

PARK CITY GROUP INC  
Form 10-Q  
February 08, 2016

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended December 31, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.

For the transition period from            to            .

Commission File Number 001-34941

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

(435) 645-2000  
(Registrant's telephone  
number)

Indicate by check market whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large-accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by checkmark if whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Stock, \$0.01 par value, 19,200,458 shares as of February 8, 2016.

---

---

---

PARK CITY GROUP, INC.

TABLE OF CONTENTS

	Page
<b>PART I - FINANCIAL INFORMATION</b>	
<u>Item 1.</u>	1
<u>Financial Statements</u>	
	1
<u>Consolidated Condensed Balance Sheets as of December 31, 2015 (Unaudited) and June 30, 2015</u>	
	2
<u>Consolidated Condensed Statements of Operations for the Three and Six Months Ended December 31, 2015 and 2014 (Unaudited)</u>	
	3
<u>Consolidated Condensed Statements of Comprehensive Income for the Three and Six Months Ended December 31, 2015 and 2014 (Unaudited)</u>	
	4
<u>Consolidated Condensed Statements of Cash Flows for the Six Months Ended December 31, 2015 and 2014 (Unaudited)</u>	
	5
<u>Notes to Consolidated Condensed Financial Statements</u>	
	13
<u>Item 2.</u>	13
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	
<u>Item 3.</u>	22
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	
<u>Item 4.</u>	23
<u>Controls and Procedures</u>	
<b>PART II – OTHER INFORMATION</b>	
<u>Item 1.</u>	24
<u>Legal Proceedings</u>	
<u>Item 1A.</u>	24
<u>Risk Factors</u>	
<u>Item 2.</u>	32
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	
<u>Item 3.</u>	32
<u>Defaults Upon Senior Securities</u>	
<u>Item 5.</u>	32
<u>Other Information</u>	
<u>Item 6.</u>	33
<u>Exhibits</u>	
<u>Signature</u>	
<u>Exhibit 31</u>	33
<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	

Exhibit 32

Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

i

---

Table of Contents

PARK CITY GROUP, INC.  
Consolidated Condensed Balance Sheets

	December 31, 2015 (unaudited)	June 30, 2015
Assets		
Current Assets:		
Cash and cash equivalents	\$ 7,309,567	\$ 11,325,572
Short-term marketable securities	3,967,404	-
Receivables, net of allowance of \$40,400 and \$94,000 at December 31, 2015 and June 30, 2015, respectively	2,562,131	1,640,591
Prepaid expense and other current assets	448,499	463,427
Total current assets	14,287,601	13,429,590
Property and equipment, net	597,693	764,442
Other assets:		
Deposits and other assets	14,866	14,866
Capitalized software costs, net	77,382	-
Customer relationships	1,248,300	1,314,000
Goodwill	20,883,886	20,883,886
Total other assets	22,224,434	22,212,752
Total assets	\$ 37,109,728	\$ 36,406,784
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 826,875	\$ 817,119
Accrued liabilities	1,829,902	2,521,111
Deferred revenue	2,707,367	2,331,920
Line of credit	2,500,000	2,500,000
Note payable	232,167	227,301
Total current liabilities	8,096,311	8,397,451
Long-term liabilities:		
Notes payable, less current portion	231,899	349,192
Other long-term liabilities	69,791	75,518
Total liabilities	8,398,001	8,822,161
Commitments and contingencies		
Stockholders' equity:		
Series B Preferred stock, \$0.01 par value, 700,000 shares authorized; 625,375 shares issued and outstanding at December 31, 2015 and June 30, 2015	6,254	6,254
	942	742

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

Series B-1 Preferred stock, \$0.01 par value, 300,000 shares authorized; 94,200 and 74,200 shares issued and outstanding at December 31, 2015 and June 30, 2015, respectively

Common stock, \$0.01 par value, 50,000,000 shares authorized; 19,165,830 and 18,875,586 issued and outstanding at December 31, 2015 and June 30, 2015, respectively

	191,661	188,759
Additional paid-in capital	71,953,547	70,296,496
Accumulated other comprehensive loss	(36,992)	-
Accumulated deficit	(43,403,685)	(42,907,628)
<b>Total stockholders' equity</b>	<b>28,711,727</b>	<b>27,584,623</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 37,109,728</b>	<b>\$ 36,406,784</b>

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.  
Consolidated Condensed Statements of Operations (unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Revenues	\$ 3,536,792	\$ 3,480,004	\$ 6,635,423	\$ 6,813,523
Operating expenses:				
Cost of services and product support	998,928	1,355,404	2,173,474	2,703,783
Sales and marketing	1,401,068	1,534,396	2,843,640	2,871,831
General and administrative	732,444	986,930	1,509,774	1,881,902
Depreciation and amortization	127,416	187,364	256,514	374,759
Total operating expenses	3,259,856	4,064,094	6,783,402	7,832,275
Income (loss) from operations	276,936	(584,090)	(147,979)	(1,018,752)
Other expense:				
Interest income (expense)	3,691	43,214	21,314	101,813
Gain on disposition of investment	556	-	556	-
Income (loss) before income taxes	281,183	(540,876)	(126,109)	(916,939)
(Provision) benefit for income taxes:	-	-	-	-
Net income (loss)	281,183	(540,876)	(126,109)	(916,939)
Dividends on preferred stock	(170,560)	(154,473)	(369,948)	(308,946)
Net income (loss) applicable to common shareholders	\$ 110,623	\$ (695,349)	\$ (496,057)	\$ (1,225,885)
Weighted average shares, basic	19,147,000	17,193,000	19,094,000	17,141,000
Weighted average shares, diluted	20,034,000	17,193,000	19,094,000	17,141,000
Basic income (loss) per share	\$ 0.01	\$ (0.04)	\$ (0.03)	\$ (0.07)
Diluted income (loss) per share	\$ 0.01	\$ (0.04)	\$ (0.03)	\$ (0.07)

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.  
 Consolidated Condensed Statements of Comprehensive Income (unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Net income (loss)	\$ 281,183	\$(540,876 )	\$ (126,109)	\$ (916,939)
Other Comprehensive Loss:				
Unrealized loss on marketable securities	(33,994)	-	(37,548)	-
Reclassification adjustment	556	-	556	-
Net loss on marketable securities	(33,438)	-	(36,992)	-
Comprehensive income (loss)	\$ 247,745	\$ (540,876)	\$ (163,101)	\$ (916,939)

See accompanying notes to consolidated condensed financial statements.



