope of its operations, the Company's management, financial condition, operational capabilities, and procedures and controls could be strained. The Company cannot be certain that its existing or any additional capabilities, procedures, systems, or controls will be adequate to support the Company's operations. The Company may not be able to design, implement or improve its capabilities, procedures, systems or controls in a timely and cost-effective manner. Failure to implement, improve and expand the Company's capabilities, procedures, systems or controls in an efficient and timely manner could reduce the Company's sales growth and result in a reduction of profitability or increase of net losses.

The Company's officers and directors have significant control over it, which may lead to conflicts with other stockholders over corporate governance.

The Company's officers and directors, including the Chief Executive Officer, control approximately 37.5% of the Company's common stock. The Company's Chief Executive Officer, Randall K. Fields, individually, controls 33.1% of the Company's common stock. Consequently, Mr. Fields individually, and the Company's officers and directors, as stockholders acting together, are able to significantly influence all matters requiring approval by the Company's stockholders, including the election of directors and significant corporate transactions, such as mergers or other business combination transactions.

The Company's corporate charter contains authorized, unissued "blank check" preferred stock issuable without stockholder approval with the effect of diluting then current stockholder interests.

The Company's certificate of incorporation currently authorizes the issuance of up to 30,000,000 shares of 'blank check' preferred stock with designations, rights, and preferences as may be determined from time to time by the Company's Board of Directors. As of December 31, 2013, a total of 411,927 shares of Series B Convertible Preferred Stock ("Series B Preferred") were issued and outstanding. The Company's board of directors is empowered, without stockholder approval, to issue one or more additional series of preferred stock with dividend, liquidation, conversion, voting, or other rights that could dilute the interest of, or impair the voting power of, the Company's common stockholders. The issuance of an additional series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control.

Because the Company has never paid dividends on its common stock, investors should exercise caution before making an investment in the Company.

The Company has never paid dividends on its common stock and does not anticipate the declaration of any dividends pertaining to its common stock in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of the Company's business. The Company's board of directors will determine future dividend policy at their sole discretion and future dividends will be contingent upon future earnings, if any, obligations of the stock issued, the Company's financial condition, capital requirements, general business conditions and other factors. Future dividends may also be affected by covenants contained in loan or other financing documents, which may be executed by the Company in the future. Therefore, there can be no assurance that dividends will ever be paid on its common stock.

Table of Contents

The Company's business is dependent upon the continued services of the Company's founder and Chief Executive Officer, Randall K. Fields; should the Company lose the services of Mr. Fields, the Company's operations will be negatively impacted.

The Company's business is dependent upon the expertise of its founder and Chief Executive Officer, Randall K. Fields. Mr. Fields is essential to the Company's operations. Accordingly, an investor must rely on Mr. Fields' management decisions that will continue to control the Company's business affairs. The Company currently maintains key man insurance on Mr. Fields' life in the amount of $5,000,000; however, that coverage would be inadequate to compensate for the loss of his services. The loss of the services of Mr. Fields would have a materially adverse effect upon the Company's business.

If the Company is unable to attract and retain qualified personnel, the Company may be unable to develop, retain or expand the staff necessary to support its operational business needs.

The Company's current and future success depends on its ability to identify, attract, hire, train, retain and motivate various employees, including skilled software development, technical, managerial, sales, marketing and customer service personnel. Competition for such employees is intense and the Company may be unable to attract or retain such professionals. If the Company fails to attract and retain these professionals, the Company's revenue and expansion plans may be negatively impacted.

The Company's officers and directors have limited liability and indemnification rights under the Company's organizational documents, which may impact its results.

The Company's officers and directors are required to exercise good faith and high integrity in the management of the Company's affairs. The Company's certificate of incorporation and bylaws, however, provide, that the officers and directors shall have no liability to the stockholders for losses sustained or liabilities incurred which arise from any transaction in their respective managerial capacities unless they violated their duty of loyalty, did not act in good faith, engaged in intentional misconduct or knowingly violated the law, approved an improper dividend or stock repurchase or derived an improper benefit from the transaction. As a result, an investor may have a more limited right to action than he would have had if such a provision were not present. The Company's certificate of incorporation and bylaws also require it to indemnify the Company's officers and directors against any losses or liabilities they may incur as a result of the manner in which they operate the Company's business or conduct the Company's internal affairs, provided that the officers and directors reasonably believe such actions to be in, or not opposed to, the Company's best interests, and their conduct does not constitute gross negligence, misconduct or breach of fiduciary obligations.

