

PARK CITY GROUP INC  
Form 8-K  
January 28, 2015

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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 26, 2015

Commission File Number: 000-03718

Park City Group, Inc.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)  
37-1454128  
(IRS Employer Identification No.)

299 S 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 Former 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))

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**Item 3.02 Unregistered Sales of Equity Securities.**

On January 26, 2015, Park City Group, Inc. (the "Company") accepted subscription agreements from certain accredited investors, including members of the Company's Board of Directors, to purchase an aggregate total of 95,335 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), for \$9.44 per share (the "Shares"), and five year warrants (the "Warrant(s)") to purchase an aggregate total of 23,836 shares of Common Stock for \$10.00 per share. The Shares and Warrants were offered and sold in connection with a private placement transaction approved by the Company's Board of Directors on the same date (the "Private Placement").

The Company received gross proceeds of approximately \$900,000 from the Private Placement, and intends to use the proceeds for general working capital purposes. The Shares and Warrants were offered and sold in transactions exempt from registration under the Securities Act of 1933, as amended, in reliance on Section 4(2) thereof and Rule 506 of Regulation D thereunder. Each of the Investors represented that it was an "accredited investor" as defined in Regulation D.

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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 28, 2015*

By: */s/ Edward L. Clissold*

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*Name: Edward L. Clissold*

*Title: Chief Financial Officer*

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