

FIELDS RANDALL K  
Form 4  
March 14, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O PARK CITY GROUP,  
INC., 299 SOUTH MAIN STREET,  
SUITE 2225

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2018

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

(Street)  
SALT LAKE CITY, UT 84111

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 03/09/2018                           |  | X                              | 6,875 A \$ 3.6  | 3,706,089 <sup>(1)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                |   | 650,693   | I  | By Riverview Financial Corp.               |
| Common Stock                    |                                      |  |                                |   | 30,667  | I  | By Spouse                                  |
| Common Stock                    |                                      |  |                                |   | 1,289,230 <sup>(2)</sup>  | I  | By Fields Management                       |
|                                 |                                      |  |                                |   | 531,432   | I  |  |

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|                            |         |   |  |  |                             |
|----------------------------|---------|---|--|--|-----------------------------|
| Series B Preferred Stock   |         |   |  |  | By Riverview Financial Corp |
| Series B Preferred Stock   | 14,450  | I |  |  | By Spouse                   |
| Common Stock               | 205,000 | I |  |  | By Charitable 2010, LLC     |
| Series B-1 Preferred Stock | 121,936 | I |  |  | By Fields Management, Inc.  |
| Series B-1 Preferred Stock | 78,123  | I |  |  | By Riverview Financial Corp |
| Series B-1 Preferred Stock | 657     | I |  |  | By Spouse                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Warrant                                    | \$ 3.6   | 03/09/2018                           |  | X                              | 6,875   | 03/14/2013 03/14/2018                                    | Common Stock  | 6,875   |                            |
| Warrant                                    | \$ 10  |                                      |  |                                |   | 01/26/2015 01/26/2020                                    | Common Stock  | 3,165   |                            |
| Warrants                                   | \$ 4   |                                      |  |                                |   | 02/05/2015 02/05/2020                                    | Common Stock  | 914,065 |                            |

Warrants \$ 4

02/05/2015 02/05/2020

Common Stock 40,250

## Reporting Owners

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

## Signatures

/s/ Randall K. Fields 03/14/2018

\_\_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) Includes 5,157 unvested shares of common stock.
- (2) Includes 771,587 unvested shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.