Business Operations Risks

If the Company's marketing strategy fails, its revenue and operations will be negatively affected.

The Company plans to concentrate its future sales efforts towards marketing the Company's applications and services, and specifically to contract with suppliers ("spokes") to connect to our existing retail customers ("hubs") previously signed up by the Company. These applications and services are designed to be highly flexible so that they can work in multiple retail and supplier environments such as grocery stores, convenience stores, specialty retail and route-based delivery environments. There is no assurance that the public will accept the Company's applications and services in proportion to the Company's increased marketing of this product line, or that the Company will be able to successfully leverage its hubs to increase revenue by connecting suppliers. The Company may face significant competition that may negatively affect demand for its applications and services, including the public's preference for the Company's competitors' new product releases or updates over the Company's releases or updates. If the Company's applications and services marketing strategies fail, the Company will need to refocus its marketing strategy toward other product

offerings, which could lead to increased development and marketing costs, delayed revenue streams, and otherwise negatively affect the Company’s operations.

Table of Contents

Because the Company’s emphasis is on the sale of subscription based services, rather than annual license fees, the Company’s revenue may be negatively affected.

Historically, the Company offered applications and related maintenance contracts to new customers for a one-time, non-recurring up front license fee and provided an option for annually renewing their maintenance agreements. The Company is now principally offering prospective customers monthly subscription based licensing of its products. The Company’s customers may now choose to acquire a license to use the software on an Application Solution Provider basis (also referred to as ASP) resulting in monthly charges for use of the Company’s software products and maintenance fees. The Company’s conversion from a strategy of one-time, non-recurring licensing based model to a monthly recurring fees based approach is subject to the following risks:

the Company’s customers may prefer one-time fees rather than monthly fees; and

there may be a threshold level (number of locations) at which the monthly based fee structure may not be economical to the customer, and a request to convert from monthly fees to an annual fee could occur.

The Company faces threats from competing and emerging technologies that may affect its profitability.

Markets for the Company’s type of software products and that of its competitors are characterized by:

development of new software, software solutions or enhancements that are subject to constant change;

rapidly evolving technological change; and

unanticipated changes in customer needs.

Because these markets are subject to such rapid change, the life cycle of the Company’s products is difficult to predict. As a result, the Company is subject to the following risks:

whether or how the Company will respond to technological changes in a timely or cost-effective manner;

whether the products or technologies developed by the Company’s competitors will render the Company’s products and services obsolete or shorten the life cycle of the Company’s products and services; and

whether the Company’s products and services will achieve market acceptance.

Interruptions or delays in service from our third-party data center hosting facility could impair the delivery of our service and harm our business.

We currently serve our customers from a third-party data center hosting facility located in the United States. Any damage to, or failure of, our systems generally could result in interruptions in our service. As we continue to add capacity, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our service. Further, any damage to, or failure of, our systems generally could result in interruptions in our service. Interruptions in our service may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their subscriptions and adversely affect our

renewal rates and our ability to attract new customers. Our business will also be harmed if our customers and potential customers believe our service is unreliable.

As part of our current disaster recovery arrangements, our production environment and all of our customers' data is currently replicated in near real-time in a separate facility physically located in a different geographic region of the United States. Companies and products added through acquisition may be temporarily served through an alternate facility. We do not control the operation of these facilities, and they are vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite precautions taken at these facilities, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our service. Even with the disaster recovery arrangements, our service could be interrupted.

Table of Contents

If our security measures are breached and unauthorized access is obtained to a customer's data, our data or our information technology systems, our service may be perceived as not being secure, customers may curtail or stop using our service and we may incur significant legal and financial exposure and liabilities.

Our service involves the storage and transmission of customers' proprietary information, and security breaches could expose us to a risk of loss of this information, litigation and possible liability. These security measures may be breached as a result of third-party action, including intentional misconduct by computer hackers, employee error, malfeasance or otherwise during transfer of data to additional data centers or at any time, and result in someone obtaining unauthorized access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Additionally, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach could result in a loss of confidence in the security of our service, damage our reputation, disrupt our business, lead to legal liability and negatively impact our future sales.

We cannot accurately predict subscription renewal or upgrade rates and the impact these rates may have on our future revenue and operating results.