Table of Contents

PARK CITY GROUP, INC.  
Consolidated Condensed Statements of Cash Flows (Unaudited)

	Six Months Ended December 31,	
	2015	2014
<b>Cash Flows From Operating Activities:</b>		
Net loss	\$ (126,109)	\$ (916,939)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	256,514	374,759
Stock compensation expense	484,859	1,249,835
Bad debt expense	33,576	92,097
Gain on short-term marketable securities	(556)	-
(Increase) decrease in:		
Trade receivables	(955,116)	(236,114)
Prepays and other assets	14,928	(231,705)
(Decrease) increase in:		
Accounts payable	9,756	197,377
Accrued liabilities	(12,498)	68,665
Deferred revenue	375,447	(33,191)
<b>Net cash provided by operating activities</b>	<b>80,801</b>	<b>564,784</b>
<b>Cash Flows From Investing Activities:</b>		
Cash from sale of marketable securities	668,634	-
Cash advanced on note receivable	-	(1,059,460)
Purchase of property and equipment	(24,065)	(349,165)
Capitalization of software costs	(77,382)	-
Purchase of marketable securities	(4,672,474)	-
<b>Net cash used in investing activities</b>	<b>(4,105,287)</b>	<b>(1,408,625)</b>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from employee stock plans	93,194	98,414
Proceeds from exercise of warrants	33,002	-
Proceeds from issuance of note payable	-	8,213
Dividends paid	(5,288)	(154,473)
Payments on notes payable and capital leases	(112,427)	(147,929)
<b>Net cash provided by (used in) financing activities</b>	<b>8,481</b>	<b>(195,775)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(4,016,005)</b>	<b>(1,039,616)</b>
Cash and cash equivalents at beginning of period	11,325,572	3,352,559
<b>Cash and cash equivalents at end of period</b>	<b>\$ 7,309,567</b>	<b>\$ 2,312,943</b>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ 16,761	\$ 39,701

Supplemental Disclosure of Non-Cash Investing and Financing Activities:

Common stock to pay accrued liabilities	\$ 1,333,957	\$ 1,388,085
Preferred stock to pay accrued liabilities	\$ 200,000	\$ -
Dividends accrued on preferred stock	\$ 369,948	\$ 308,946

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.  
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(unaudited)

NOTE 1. DESCRIPTION OF BUSINESS

The Company is incorporated in the state of Nevada. The Company has three subsidiaries, PC Group, Inc. (formerly, Park City Group, Inc., a Delaware corporation), a Utah corporation (98.76% owned), Park City Group, Inc., (formerly, Prescient Applied Intelligence, Inc.), a wholly owned Delaware corporation, and ReposiTrak, Inc., a wholly owned Utah corporation (“ReposiTrak”). All intercompany transactions and balances have been eliminated in consolidation.

The Company designs, develops, markets and supports proprietary software products. These products are designed for businesses that need assistance improving their inventory management. As a result of the acquisition of ReposiTrak in June 2015, the Company also provides food retailers and suppliers with a robust solution to help them protect their brands and remain in compliance with the rapidly evolving regulations under the Food Safety Modernization Act (“FSMA”). Additionally, ReposiTrak enables the tracking and traceability of products and their ingredients as they move between trading partners. In many instances, subscription to our supply chain and ReposiTrak food safety applications are mandated by retail, wholesale and suppliers (“hubs”) to their suppliers and sub-suppliers as a condition of their business relationship. Payment for the subscription to these services may come from either the hub, or the supplier, or both parties.

Our services are delivered through proprietary software products designed, developed, marketed and supported by the Company. These products are designed to facilitate improved business processes among all key constituents in the supply chain, starting with the retailer and moving back to suppliers and eventually raw material providers. In addition, the Company has also built a consulting practice for business improvement that centers on the Company’s proprietary software products and through establishment of a neutral and “trusted” third party relationship between retailers and suppliers. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors, and manufacturing companies, which have operations in North America, Europe, Asia and the Pacific Rim.

Recent Developments

During the year ended June 30, 2015, the Company entered into agreements with each of the stockholders of ReposiTrak, including Leavitt Partners, LP and LP Special Asset 4, LLC, to acquire all of the outstanding capital stock of ReposiTrak (the “ReposiTrak Shares”) in exchange for shares of the Company’s common stock (the “ReposiTrak Acquisition”). On June 30, 2015, the Company consummated the ReposiTrak Acquisition. As a result, ReposiTrak became a 100% owned subsidiary of the Company. Management believes the ReposiTrak Acquisition creates an opportunity for the Company to enhance its business by offering the services it offers to its existing supply chain customer base to ReposiTrak customers, and by offering ReposiTrak’s food safety applications to its existing supply chain customer base.

We have accounted for the acquisition of ReposiTrak as the purchase of a business. The assets acquired and the liabilities assumed of ReposiTrak have been recorded at their respective fair values. The excess of the purchase price over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. Goodwill is attributed to buyer-specific value resulting from expected synergies, including long-term cost savings, as well as industry relationships, which are not included in the fair values of assets. Goodwill will not be amortized but will be tested for impairment at least annually or upon a material change that may impact the carrying value.

The purchase price consisted of 873,438 shares of our common stock. The fair value of the shares issued was \$10,821,897 and was determined using the closing price of our common stock on June 30, 2015. The price paid to acquire ReposiTrak was \$10,830,897, approximately \$9,000 of which was for direct transaction costs associated with the issuance of equity. The net acquisition cost of \$10,799,778, which excludes \$31,119 of cash acquired from ReposiTrak, was allocated based on their estimated fair value of the assets acquired and liabilities assumed, as follows:

-5-

---

Table of Contents

	Originally Filed	Adjustments*	Finalized Values
Receivables	\$ 152,340	\$ -	\$ 152,340
Prepaid expenses	17,500	-	17,500
Customer relationships	2,006,951	(692,951)	1,314,000
Goodwill	15,385,002	692,951	16,077,953
Accounts payable	(128,126)	-	(128,126)
Deferred revenue	(598,232)	-	(598,232)
Net assets acquired	16,835,435	-	16,835,435
Common stock issued	10,821,897	-	10,821,897
Receivables eliminated in consolidation	6,035,657	-	6,035,657
Cash received in acquisition	\$ 22,119	\$ -	\$ 22,119

\*Adjustments due to finalization of valuation. The adjusted values are reflected retrospectively in the balance sheet for the period ended June 30, 2015.

