FIELDS RANDALL K

Form 4

March 14, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FIELDS RANDALL K Issuer Symbol PARK CITY GROUP INC [PCYG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _ Other (specify Officer (give title C/O PARK CITY GROUP, 03/09/2018 below) INC., 299 SOUTH MAIN STREET, CHIEF EXECUTIVE OFFICER **SUITE 2225** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SALT LAKE CITY, UT 84111

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | e Secu | rities A | acquired, Dispose | ed of, or Bene | ficially Owned |
|--------------------------------------|--------------------------------------|---|---|------------|-----------------|-----------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securi TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, | | (A) or 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 Beneficial Ownership (Instr. 4) |
| Common Stock | 03/09/2018 | | X | 6,875 | A | \$ 3.6 | 3,706,089 (1) | D | |
| Common Stock | | | | | | | 650,693 | I | By Riverview Financial Corp. |
| Common Stock | | | | | | | 30,667 | I | By Spouse |
| Common Stock | | | | | | | 1,289,230 (2) | 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.

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

| 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. Transactic Code (Instr. 8) | Secur Acqu (A) o Dispo (D) | rities nired or osed of r. 3, 4, | 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 C/O PARK CITY GROUP, INC. 299 SOUTH MAIN STREET, SUITE 2225 SALT LAKE CITY, UT 84111

CHIEF EXECUTIVE OFFICER

Signatures

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

**Signature of Date
Reporting Person

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.

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