Our customers have no obligation to renew their subscriptions for our service after the expiration of their initial subscription period. Our renewal rates may decline or fluctuate as a result of a number of factors, including customer dissatisfaction with our service, customers' ability to continue their operations and spending levels, and deteriorating general economic conditions. If our customers do not renew their subscriptions for our service or reduce the level of service at the time of renewal, our revenue will decline and our business will suffer.

Our future success also depends in part on our ability to sell additional features and services, more subscriptions or enhanced editions of our service to our current customers. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior management. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, including general economic conditions. If our efforts to upsell to our customers are not successful, our business may suffer.

Weakened global economic conditions may adversely affect our industry, business and results of operations.

Our overall performance depends in part on worldwide economic conditions. The United States and other key international economies have experienced in the past a downturn in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. These conditions affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our enterprise cloud computing services, delay prospective customers' purchasing decisions, reduce the value or duration of their subscription contracts or affect renewal rates, all of which could adversely affect our operating results.

If the Company is unable to adapt to constantly changing markets and to continue to develop new products and technologies to meet the customers' needs, the Company's revenue and profitability will be negatively affected.

The Company's future revenue is dependent upon the successful and timely development and licensing of new and enhanced versions of its products and potential product offerings suitable to the customer's needs. If the Company

fails to successfully upgrade existing products and develop new products, and those new products do not achieve market acceptance, the Company’s revenue will be negatively impacted.

Table of Contents

The Company faces risks associated with the loss of maintenance and other revenue.

The Company has historically experienced the loss of long-term maintenance customers as a result of the reliability of some of its products. Some customers may not see the value in continuing to pay for maintenance that they do not need or use, and in some cases, customers have decided to replace the Company's applications or maintain the system on their own. The Company continues to focus on these maintenance clients by providing new functionality and enhancements to meet their business needs. The Company also may lose some maintenance revenue due to consolidation of industries, macroeconomic conditions or customer operational difficulties that lead to their reduction of size. In addition, future revenue will be negatively impacted if the Company fails to add new maintenance customers that will make additional purchases of the Company's products and services.

The Company faces risks associated with new product introductions, and because of it's contractual obligation to provide management services to ReposiTrak, Inc., the Company faces risks associated with ReposiTrak™.

The first installations of ReposiTrak™ began in August 2012 and market and product data related to these implementations is still being analyzed. The Company also continually receives and analyzes market and product data on other products, and the Company may endeavor to develop and commercialize new product offerings based on this data. The following risks apply to ReposiTrak™ and other potential new product offerings:

- it may be difficult for the Company to predict the amount of service and technological resources that will be needed by customers of ReposiTrak™ or other new offerings, and if the Company underestimates the necessary resources, the quality of its service will be negatively impacted thereby undermining the value of the product to the customer;

- the Company lacks experience with ReposiTrak™ and the market acceptance to accurately predict if it will be a profitable product;

- technological issues between the Company and the customer may be experienced in capturing data, and these technological issues may result in unforeseen conflicts or technological setbacks when implementing additional installations of RespoiTrak™. This may result in material delays and even result in a termination of the engagement with the customer;

- the customer's experience with ReposiTrak™ and other new offerings, if negative, may prevent the Company from having an opportunity to sell additional products and services to that customer;

- if the customer does not use ReposiTrak™ as the Company recommends and fails to implement any needed corrective action(s), it is unlikely that the customer will experience the business benefits from the software and may therefore be hesitant to continue the engagement as well as acquire any additional software products from the Company; and

- delays in proceeding with the implementation of ReposiTrak™ or other new products for a new customer will negatively affect the Company's cash flow and its ability to predict cash flow.

ReposiTrak owes certain fees to the Company under its agreements with ReposiTrak, resulting in ReposiTrak issuing the Company promissory notes in order to make required payments.

Under the terms of the Omnibus Agreement and in consideration for a warrant to acquire the majority interest in ReposiTrak, effective June 30, 2013, the Company accepted from ReposiTrak a promissory note in the principal amount of $1.62 million, representing annual fees due and owing the Company under the terms of the Original

Agreements. In addition, , ReposiTrak may make future payments to the Company for annual and other fees due the Company under the terms of the Omnibus Agreement in the form of additional promissory notes. The Company was issued an additional note for $400,000 during the quarter ended December 31, 2013, and the current amount of the outstanding notes including interest accrued on the notes is approximately $2.10 million. In the event of a default under such notes, the Company's financial results, including its financial condition, may be materially and adversely affected.

Table of Contents

The Company faces risks associated with proprietary protection of the Company's software.

