

Edgar Filing: PARK CITY GROUP INC - Form SC 13D/A

PARK CITY GROUP INC  
Form SC 13D/A  
October 28, 2002

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

SCHEDULE 13D  
Amendment No. 2

Under the Securities Exchange Act of 1934

PARK CITY GROUP, INC.

-----  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

31659S 10 7  
-----

(CUSIP Number)

General Partner  
Andersen, Weinroth & Co., L.P.  
1330 Avenue of the Americas, 36th Floor  
New York, New York 10019  
Telephone: 212-842-1600

with a copy to:

Edward W. Kerson, Esq.  
Rabinowitz & Kerson LLP  
161 Avenue of the Americas  
New York, New York 10013-1205  
Telephone: (212) 768-1666

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 11, 2002  
-----

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box [ ].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

(Page 1 of 8 Pages)

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1	NAME OF REPORTING PERSONS SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	AW Fields Acquisition, LLC	

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input type="checkbox"/>

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3	SEC USE ONLY	
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4	SOURCE OF FUNDS	
	Not applicable	

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
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6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

---

	7	SOLE VOTING POWER	
NUMBER OF		-0-	
SHARES			

---

BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		40,250,002	

---

EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON			

---

WITH	10	SHARED DISPOSITIVE POWER	
		40,250,002	

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,250,002

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.6%

---

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

G. Chris Andersen

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS

Not applicable

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

---

7 SOLE VOTING POWER

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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-

---

8 SHARED VOTING POWER  
40,250,002

---

9 SOLE DISPOSITIVE POWER

-0-

---

10 SHARED DISPOSITIVE POWER  
40,250,002

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,250,002

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.6%

---

14 TYPE OF REPORTING PERSON  
IN

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1 NAME OF REPORTING PERSONS  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Stephen D. Weinroth

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

---

3 SEC USE ONLY

---

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4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

40,281,252

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

-0-

PERSON

10 SHARED DISPOSITIVE POWER

WITH

40,281,252

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,281,252

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.7%

14 TYPE OF REPORTING PERSON

IN

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Item 1. Security and Issuer

This Schedule 13D relates to shares of common stock, \$.01 par value ("Common Stock"), of Park City Group, Inc. (formerly Fields Technologies, Inc.) (the "Company"). The address of the principal executive office of the Company is 333 Main Street, Park City, Utah 84060.

This amendment is being filed to amend the Schedule 13D filed with regard to the Common Stock beneficially owned by AW Fields Acquisition, LLC ("AW Fields"), Stephen D. Weinroth, and G. Chris Andersen filed July 30, 2002, as amended by Amendment No. 1 filed on September 11, 2002. The Schedule 13D, as so amended, is unchanged, except as otherwise set forth in this amendment.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

On October 11, 2002, Stephen D. Weinroth, who had been designated by AW Fields to serve as a director of the Company, resigned as a director.

Item 7. Material to be Filed as Exhibits

99.1 Joint Filing Agreement, dated October 11, 2002 among the Reporting Persons.

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SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete, and correct.

Dated: October 11, 2002

AW FIELDS ACQUISITION, LLC

By: AWEE II, LLC, its Class 1 Member

By: ANDERSEN, WEINROTH & CO., L.P.,  
its Class 1 Member

By: A.W. & CO. GP INC.,  
its General Partner

By: /s/ Stephen D. Weinroth  
-----  
Name: Stephen D. Weinroth  
Title: President

/s/ G. Chris Andersen

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G. Chris Andersen

/s/ Stephen D. Weinroth

-----  
Stephen D. Weinroth

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Exhibit Index

99.1 Joint Filing Agreement, dated October 11, 2002 among the Reporting Persons.

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Exhibit 99.1

JOINT FILING AGREEMENT

This will confirm the agreement among the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to beneficial ownership by the undersigned of shares of common stock, \$.01 par value, of Park City Group, Inc. (formerly Fields Technologies, Inc.) is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

Dated: October 11, 2002

AW FIELDS ACQUISITION, LLC

By: AWEE II, LLC, its Class 1 Member

By: ANDERSEN, WEINROTH & CO., L.P.,  
its Class 1 Member

By: A.W. & CO. GP INC.,  
its General Partner

By: /s/ Stephen D. Weinroth

-----  
Name: Stephen D. Weinroth  
Title: President

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/s/ G. Chris Andersen  
-----  
G. Chris Andersen

/s/ Stephen D. Weinroth  
-----  
Stephen D. Weinroth