Unaudited pro-forma results of operations for the three and six months ended December 31, as though Repositrak had been acquired as of July 1, 2014, are as follows:

	Three Months Ended December 31, 2014	Six Months Ended December 31, 2014
Revenue	\$ 2,932,825	\$ 5,759,638
Loss from Operations	\$ (1,290,524)	\$ (2,337,510)
Net Loss	\$ (1,317,510)	\$ (2,367,344)
Net Loss Applicable to Common Shareholders	\$ (1,471,983)	\$ (2,676,290)
Basic and Diluted EPS	\$ (0.08)	\$ (0.15)

## Basis of Financial Statement Presentation

The interim financial information of the Company as of December 31, 2015 and for the three and six months ended December 31, 2015 and 2014 is unaudited, and the balance sheet as of June 30, 2015 is derived from audited financial statements. The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense notes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform with the accounting policies disclosed in Note 2 to the Notes to Financial Statements included in our Annual Report on Form 10-K for the year ended June 30, 2015. In the opinion of management, all adjustments necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the three and six months ended December 31, 2015 are not necessarily indicative of the results that can be expected for the fiscal year ending June 30, 2016. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended June 30, 2015.



Table of Contents

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The financial statements presented herein reflect the consolidated financial position of Park City Group, Inc. and subsidiaries. All inter-company transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that materially affect the amounts reported in the condensed consolidated financial statements. Actual results could differ from these estimates. The methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results it reports in its financial statements. The Securities and Exchange Commission has defined the most critical accounting policies as those that are most important to the portrayal of the Company's financial condition and results, and require the Company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company's most critical accounting policies include: income taxes, goodwill and other long-lived asset valuations, revenue recognition, and stock-based compensation.

Receivables

The Company's accounts receivable are derived from sales of products and services primarily to customers operating multi-location retail and grocery stores. Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met.

Trade account receivables are stated at the amount the Company expects to collect. Receivables are reviewed individually for collectability. If the financial condition of the Company's customers were to deteriorate, adversely affecting their ability to make payments, allowances may be required.

Allowance for Doubtful Accounts Receivable

The Company offers credit terms on the sale of the Company's products to a significant majority of the Company's customers and requires no collateral from these customers. The Company performs ongoing credit evaluations of customers' financial condition and maintains an allowance for doubtful accounts receivable based upon the Company's historical experience and a specific review of accounts receivable at the end of each period. As of December 31, 2015 and June 30, 2015 the allowance for doubtful accounts was \$40,400 and \$94,000, respectively.

Depreciation and Amortization

Depreciation and amortization of property and equipment is computed using the straight line method based on the following estimated useful lives:

	Years
Furniture and fixtures	5-7
Computer Equipment	3
Equipment under capital leases	3
Leasehold improvements	See below

Leasehold improvements are amortized over the shorter of the remaining lease term or the estimated useful life of the improvements.

-7-

---



Table of Contents

Amortization of intangible assets are computed using the straight line method based on the following estimated useful lives:

	Years
Customer relationships	10
Acquired developed software	5
Developed software	3
Goodwill	See below

Goodwill and intangible assets deemed to have indefinite lives are subject to annual impairment tests. Other intangible assets are amortized over their useful lives.

## Warranties

The Company offers a limited warranty against software defects. For the three and six months ended December 31, 2015 and 2014, the Company did not incur any expense associated with warranty claims and no accrual for warranty claims is included in the financial statements.

## Revenue Recognition

We recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable.

We recognize subscription and hosting revenue ratably over the length of the agreement beginning on the commencement dates of each agreement or when revenue recognition conditions are satisfied based on their relative fair values. For a fee, subscriptions provide the customer with access to the software and data over the Internet, or on demand, and provide technical support services, premium analytical services and software upgrades when and if available. Under subscriptions, customers do not have the right to take possession of the software and such arrangements are considered service contracts. Accordingly, we recognize professional services as incurred based on their relative fair values. In situations where we have contractually committed to an individual customer specific technology, we defer all of the revenue for that customer until the technology is delivered and accepted. Once delivery occurs, we then recognize the revenue ratably over the remaining contract term. When subscription service or hosting service is paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Set up fees paid by customers in connection with subscription services are deferred and recognized ratably over the life of the applicable agreement.

Premium support and maintenance service revenue is derived from services beyond the basic services provided in standard arrangements. We recognize premium service and maintenance revenue ratably over the contract terms beginning on the commencement dates of each contract or when revenue recognition conditions are satisfied. Instances where these services are paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Professional services revenue consists primarily of fees associated with application and data integration, data cleansing, business process re-engineering, change management, system orientation, education and training services. Fees charged for professional services are recognized when delivered. We believe the fees for professional services qualify for separate accounting because: (i) the services have value to the customer on a stand-alone basis, (ii)

objective and reliable evidence of fair value exists for these services and (iii) performance of the services is considered probable and does not involve unique customer acceptance criteria.

-8-

---

Table of Contents

The Company's revenue, is also earned under license arrangements. Licenses generally include multiple elements that are delivered up front or over time. Vendor specific objective evidence of fair value of the hosting and support elements is based on the price charged at renewal when sold separately, and the license element is recognized into revenue upon delivery. The hosting and support elements are recognized ratably over the contractual term.

## Stock-Based Compensation

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. The Company records compensation expense on a straight-line basis. The fair value of options granted are estimated at the date of grant using a Black-Scholes option pricing model with assumptions for the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate.

## Earnings Per Share

Basic earnings per share has been computed using the weighted average number of shares of common stock outstanding during each period. Diluted earnings per share also includes the impact of our outstanding potential common shares, including warrants and in the comparable period, convertible preferred stock. Potential common shares that are anti-dilutive are excluded from the calculation of diluted net income per share.

The following table presents the components of the computation of basic and diluted earnings per share for the periods indicated:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
<b>Numerator</b>				
Net income (loss) applicable to common shareholders	\$ 110,623	\$ (695,349)	\$ (496,057)	\$ (1,225,885)
<b>Denominator</b>				
Weighted average common shares outstanding, basic	19,147,000	17,193,000	19,094,000	17,141,000
Warrants to purchase common stock	888,000	-	-	-
Weighted average common shares outstanding, diluted	20,034,000	17,193,000	19,094,000	17,141,000
<b>Net income (loss) per share</b>				
Basic	\$ 0.01	\$ (0.04)	\$ (0.03)	\$ (0.07)
Diluted	\$ 0.01	\$ (0.04)	\$ (0.03)	\$ (0.07)

The effect of approximately 1,417,000 outstanding potential shares of common stock were excluded from the calculation of diluted earnings per share for the three months ended December 31, 2014, and 1,417,000 and 1,347,000 outstanding potential shares of common stock were excluded from the calculation of diluted earnings per share for the six months ended December 31, 2015 and 2014, respectively, as they were anti-dilutive.



