

Noll Austin F. Jr.
Form 5
October 26, 2017

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Noll Austin F. Jr.

(Last) (First) (Middle)

C/O PARK CITY GROUP, 299 S
MAIN STREET, STE 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)

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)
Common Stock	11/11/2016	Â	A ⁽¹⁾	212 A \$ 11.8	84,228 ⁽²⁾ ₍₃₎	D	Â
Common Stock	01/18/2017	Â	A ⁽¹⁾	198 A \$ 12.65	84,228 ⁽²⁾ ₍₃₎	D	Â
Common Stock	05/12/2017	Â	A ⁽¹⁾	202 A \$ 12.35	84,228 ⁽²⁾ ₍₃₎	D	Â

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

**Persons who respond to the collection of information
contained in this form are not required to respond unless**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 10	Â	Â	Â	Â Â	01/26/2015 01/26/2020	Common Stock	1,846

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Noll Austin F. Jr.
C/O PARK CITY GROUP
299 S MAIN STREET, STE 2225
SALT LAKE CITY, UT 84111

Â Â Â Â

Signatures

/s/ Edward L. Clissold,
Attorney-in-Fact

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 amounts payable to the Reporting Person for his service on the Issuer's Board of Directors for the quarters ended September 30, 2016, December 31, 2016 and March 31, 2017, respectively.
- (2) Of the shares beneficially owned by the Reporting Person as of June 30, 2017, 9,554 shares were unvested. These shares subsequently vested on October 18, 2017.
- (3) This Form 5 is being filed, in part, to correctly report the number of shares held by the Reporting Person as of June 30, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.