

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
ALLEN ROBERT W
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O PARK CITY GROUP, INC., 299 S MAIN STREET, STE 2370
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2015

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

SALT LAKE CITY, UT 84111
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 09/30/2014 | ^ | A4 | 254 A | \$ 9.86 <u>(1)</u> | 575,787 D | ^ |
| Common Stock | 12/31/2014 | ^ | A4 | 277 A | \$ 9.02 <u>(1)</u> | 575,787 D | ^ |
| Common Stock | 03/31/2015 | ^ | A4 | 181 A | \$ 13.78 <u>(1)</u> | 575,787 D | ^ |

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| | | | | | | | | | |
|----------------------------|------------|---|----|-----|---|--------------------|---------|---|-------------------|
| Common Stock | 06/30/2015 | Â | A4 | 202 | A | \$ 12.39 (1) | 575,787 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 118,933 | I | Trust (By Spouse) |
| Series B Preferred Stock | Â | Â | Â | Â | Â | Â | 79,493 | D | Â |
| Series B-1 Preferred Stock | Â | Â | Â | Â | Â | Â | 5,488 | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant | \$ 3.6 | Â | Â | Â | Â | Â | 03/14/2013 | 03/14/2018 | Common Stock | 45,833 |
| Warrant | \$ 6.45 | Â | Â | Â | Â | Â | 08/28/2013 | 08/28/2018 | Common Stock | 25,581 |
| Warrants | \$ 4 | Â | Â | Â | Â | Â | 02/05/2015 | 02/05/2020 | Common Stock | 130,753 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLEN ROBERT W C/O PARK CITY GROUP, INC. 299 S MAIN STREET, STE 2370 SALT LAKE CITY, UT 84111 | Â | Â | Â | Â |

Signatures

/s/ Robert Allen

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 issued in lieu of amounts payable to the Reporting Person for his service on the Issuer's Board of Directors.

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.