Table of Contents

## Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents are stated at fair value.

## Marketable Securities

Management determines the appropriate classification of marketable securities at the time of purchase and reevaluates such determination at each balance sheet date. Securities are classified as available for sale and are carried at fair value, with the change in unrealized gains and losses, net of tax, reported as a separate component on the condensed consolidated statements of comprehensive income. Fair value is determined based on quoted market rates when observable or utilizing data points that are observable, such as quoted prices, interest rates and yield curves. The cost of securities sold is based on the specific-identification method. Interest on securities classified as available for sale is also included as a component of interest income.

## Fair Value Measurement

The Company measures its cash equivalents, marketable securities, and foreign currency derivative contracts at fair value. The additional disclosures regarding the Company's fair value measurements are included in Note 3 "Investments."

## NOTE 3. INVESTMENTS

Marketable Securities at December 31, 2015 consisted of the following:

Investments classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate Bonds	\$ 4,004,396	\$ -	\$ (36,992)	\$ 3,967,404

The contractual maturities of the marketable securities are 1-5 years as of December 31, 2015. The Company accounts for its marketable securities portfolio as available for sale investments. All securities are recorded as current regardless of contractual maturities.

All of the Company's fair value measurements for cash equivalents and marketable securities are classified within Level 1 because the Company's cash equivalents and marketable securities are valued using quoted market prices. The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- Level 1. Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2. Other inputs that are directly or indirectly observable in the marketplace.
- Level 3. Unobservable inputs which are supported by little or no market activity.

Table of Contents

## NOTE 4. WARRANTS

The following tables summarize information about warrants outstanding and exercisable at December 31, 2015:

Range of exercise prices	Warrants Outstanding at December 31, 2015			Warrants Exercisable at December 31, 2015		
	Number outstanding at December 31, 2015	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at December 31, 2015	Weighted average exercise price	
Warrants						
\$ 3.50 – 4.00	1,316,268	3.76	\$ 3.92	1,316,268	\$ 3.92	
6.45 –						
\$ 10.00	100,481	2.99	\$ 7.29	100,481	\$ 7.29	
	1,416,749	3.71	\$ 4.16	1,416,749	\$ 4.16	

## NOTE 5. RELATED PARTY TRANSACTIONS

Services Agreement with Fields Management, Inc.

During the three months ended December 31, 2015, the Company continued to be a party to a Service Agreement with Fields Management, Inc. (“FMI”), pursuant to which FMI provided certain executive management services to the Company, including designating Mr. Randall K. Fields to perform the functions of President and Chief Executive Officer for the Company. Randall K. Fields also serves as the Company’s Chairman of the Board of Directors and controls FMI.

The Company had payables of \$52,450 and \$37,893 to FMI at December 31, 2015 and June 30, 2015, respectively, under this agreement.

## NOTE 6. PROPERTY AND EQUIPMENT

Property and equipment are stated at cost and consist of the following as of:

	December 31, 2015 (unaudited)	June 30, 2015
Computer equipment	\$ 3,293,468	\$ 3,269,403
Furniture and fixtures	260,574	260,574
Leasehold improvements	231,782	231,782
	3,785,824	3,761,759
Less accumulated depreciation and amortization	(3,188,131)	(2,997,317)
	\$ 597,693	\$ 764,442



Table of Contents

## NOTE 7. CAPITALIZED SOFTWARE COSTS

Capitalized software costs consists of the following as of:

	December 31, 2015 (unaudited)	June 30, 2015
Capitalized software costs	\$ 77,382	\$ -
Less accumulated amortization	-	-
	\$ 77,382	\$ -

## NOTE 8. ACCRUED LIABILITIES

Accrued liabilities consist of the following as of:

	December 31, 2015 (unaudited)	June 30, 2015
Accrued stock-based compensation	\$ 719,637	\$ 1,665,731
Accrued dividends	488,836	124,176
Accrued compensation	397,561	506,064
Accrued other liabilities	223,868	225,140
	\$ 1,829,902	\$ 2,521,111

## NOTE 9. PREFERRED DIVIDENDS

The Company's Series B Preferred stock is held by certain affiliates of the Company, consisting of the Chief Executive Officer, his spouse, and a director. Prior to February 2015, holders of Series B Preferred were entitled to a 15.00% annual dividend payable quarterly in cash, which would have increased to 18.00% effective July 1, 2015.

In February 2015, the Company amended the Certificate of Designation of the Relative Rights, Powers and Preference of the Series B Preferred (the "Certificate of Designation") to decrease the rate at which the Series B Preferred accrues dividends to 7% per annum, if such dividends are paid by the Company in cash, and to 9% if the Company elects to pay such dividends by the issuance of additional shares of Series B Preferred ("PIK Shares"). In March 2015, the Company modified the Certificate of Designation to allow for the issuance of non-voting, non-convertible shares of Series B-1 Preferred Stock ("Series B-1 Preferred"), rather than Series B Preferred, as PIK Shares.

## NOTE 10. INCOME TAXES

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2009.

## NOTE 11. SUBSEQUENT EVENTS

Subsequent to December 31, 2015, the Company issued 34,628 shares of common stock in connection with issuances under the Company's Employee Stock Purchase Plan for the vesting of employee stock grants. The Company also issued 58,619 shares of Series B-1 Preferred for dividends paid in kind on the outstanding shares of Series B Preferred and for an accrued bonus.



We have evaluated subsequent events through the date of this filing in accordance with the Subsequent Events Topic of the FASB ASC 855, and have determined that no additional subsequent events are reasonably likely to impact the financial statements.

-12-

---

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company's Annual Report on Form 10-K for the year ended June 30, 2015 is incorporated herein by reference.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements." Actual results could differ materially from those projected in the forward looking statements as a result of a number of risks and uncertainties, including those risks factors contained in our June 30, 2015 Annual Report on Form 10-K, incorporated herein by reference. Statements made herein are as of the date of the filing of this Form 10-Q with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

Overview

Park City Group, Inc. (the "Company") is a software-as-a-service ("SaaS") provider that brings unique visibility to the consumer goods supply chain, delivering actionable information that ensures product is on the shelf when the consumer expects it. Our service increases our customers' sales and profitability while enabling lower inventory levels for both retailers and their suppliers. As a result of the acquisition of ReposiTrak in June 2015, the Company also provides food retailers and suppliers with a robust solution to help them protect their brands and remain in compliance with the rapidly evolving regulations in the Food Safety Modernization Act ("FSMA"). Additionally, ReposiTrak enables the tracking and traceability of products and their ingredients as they move between trading partners. In many instances, subscription to our supply chain and ReposiTrak food safety applications are mandated by retail, wholesale and suppliers ("hubs") to their suppliers and sub-suppliers as a condition of their business relationship. Payment for the subscription to these services may come from either the hub, or the supplier, or both parties.

