

FIELDS RANDALL K
Form 4
February 14, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2018

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

C/O PARK CITY GROUP,
INC., 299 SOUTH MAIN STREET,
SUITE 2225

(Street)

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

SALT LAKE CITY, UT 84111

(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-1 Preferred Stock	01/27/2018		J ⁽¹⁾		69,247	D	\$ 10.7	78,123	I	By Riverview Financial Corp
Series B-1 Preferred Stock	01/27/2018		J ⁽¹⁾		13,852	D	\$ 10.7	121,936	I	By Fields Management, Inc.
Common Stock								3,699,214 ⁽²⁾	D	
Common Stock								650,693	I	By Riverview Financial

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Security	Quantity	Code	Acquired/Disposed
Common Stock	30,667	I	By Spouse
Common Stock	1,289,230 ⁽³⁾	I	By Fields Management
Series B Preferred Stock	531,432	I	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	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)

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)	8. In- the-Money Derivative Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 3.6					03/14/2013	03/14/2018	Common Stock	6,875		
Warrant	\$ 10					01/26/2015	01/26/2020	Common Stock	3,178		
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 02/14/2018

__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) The reported shares of Series B-1 Preferred Stock were called for redemption by the Issuer at a price of \$10.70 per share.
- (2) Includes 5,157 unvested shares of common stock.
- (3) 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.