

PARK CITY GROUP INC
Form 4
February 11, 2015

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

(Last) (First) (Middle)

**C/O PARK CITY GROUP,
INC., 299 SOUTH MAIN STREET,
SUITE 2370**

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) 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)
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Series B Preferred Stock ⁽¹⁾	02/05/2015		A		181,806	A	2 531,432	I	By Riverview Financial Corp
Series B Preferred Stock ⁽¹⁾	02/05/2015		A		27,192	A	2 37,192	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)

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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)	Exercisable Date	Expiration Date	Title	Amount Number Shares
Warrants	\$ 4	02/05/2015		A		874,065		02/05/2015	02/05/2020	Common Stock	874,065
Warrants	\$ 4	02/05/2015		A		25,000		02/05/2015	02/05/2020	Common Stock	25,000

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

CHIEF EXECUTIVE OFFICER

Signatures

/s/ Randall K. Fields 02/11/2015

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).

Following the filing of an amendment to the Certificate of Designation of the Relative Rights, Powers and Preference of the Series B (1) Preferred filed by the Issuer on February 5, 2015 (the "Series B Amendment"), shares of Series B Preferred Stock are no longer convertible.

(2) The shares and warrants reported herein were issued as consideration for the Reporting Person's consent to the filing of the Series B Amendment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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