Our services are delivered through proprietary software products designed, developed, marketed and supported by the Company. These products are designed to facilitate improved business processes among all key constituents in the supply chain, starting with the retailer and moving back to suppliers and eventually raw material providers. In addition, the Company has built a consulting practice for business process improvement that centers around the Company's proprietary software products and through establishment of a neutral and "trusted" third party relationship between retailers and suppliers. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors and manufacturing companies.

The Company is incorporated in the state of Nevada. The Company has three subsidiaries, PC Group, Inc. (formerly, Park City Group, Inc., a Delaware corporation), a Utah corporation (98.76% owned), Park City Group, Inc., (formerly, Prescient Applied Intelligence, Inc.), a Delaware corporation, and ReposiTrak, Inc., a Utah corporation. Both Park City Group, Inc. and ReposiTrak are wholly owned subsidiaries of the Company. All intercompany transactions and balances have been eliminated in consolidation.

Our principal executive offices of the Company are located at 299 South Main Street, Suite 2370, Salt Lake City, Utah 84111. Our telephone number is (435) 645-2000. Our website address is <http://www.parkcitygroup.com>.



Table of Contents

## Recent Developments

During the year ended June 30, 2015, the Company entered into agreements with each of the stockholders of ReposiTrak, including Leavitt Partners, LP and LP Special Asset 4, LLC, to acquire all of the outstanding capital stock of ReposiTrak (the “ReposiTrak Shares”) in exchange for shares of the Company’s common stock (the “ReposiTrak Acquisition”). On June 30, 2015, the Company consummated the ReposiTrak Acquisition and issued an aggregate total of 873,438 shares of its common stock in exchange for the ReposiTrak Shares. Immediately following the completion of the ReposiTrak Acquisition, ReposiTrak became a wholly owned subsidiary of the Company.

## Results of Operations

Comparison of the Three Months Ended December 31, 2015 to the Three Months Ended December 31, 2014.

## Revenue

	Fiscal Quarter Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		
Revenues	\$ 3,536,792	\$ 3,480,004	\$ 56,788	2%

Revenue was \$3,536,792 and \$3,480,004 for the three months ended December 31, 2015 and 2014, respectively, a 2% increase. This \$56,788 increase in revenue was due to revenue growth attributable to our supply chain applications, and revenue growth attributable to ReposiTrak from signing up new suppliers (“connections”) for subscriptions to our food safety applications, which ended the quarter ended December 31, 2015. Higher subscription revenue was offset by the elimination of subscription and management fees for ReposiTrak as a result of the acquisition of ReposiTrak in June 2015.

The Company expects revenue to continue to increase in subsequent quarters as the Company recognizes revenue from the addition of the new ReposiTrak connections from suppliers mandated to use the service by existing and new hubs, and as subscriptions to our supply chain applications increase.

## Cost of Services and Product Support

	Fiscal Quarter Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		
Cost of services and product support	\$ 998,928	\$ 1,355,404	\$ (356,476)	-26%
Percent of total revenue	28%	39%		

Cost of services and product support was \$998,928 and \$1,355,404 for the three months ended December 31, 2015 and 2014, respectively, a 26% decrease in the three months ended December 31, 2015 compared with the three months ended December 31, 2014. The \$356,476 decrease is principally due to lower employee related expenses of \$279,000 and the capitalization of software development costs of \$77,000 in the 2015 period.

## Sales and Marketing Expense

	Fiscal Quarter Ended	Variance
	December 31,	

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

	2015	2014	Dollars	Percent
Sales and marketing	\$ 1,401,068	\$ 1,534,396	\$ (133,328)	-9%
Percent of total revenue	40%	44%		

-14-

---

Table of Contents

Sales and marketing expense was \$1,401,068 and \$1,534,396 for the three months ended December 31, 2015 and 2014, respectively, a 9% decrease. This \$133,328 decrease over the comparable quarter was primarily the result of a \$73,000 decrease in employee related expenses and a \$60,000 decrease in marketing and promotional expenses.

## General and Administrative Expense

	Fiscal Quarter Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		
General and administrative	\$ 732,444	\$ 986,930	\$ (254,486)	-26%
Percent of total revenue	21%	28%		

General and administrative expense was \$732,444 and \$986,930 for the three months ended December 31, 2015 and 2014, respectively, a 26% decrease in the three months ended December 31, 2015 compared with the three months ended December 31, 2014. This \$254,486 decrease when comparing expenditures for the quarter ended December 31, 2015 with the same period ended December 31, 2014 is primarily related to a decrease in employee related expenses of approximately \$215,000 and a decrease of \$85,000 in bad debt expense. These decreases were partially offset by an increase in professional fees and other administrative related expenses of approximately \$45,000.

## Depreciation and Amortization Expense

	Fiscal Quarter Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		
Depreciation and amortization	\$ 127,416	\$ 187,364	\$ (59,948)	-32%
Percent of total revenue	4%	5%		

Depreciation and amortization expense was \$127,416 and \$187,364 for the three months ended December 31, 2015 and 2014, respectively, a decrease of 32% in the three months ended December 31, 2015 compared with the three months ended December 31, 2014. This comparative decrease of \$59,948 is related to decreased customer list amortization due to the charge taken in the fiscal year ended June 30, 2015.

## Other Income and Expense

	Fiscal Quarter Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		
Net interest income	\$ 3,691	\$ 43,214	\$ (39,523)	-91%
Percent of total revenue	0%	1%		

Net interest income was \$3,691 and \$43,214 for the three months ended December 31, 2015 and 2014, respectively. This change of \$39,523 was due to interest income on notes receivable during the 2015 that were eliminated as a result of the consolidation of ReposiTrak.

## Preferred Dividends

	Fiscal Quarter Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

Preferred dividends	\$ 170,560	\$ 154,473	\$ 16,087	10%
Percent of total revenue	5%	4%		

-15-

---

Table of Contents

Dividends accrued on the Company's Series B Preferred was \$170,560 for the three months ended December 31, 2015, compared to dividends accrued on the Series B Preferred of \$154,473 for the quarter ended December 31, 2014. The increase was primarily due to a larger number of shares of the Series B outstanding, as the Company chose to pay the dividend in kind, rather than in cash and therefore more shares were outstanding on which dividends were paid.

