

Edgar Filing: AW FIELDS ACQUISITION LLC - Form 4

AW FIELDS ACQUISITION LLC

Form 4

September 12, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

See Footnote 2 Below

(Print or Type Responses)

1. Name and Address of Reporting Person*

AW Fields Acquisition, LLC

(Last) (First) (Middle)

1330 Avenue of the Americas, 36th Floor

(Street)

New York New York 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Park City Group, Inc.-- PKCY

3. IRS or Social Security Number of Reporting Person (Voluntary)

N/A

4. Statement for Month/Year

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5. If Amendment, Date of Original (Month/Year)

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

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

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)
Common Stock	08/16/2002	J	(1)	8,458,334	(1) (1)

(Over)

(Form 4-07/98)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Pr of De at Se it (I 5)
Warrant to Purchase Common Stock	\$0.10	8/16/02	J(2)	(2) (2)	6/11/02 3/27/05	Common (2) Stock	(2)

Explanation of Responses:

(1) These shares were issued pursuant to Section 5.4 of the Securities Purchase Agreement dated March 27, 2002 between the Reporting Person and the Issuer (the "SPA").

(2) Pursuant to Sections 2 and 9 of the Warrant to Purchase Common Stock (the "Warrant") issued by the Issuer to the Reporting Person on June 11, 2002 pursuant to the SPA, the exercise price at which the Warrant may be exercised was reduced from \$0.1725 to \$0.10, and the number of shares issuable upon exercise of the Warrant increased from 11,666,667 to 20,125,001.

* 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).

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

/s/ Stephen D. Weinroth

09/10/02

**Signature of Reporting Person

Date

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.