

FIELDS RANDALL K
Form 5
October 26, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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

(Last) (First) (Middle)

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

(Street)

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Reporting

(check applicable line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price			
Common Stock	07/05/2016	^	A ⁽¹⁾	554	\$ 7.62	3,698,056 ⁽²⁾	D	^
Common Stock	12/30/2016	^	G	2,074	\$ 0	3,698,056 ⁽²⁾	D	^
Common Stock	01/18/2017	^	A ⁽¹⁾	586	\$ 7.76	3,698,056 ⁽²⁾	D	^
	01/25/2017	^	G	12,258	\$ 0		D	^

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Common Stock							3,698,056 (2)		
Common Stock	03/01/2017	Â	G	1,976	D	\$ 0	3,698,056 (2)	D	Â
Series B-1 Preferred Stock	07/05/2016	Â	A4	10,000	A	\$ 0 (3)	115,788 (4)	I	By Fields Management, Inc.
Series B-1 Preferred Stock	03/31/2017	Â	A4	20,000	A	\$ 0 (3)	115,788 (4)	I	By Fields Management, Inc.
Common Stock	Â	Â	Â	Â	Â	Â	650,693	I	By Riverview Financial Corp.
Common Stock	Â	Â	Â	Â	Â	Â	30,667	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	1,289,230 (5)	I	By Fields Management
Series B Preferred Stock	Â	Â	Â	Â	Â	Â	531,432	I	By Riverview Financial Corp
Series B Preferred Stock	Â	Â	Â	Â	Â	Â	14,450	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	205,000	I	By Charitable 2010, LLC
Series B-1 Preferred Stock	Â	Â	Â	Â	Â	Â	147,370 (4)	I	By Riverview Financial Corp
Series B-1 Preferred Stock	Â	Â	Â	Â	Â	Â	657 (4)	I	By Spouse

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

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Warrant	\$ 3.6	Â	Â	Â	Â	Â	03/14/2013	03/14/2018	Common Stock	6,875
Warrant	\$ 10	Â	Â	Â	Â	Â	01/26/2015	01/26/2020	Common Stock	3,165
Warrants	\$ 4	Â	Â	Â	Â	Â	02/05/2015	02/05/2020	Common Stock	914,065
Warrant	\$ 4	Â	Â	Â	Â	Â	02/05/2015	02/05/2020	Common Stock	40,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELDS RANDALL K C/O PARK CITY GROUP, INC. 299 SOUTH MAIN STREET, SUITE 2225 SALT LAKE CITY, UT 84111	Â	Â	Â	CHIEF EXECUTIVE OFFICER Â

Signatures

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

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares issued in lieu of cash compensation at a 15% discount to fair market value, pursuant to the Issuer's 2011 Employee Stock Purchase Plan.
- (2) Includes 5,157 unvested shares of common stock.
- (3) Shares issued as payment of a bonus granted to Fields Management, Inc., a management company wholly-owned by the Reporting Person ("FMI"), by the Compensation Committee of the Issuer's Board of Directors, pursuant to the Employment Agreement by and between the Issuer and FMI, dated June 30, 2013, pursuant to which the Reporting Person serves as the Issuer's Chief Executive Officer.
- (4) Amount includes shares of Series B-1 Preferred issued to the Reporting Person during the year ended June 30, 2017 as payment-in-kind of accrued dividends.

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

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