

PARK CITY GROUP INC
 Form 4
 April 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
 ALLEN ROBERT W

(Last) (First) (Middle)

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. Date of Earliest Transaction (Month/Day/Year)
 03/22/2013

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)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (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 | 03/22/2013 | | C | 60,654 | \$ 3 | 454,775 | D |
| Common Stock | 03/22/2013 | | C | 60,657 | \$ 3 | 106,900 | I Trust (By Spouse) |

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

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Series A Convertible Preferred Stock | \$ 3 ⁽²⁾ | 03/22/2013 | | C | 18,196 ⁽³⁾ | ⁽⁴⁾ | ⁽⁵⁾ | Common Stock | 60,6 |
| Series A Convertible Preferred Stock | \$ 3 ⁽²⁾ | 03/22/2013 | | C | 18,197 ⁽⁶⁾ | ⁽⁴⁾ | ⁽⁵⁾ | Common Stock | 60,6 |
| Series B Convertible Preferred Stock | \$ 10 | | | | | ⁽⁷⁾ | ⁽⁸⁾ | Common Stock | 130,7 |
| Warrant | \$ 3.6 | | | | | 03/14/2013 | 03/14/2018 | Common Stock | 45,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLEN ROBERT W 299 SOUTH MAIN STREET SUITE 2370 SALT LAKE CITY, UT 84111 | | | | |

Signatures

/s/ Robert Allen 04/03/2013

**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).

The Reporting Person disposed of shares of Series A Convertible Preferred Stock, held both directly and indirectly ("Series A Preferred"), (1) as reported in Table II, and acquired shares of Common Stock reported in Table I pursuant to conversion rights under the Certificate of Designation of the Relative Rights, Powers and Preference of the Series A Preferred (the "Certificate of Designation").

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- (2) Each share of Series A Preferred is convertible in that number of shares of Issuer's Common Stock determined by dividing the Series A Original Issue Price, as defined in the Certificate of Designation as \$10.00 per Share, by \$3.00.
- (3) Includes 437 shares of Series A Preferred issued directly to the Reporting Person as consideration for accumulated Series A Preferred dividends as of March 22, 2013.
- (4) The Series A Preferred are exercisable upon issuance.
- (5) The Series A Preferred remains convertible so long as the shares remain issued and outstanding.
- (6) Includes 437 shares of Series A Preferred issued indirectly to the Reporting Person as consideration for accumulated Series A Preferred dividends as of March 22, 2013.
- (7) The Series B Convertible Preferred Stock ("Series B Preferred") are exercisable upon issuance.
- (8) The Series B Preferred remains convertible so long as the shares remain issued and outstanding.

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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