The Company's success depends on the Company's ability to develop and protect existing and new proprietary technology and intellectual property rights. The Company seeks to protect its software, documentation and other written materials primarily through a combination of patents, trademarks, and copyright laws, trade secret laws, confidentiality procedures and contractual provisions. While the Company has attempted to safeguard and maintain the Company's proprietary rights, there are no assurances that the Company will be successful in doing so. The Company's competitors may independently develop or patent technologies that are substantially equivalent or superior to the Company's.

Despite the Company's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of the Company's products or obtain and use information that the Company regards as proprietary. In some types of situations, the Company may rely in part on 'shrink wrap' or 'point and click' licenses that are not signed by the end user and, therefore, may be unenforceable under the laws of certain jurisdictions. Policing unauthorized use of the Company's products is difficult. While the Company is unable to determine the extent to which piracy of the Company's software exists, software piracy can be expected to be a persistent problem, particularly in foreign countries where the laws may not protect proprietary rights as fully as the United States. The Company can offer no assurance that the Company's means of protecting its proprietary rights will be adequate or that the Company's competitors will not reverse engineer or independently develop similar technology.

The Company may discover software errors in its products that may result in a loss of revenue, injury to the Company's reputation or subject us to substantial liability.

Non-conformities or bugs ("errors") may be found from time to time in the Company's existing, new or enhanced products after commencement of commercial shipments, resulting in loss of revenue or injury to the Company's reputation. In the past, the Company has discovered errors in its products and as a result, has experienced delays in the shipment of products. Errors in the Company's products may be caused by defects in third-party software incorporated into the Company's products. If so, the Company may not be able to fix these defects without the cooperation of these software providers. Since these defects may not be as significant to the software provider as they are to us, the Company may not receive the rapid cooperation that may be required. The Company may not have the contractual right to access the source code of third-party software, and even if the Company does have access to the code, the Company may not be able to fix the defect. In addition, our customers may use our service in unanticipated ways that may cause a disruption in service for other customers attempting to access their data. Since the Company's customers use the Company's products for critical business applications, any errors, defects or other performance problems could hurt the Company's reputation and may result in damage to the Company's customers' business. If that occurs, customers could elect not to renew, delay or withhold payment to us, we could lose future sales or customers may make warranty or other claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation. These potential scenarios, successful or otherwise, would likely be time consuming and costly.

Some competitors are larger and have greater financial and operational resources that may give them an advantage in the market.

Many of the Company's competitors are larger and have greater financial and operational resources. This may allow them to offer better pricing terms to customers in the industry, which could result in a loss of potential or current customers or could force us to lower prices. Any of these actions could have a significant effect on revenue. In addition, the competitors may have the ability to devote more financial and operational resources to the development of new technologies that provide improved operating functionality and features to their product and service offerings. If successful, their development efforts could render the Company's product and service offerings less

desirable to customers, again resulting in the loss of customers or a reduction in the price the Company can demand for the Company's offerings.

Table of Contents

Risks Relating to the Company's Common Stock

The limited public market for the Company's securities may adversely affect an investor's ability to liquidate an investment in the Company.

Although the Company's common stock is currently quoted on the NASDAQ Capital Market, there is limited trading activity. The Company can give no assurance that an active market will develop, or if developed, that it will be sustained. If an investor acquires shares of the Company's common stock, the investor may not be able to liquidate the Company's shares should there be a need or desire to do so.

Future issuances of the Company's shares may lead to future dilution in the value of the Company's common stock, will lead to a reduction in shareholder voting power and may prevent a change in Company control.

The shares may be substantially diluted due to the following:

issuance of common stock in connection with funding agreements with third parties and future issuances of common and preferred stock by the Board of Directors; and

the Board of Directors has the power to issue additional shares of common stock and preferred stock and the right to determine the voting, dividend, conversion, liquidation, preferences and other conditions of the shares without shareholder approval.

Stock issuances may result in reduction of the book value or market price of outstanding shares of common stock. If the Company issues any additional shares of common or preferred stock, proportionate ownership of common stock and voting power will be reduced. Further, any new issuance of common or preferred stock may prevent a change in control or management.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit 31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document

101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

Table of Contents

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 13, 2014	PARK CITY GROUP, INC.
	By: /s/ Randall K. Fields Randall K. Fields Chief Executive Officer, Chairman and Director (Principal Executive Officer)
Date: February 13, 2014	By: /s/ Edward L. Clissold Edward L. Clissold Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)