

PARK CITY GROUP INC  
Form 8-K/A  
August 22, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 29, 2013

**PARK CITY GROUP, INC.**

**(Exact name of Registrant as specified in its Charter)**

Nevada  
(State or other jurisdiction  
of incorporation)

000-03718  
(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

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(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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**EXPLANATORY NOTE**

On April 1, 2013, Park City Group, Inc. (the “*Company*”) filed a Current Report on Form 8-K (the “*Original Report*”) to report the voting results of the Company’s Annual Meeting of Shareholders held on March 29, 2013, (the “*Annual Meeting*”) including, among other matters, the results of the advisory vote of its shareholders regarding the frequency of conducting an advisory vote on the compensation of the Company’s named executive officers (the “*Say-on-Pay Vote*”). This Amendment No.1 on Form 8-K/A is being filed as an amendment to the Original Report solely to confirm the decision of the Company as to how frequently the Company will conduct a Say-on-Pay Vote. Except for the foregoing, this Amendment No. 1 does not modify or update any other disclosure contained in the Original Report. This Amendment No. 1 supplements and does not supersede the Original Report. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Report.

**Item 5.07**

**Submission of Matters to a Vote of Security Holders.**

In the Company’s definitive proxy statement, mailed to each of the Company’s shareholders on or about February 28, 2013, the Board of Directors of the Company recommended that the shareholders vote to have a Say-on-Pay Vote every three years. As reported in the Original Report, a majority of the Company’s shareholders approved conducting a Say-on-Pay Vote every three years. In light of that vote, the Company has determined that future advisory Say-on-Pay Votes will occur every three years until the next advisory vote regarding such frequency. The next advisory vote regarding the frequency of Say-on-Pay Votes is required to occur no later than the Company's 2019 Annual Meeting of Shareholders.

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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: August 21, 2013

By: /s/ Edward L. Clissold  
Edward L. Clissold  
Chief Financial Officer