

PARK CITY GROUP INC
 Form 5
 September 01, 2015

FORM 5

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

OMB APPROVAL

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 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 2370

(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)
 06/30/2015

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/31/2014	Â	G	105,000	D \$ 0 (1)	3,729,228	D Â
Common Stock	12/31/2014	Â	A	496 (2)	A \$ 7.67	3,729,228	D Â
Common Stock	01/12/2015	Â	G	3,121	D \$ 0	3,729,228	D Â
	01/12/2015	Â	G	15,835	D \$ 0	3,729,228	D Â

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Common Stock									
Common Stock	04/02/2015	Â	G	100,000	D	\$ 0 (1)	3,729,228	D	Â
Common Stock	06/30/2015	Â	A	512 (2)	A	\$ 7.62	3,729,228	D	Â
Common Stock	12/31/2014	Â	G	105,000	A	\$ 0 (1)	205,000	I	By Charitable 2010, LLC
Common Stock	04/02/2015	Â	G	100,000	A	\$ 0 (1)	205,000	I	By Charitable 2010, LLC
Series B Preferred Stock	02/05/2015	Â	J4(3)	750	D	\$ 10	14,450	I	By Spouse
Series B-1 Preferred Stock	05/12/2015	Â	A4	30,000	A	\$ 0 (4)	30,000	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	I	By Fields Management
Series B Preferred Stock	Â	Â	Â	Â	Â	Â	531,432	I	By Riverview Financial Corp
Series B-1 Preferred Stock	Â	Â	Â	Â	Â	Â	38,055	I	By Riverview Financial Corp
Series B-1 Preferred Stock	Â	Â	Â	Â	Â	Â	657	I	By Spouse

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 3.6	Â	Â	Â	Â	Â	Â	Â	03/14/2013	03/14/2018	Common Stock	6,875
Warrant	\$ 10	Â	Â	Â	Â	Â	Â	Â	01/26/2015	01/26/2020	Common Stock	3,165
Warrants	\$ 4	Â	Â	Â	Â	Â	Â	Â	02/05/2015	02/05/2020	Common Stock	914,065
Warrants	\$ 4	Â	Â	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 2370 SALT LAKE CITY, UT 84111	Â	Â	Â CHIEF EXECUTIVE OFFICER	Â

Signatures

/s/ Randall K. Fields 09/01/2015

__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 gifted by the Reporting Person to Charitable 2010, LLC. The Reporting Person is a member of Charitable 2010, LLC and retain investment control over the gifted shares.
- (2) 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.
- (3) The reported shares of Series B Preferred Stock were redeemed by the Issuer, pursuant to the terms and conditions of the Second Amended and Restated Certificate of Designation of the Relative Rights, Powers and Preferences of the Issuer's Series B Preferred Stock.
- (4)

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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.

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.