

PARK CITY GROUP INC
 Form 5
 July 22, 2016

FORM 5

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

OMB APPROVAL

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 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)
06/30/2016

____ 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	09/30/2015	^	A	237	A \$ 10.57 (1)	D	^
Common Stock	12/31/2015	^	A	210	A \$ 11.91 (1)	D	^
Common Stock	03/31/2016	^	A	276	A \$ 9.07 (1)	D	^

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Common Stock	06/30/2016	Â	A	279	A	\$ 8.97 (1)	576,789	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	13,398 (2)	D	Â

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

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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

07/22/2016

**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.
 - (2) Amount includes shares of Series B-1 Preferred issued to the Reporting Person during the year ended June 30, 2016 as payment-in-kind of accrued dividends.

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.