

PARK CITY GROUP INC  
Form 8-K  
January 14, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 13, 2016

PARK CITY GROUP, INC.  
(Exact name of Registrant as specified in its Charter)

Nevada  
(State or other jurisdiction  
of incorporation)

001-34941  
(Commission File No.)

37-1454128  
(IRS Employer  
Identification No.)

299 South Main Street, Suite 2370, Salt Lake City, Utah 84111  
(Address of principal executive offices)

(435) 645-2000  
(Registrant's Telephone Number)

Not Applicable  
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 3.03 Material Modification to Rights of Security Holders.

On January 13, 2016, Park City Group, Inc. (the “Company”) received confirmation that the Fourth Amended and Restated Certificate of Designation of the Relative Rights, Powers and Preferences of the Series B Preferred Stock (the “Amended Series B COD”) and the First Amended and Restated Certificate of Designation of the Relative Rights, Powers and Preferences of the Series B-1 Preferred Stock (the “Amended Series B-1 COD”) were filed with the Nevada Secretary of State, effective January 4, 2015. The Amended Series B COD and the Amended Series B-1 COD each modified the term “Company Sale” as it relates to circumstances considered to be a deemed liquidation event.

Copies of the Amended Series B COD and the Amended Series B-1 COD are attached hereto as Exhibit 4.1 and 4.2, respectively. The foregoing description of the Amended Series B COD and the Amended Series B-1 COD do not purport to be complete, and are qualified in their entirety by reference to Exhibits 4.1 and 4.2.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PARK CITY GROUP, INC.

Date: January 14, 2016

By: /s/ Edward L. Clissold  
Edward L. Clissold  
General Counsel, Secretary

EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | Fourth Amended and Restated Certificate of Designation of the Relative Rights, Powers and Preferences of the Series B Preferred Stock of Park City Group, Inc.  |
| 4.2            | First Amended and Restated Certificate of Designation of the Relative Rights, Powers and Preferences of the Series B-1 Preferred Stock of Park City Group, Inc. |