Comparison of the Six Months Ended December 31, 2015 to the Six Months Ended December 31, 2014.

## Revenue

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Revenue	\$ 6,635,423	\$ 6,813,523	\$ (178,100)	-3%

Revenue was \$6,635,423 and \$6,813,523 for the six months ended December 31, 2015 and 2014, respectively, a 3% decrease. This \$178,100 period over period decrease in revenue is primarily due to the elimination of licensing and management fees for ReposiTrak as a result of the acquisition of ReposiTrak in June 2015. The decrease was partially offset by higher subscription revenue during the six months ended December 31, 2015, which is attributable to increased revenue from our supply chain applications, and revenue growth attributable to ReposiTrak from signing up new suppliers ("connections") for subscriptions to our food safety applications.

The Company expects revenue to increase in subsequent quarters as the Company recognizes revenue from the addition of the new ReposiTrak connections from suppliers mandated to use the service by existing and new hubs, and as subscriptions to our supply chain applications increase.

## Cost of Services and Product Support

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Cost of services and product support	\$ 2,173,474	\$ 2,703,783	\$ (530,309)	-20%
Percent of total revenue	33%	40%		

Cost of services and product support was \$2,173,474 and \$2,703,783 for the six months ended December 31, 2015 and 2014, respectively, a 20% decrease in the six months ended December 31, 2015 compared with the six months ended December 31, 2014. This period over period decrease of \$530,309 is principally due to decreased employee related expense in both the first and second quarter of fiscal 2016 as well as capitalization of software development costs in the second quarter of fiscal 2016.

## Sales and Marketing Expense

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Sales and marketing	\$ 2,843,640	\$ 2,871,831	\$ (28,191)	-1%
Percent of total revenue	43%	42%		

Sales and marketing expense was \$2,843,640 and \$2,871,831 for the six months ended December 31, 2015 and 2014, respectively, a 1% decrease. Sales and marketing expense has remained relatively flat with a decrease of \$28,191



when compared to the same period in the six months ended December 31, 2014.

-16-

---

Table of Contents

## General and Administrative Expense

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
General and administrative	\$ 1,509,774	\$ 1,881,902	\$ (372,128)	-20%
Percent of total revenue	23%	28%		

General and administrative expense was \$1,509,774 and \$1,881,902 for the six months ended December 31, 2015 and 2014, respectively, a 20% decrease. This \$372,128 decrease is principally due to lower headcount costs in the 2015 period, as well as a decrease in bad debt expense and other administrative related expense of approximately \$32,000. The decrease in general and administrative expense during the comparable period ended December 31, 2014 was partially offset by an increase in professional fees of approximately \$120,000 incurred in connection with the acquisition of ReposiTrak.

## Depreciation and Amortization Expense

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Depreciation and amortization	\$ 256,514	\$ 374,759	\$ (118,245)	32%
Percent of total revenue	4%	6%		

Depreciation and amortization expense was \$256,514 and \$374,759 for the six months ended December 31, 2015 and 2014, respectively, a decrease of 32% in the six months ended December 31, 2015 compared with the six months ended December 31, 2014. This comparative decrease of \$118,245 is related to decreased customer list amortization due to the charge taken in the fiscal year ended June 30, 2015.

## Other Income and Expense

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Net interest income	\$ 21,314	\$ 101,813	\$ (80,499)	-79%
Percent of total revenue	0%	1%		

Net interest income was \$21,314 and \$101,813 for the six months ended December 31, 2015 and 2014, respectively, a change of 79% in the six months ended December 31, 2015 compared with the six months ended December 31, 2014. This change of \$80,499 was due to interest income on notes receivable during the 2015 period that were eliminated as a result of the consolidation of ReposiTrak.

## Preferred Dividends

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Preferred dividends	\$ 369,948	\$ 308,946	\$ 61,002	20%
Percent of total revenue	6%	5%		



Table of Contents

Dividends accrued on the Company's Series B Preferred was \$369,948 for the six months ended December 31, 2015, compared to dividends accrued on the Company's Series A Preferred and Series B Preferred of \$308,946 for the six months ended December 31, 2014. This \$61,002 increase is primarily attributable to the determination by the Company to pay dividends in kind for the quarter ended June 30, 2015, which resulted in an adjustment to dividends in the current period. All dividends accrued were paid through the issuance of 48,619 shares of Series B-1 Preferred.

## Financial Position, Liquidity and Capital Resources

We believe our existing cash and short-term investments, together with funds generated from operations, are sufficient to fund operating and investment requirements for at least the next twelve months. Our future capital requirements will depend on many factors, including our rate of revenue growth and expansion of our sales and marketing activities, the timing and extent of spending required for research and development efforts and the continuing market acceptance of our products.

	As of December 31,		Variance	
	2015	2014	Dollars	Percent
Cash	\$ 7,309,567	\$ 2,312,943	\$ 4,996,624	216%

We have historically funded our operations with cash from operations, equity financings and debt borrowings. Cash was \$7,309,567 and \$2,312,943 at December 31, 2015 and 2014, respectively. This \$4,996,624 increase from December 31, 2014 to December 31, 2015 was principally the result of the receipt of net proceeds of approximately \$6.7 million received from the registered direct offering completed in April 2015 and approximately \$900,000 in net proceeds from the private offering in January 2015. These increases were partially offset by investments in short-term marketable securities of approximately \$4.6 million.

## Net Cash Flows from Operating Activities

	Six Months Ended		Variance	
	December 31,		Dollars	Percent
	2015	2014		
Cash provided by operating activities	\$ 80,801	\$ 564,784	\$ (483,983)	-86%

Net cash provided by operating activities is summarized as follows:

	Six Months Ended	
	December 31,	
	2015	2014
Net loss	\$ (126,109)	\$ (916,939)
Noncash expense and income, net	774,393	1,716,691
Net changes in operating assets and liabilities	(567,483)	(234,968)
	\$ 80,801	\$ 564,784

Noncash expense decreased by \$942,298 in the six months ended December 31, 2015 compared to December 31, 2014. Noncash expense decreased as a result of a \$765,000 decrease in stock compensation expense, an \$118,000 decrease in depreciation and amortization expense, and a decrease of \$58,500 in bad debt expense.

Table of Contents

## Net Cash Flows from Investing Activities

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Cash used in investing activities	\$ 4,105,287	\$ 1,408,625	\$ 2,696,662	191%

Net cash used in investing activities for the six months ended December 31, 2015 was \$4,105,287 compared to net cash used in investing activities of \$1,408,625 for the six months ended December 31, 2014. This \$2,696,662 increase in cash used in investing activities for the six months ended December 31, 2015 when compared to the same period in 2014 was the result of funds used to purchase short-term marketable securities. This increase was partially offset by funds loaned to ReposiTrak during the period ended December 31, 2014, which were eliminated due to the acquisition of ReposiTrak and consolidation of the Company's financial statements.

## Net Cash Flows from Financing Activities

	Six Months Ended December 31,		Variance	
	2015	2014	Dollars	Percent
Cash provided (used in) by financing activities	\$ 8,481	\$ (195,775)	\$ 204,256	104%

Net cash provided by financing activities totaled \$8,481 for the six months ended December 31, 2015 as compared to cash flows used in financing activities of \$195,775 for the six months ended December 31, 2014. The change in net cash related to financing activities is primarily attributable to a decrease in payments on notes payable and a decrease in dividends paid in cash. The Company has the option to pay preferred dividends in kind and has made this election for the six months ended December 31, 2015.

## Working Capital

At December 31, 2015, the Company had working capital of \$6,191,290 when compared with working capital of \$5,032,139 at June 30, 2015. This \$1,159,151 increase in working capital is principally due to a decrease in accrued liabilities, partially offset by increases in accounts receivable and deferred revenue. While no assurances can be given, management currently believes that the Company will increase its working capital position in subsequent periods, and thereby reduce its indebtedness utilizing existing cash resources and projected cash flow from operations.

	As of December 31, 2015	As of June 30, 2015	Variance	
			Dollars	Percent
Current assets	\$ 14,287,601	\$ 13,429,590	\$ 858,011	6%

Current assets as of December 31, 2015 totaled \$14,287,601, an increase of \$858,011 when compared to \$13,429,590 as of June 30, 2015. The increase in current assets is attributable to an increase in accounts receivable.

	As of December 31,	As of June 30,	Variance
--	--------------------------	-------------------	----------

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

	2015	2015	Dollars	Percent
Current liabilities	\$ 8,096,311	\$ 8,397,451	\$ (301,140)	-4%

-19-

---

## Table of Contents

Current liabilities totaled \$8,096,311 as of December 31, 2015 as compared to \$8,397,451 as of June 30, 2015. The \$301,140 comparative decrease in current liabilities is principally due to a decrease in accrued liabilities. This decrease was partially offset by an increase in deferred revenue.

While no assurances can be given, management currently intends to continue to reduce its indebtedness in subsequent periods utilizing existing cash resources and projected cash flow from operations. In addition, management may also continue to pay down, pay off or refinance certain of the Company's indebtedness. Management believes that these initiatives will enable us to address our debt service requirements during the next twelve months without negatively impacting our working capital, as well as fund our currently anticipated operations and capital spending requirements.

### Off-Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operation, liquidity or capital expenditures.

### Recent Accounting Pronouncements

In September 2015, the FASB issued ASU 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. This update, which is part of the FASB's larger Simplification Initiative project aimed at reducing the cost and complexity of certain areas of the accounting codification, requires that an acquirer recognize adjustments to provisional amounts identified during the measurement period in the reporting period in which the adjustment amounts are determined. Furthermore, the acquirer should record in the same period's financial statements, the effect on earnings from any changes in depreciation, amortization, or other items impacting income. These changes resulting from adjustments to provisional amounts should be calculated as if the accounting had been completed at the actual acquisition date. Lastly, the update requires the acquirer to present separately on the face of the income statement or in the footnote disclosures the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the actual acquisition date. This update is effective for fiscal years beginning after December 15, 2016. The amendments in this Update should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this Update with earlier application permitted. The Company notes that this guidance does apply to its reporting requirements and will implement the new guidance accordingly.

In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. This update was issued in response to feedback from preparers, practitioners, and users of financial statements to see the effective date of the new guidance on revenue recognition delayed in order to allow a smoother transition. This update pushes the effective date for the new guidance back for public entities, certain not-for-profit entities, and certain employee benefit plans to annual reporting periods beginning after December 15, 2017, along with any interim reporting periods in that same period. All other entities will be required to implement the new guidance to reporting periods beginning after December 15, 2018 and interim reporting periods within annual reporting periods beginning after December 15, 2019. The Company notes that this guidance does apply to its reporting requirements and will implement the new guidance accordingly; however, due to the extensive nature of the new revenue recognition standard, the Company is evaluating the impact this new guidance will have on its financials.

In June 2014, the FASB issued ASU 2014-12, Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. This Update clarifies the accounting for equity awards in which the performance target (i.e. an initial public offering) could be achieved after the requisite service period. The guidance requires a performance target that affects vesting and that could be achieved after the service period be treated as a performance condition and not be reflected in the fair value of the award. Therefore, the compensation costs will begin to be recognized when it

becomes probable that the performance target will be achieved. If the requisite service period is complete, the entire amount of compensation costs should be recognized at that time. This Update is effective for reporting periods beginning after December 15, 2015. The Company currently does not have any stock-based awards meeting the criteria noted so the Company doesn't expect this Update to have a significant impact on its financials. However, it will evaluate new grants and ensure the guidance is followed if these types of grants are made.

-20-

---



## Table of Contents

### Critical Accounting Policies

This Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

We commenced operations in the software development and professional services business during 1990. The preparation of our financial statements requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and assumptions. Management bases its estimates and judgments on historical experience of operations and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes the following critical accounting policies, among others, will affect its more significant judgments and estimates used in the preparation of our consolidated financial statements.

### Income Taxes

In determining the carrying value of the Company's net deferred income tax assets, the Company must assess the likelihood of sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions, to realize the benefit of these assets. If these estimates and assumptions change in the future, the Company may record a reduction in the valuation allowance, resulting in an income tax benefit in the Company's statements of operations. Management evaluates whether or not to realize the deferred income tax assets and assesses the valuation allowance quarterly.

### Revenue Recognition

We recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable.

We recognize subscription revenue ratably over the length of the agreement beginning on the commencement dates of each agreement or when revenue recognition conditions are satisfied. For a fee, subscriptions provide the customer with access to the software and data over the Internet, or on demand, and provide technical support services and software upgrades when and if available. Under subscriptions, customers do not have the right to take possession of the software and such arrangements are considered service contracts. Accordingly, we recognize subscription revenue ratably over the length of the agreement and professional services are recognized as incurred based on their relative fair values. In situations where we have contractually committed to an individual customer specific technology, we defer all of the revenue for that customer until the technology is delivered and accepted. Once delivery occurs, we then recognize the revenue ratably over the remaining contract term. When subscription service is paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Set up fees paid by customers in connection with subscription services are deferred and recognized ratably over the life of the applicable agreement.

Hosting, premium support and maintenance service revenue is derived from services beyond the basic services provided in standard arrangements. We recognize hosting, premium service and maintenance revenue ratably over the contract terms beginning on the commencement dates of each contract or when revenue recognition conditions are satisfied. In instances where hosting, premium support or maintenance service is paid in advance, deferred revenue is recognized and revenue is recording ratably over the term as services are consumed.

## Table of Contents

We also sell software licenses. For software license sales, we recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable. Licenses generally include multiple elements that are delivered up front or over time. Vendor specific objective evidence of fair value of the hosting and support elements is based on the price charged at renewal when sold separately, and the license element is recognized into revenue upon delivery. The hosting and support elements are recognized ratably over the contractual term.

## Stock-Based Compensation

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. The Company records compensation expense on a straight-line basis. The fair value of options granted are estimated at the date of grant using a Black-Scholes option pricing model with assumptions for the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate.

## Goodwill and Long-Lived Assets

Goodwill is assigned to specific reporting units and is reviewed for possible impairment at least annually or more frequently upon the occurrence of an event or when circumstances indicate that a reporting unit's carrying amount is greater than its fair value. Management reviews the long-lived tangible and intangible assets for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Management evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The carrying value of a long-lived asset is considered impaired when the anticipated cumulative undiscounted cash flows of the related asset or group of assets is less than the carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the estimated fair market value of the long-lived asset. Economic useful lives of long-lived assets are assessed and adjusted as circumstances dictate.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business is currently conducted principally in the United States. As a result, our financial results are not affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets. We do not engage in hedging transactions to reduce our exposure to changes in currency exchange rates, although if the geographical scope of our business broadens, we may do so in the future.

Our exposure to risk for changes in interest rates relates primarily to our investments in short-term financial instruments. Investments in both fixed rate and floating rate interest earning instruments carry some interest rate risk. The fair value of fixed rate securities may fall due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Partly as a result of this, our future interest income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that have fallen in estimated fair value due to changes in interest rates. However, as substantially all of our cash consist of bank deposits and short-term money market instruments, we do not expect any material change with respect to our net income as a result of an interest rate change.

Table of Contents

Our exposure to interest rate changes related to borrowing has been limited, and we believe the effect, if any, of near-term changes in interest rates on our financial position, results of operations and cash flows should not be material. At December 31, 2015, the debt portfolio was composed of approximately 92% variable-rate debt and 8% fixed-rate debt.

	December 31, 2015 (unaudited)	Percent of Total Debt
Fixed rate debt	\$ 233,644	8%
Variable rate debt	2,730,422	92%
Total debt	\$ 2,964,066	100%

The table that follows presents fair values of principal amounts and weighted average interest rates for our investment portfolio as of December 31, 2015:

	Aggregate Fair Value	Weighted Average Interest Rate
Cash:		
Cash	\$ 7,309,567	0.4%
Short-Term Marketable Securities	\$ 3,967,404	2.0%

## ITEM 4. CONTROLS AND PROCEDURES

## (a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of our Management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operations of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of December 31, 2015. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, including to ensure that information required to be disclosed by the Company is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

## (b) Changes in internal controls over financial reporting.

The Company's Chief Executive Officer and Chief Financial Officer have determined that there have been no changes, in the Company's internal control over financial reporting during the period covered by this report identified in connection with the evaluation described in the above paragraph that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



Table of Contents

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are, from time to time, involved in various legal proceedings incidental to the conduct of our business. Historically, the outcome of all such legal proceedings has not, in the aggregate, had a material adverse effect on our business, financial condition, results of operations or liquidity. There are no pending or threatened legal proceedings at this time.

ITEM 1A. RISK FACTORS

An investment in our common stock is subject to many risks. You should carefully consider the risks described below, together with all of the other information included in this Quarterly Report on Form 10-Q, including the financial statements and the related notes, before you decide whether to invest in our common stock. Our business, operating results and financial condition could be harmed by any of the following risks. The trading price of our common stock could decline due to any of these risks, and you could lose all or part of your investment.

Risks Related to the Company

The Company has incurred losses in the past and there can be no assurance that the Company will operate profitably in the future.

The Company had net income of \$281,183 for the quarter ended December 31, 2015, compared to a net loss of \$540,876 for the same period ended December 31, 2014. Although the Company recorded net income during the quarter ended December 31, 2015, there can be no assurance that the Company will reliably or consistently operate profitably in future periods. If the Company does not operate profitably in the future, the Company's current cash resources will be used to fund the Company's operating losses. Continued losses would have an adverse effect on the long-term value of the Company's common stock and any investment in the Company. The Company cannot give any assurance that the Company will continue to generate revenue or have sustainable profits.

Although the Company's cash resources are currently sufficient, the Company's long-term liquidity and capital requirements may be difficult to predict, which may adversely affect the Company's long-term cash position.

Historically, the Company has been successful in raising capital when necessary, including stock issuances and securing loans from its officers and directors, including its Chief Executive Officer and majority stockholder, in order to pay its indebtedness and fund its operations, in addition to cash flow from operations. The Company anticipates that it will have adequate cash resources to fund its operations and satisfy its debt obligations for at least the next 12 months, if not longer.

If the Company is required to seek additional financing in the future in order to fund its operations, retire its indebtedness and otherwise carry out its business plan, there can be no assurance that such financing will be available on acceptable terms, or at all, and there can be no assurance that any such arrangement, if required or otherwise sought, would be available on terms deemed to be commercially acceptable and in the Company's best interests.

The Company faces risks associated with the acquisition of ReposiTrak.

Our recent acquisition of ReposiTrak may not achieve expected returns and other benefits as a result of various factors, including adoption by food retailers and suppliers of ReposiTrak's track and trace solution that enables traceability as products and their ingredients move between trading partners, as well as compliance with the Food Safety Modernization Act ("FSMA"). In addition, the first installations of ReposiTrak(TM) began in August 2012, and market and product data related to these implementations is still being analyzed. In the event the results fail to meet anticipated results, the market for ReposiTrak's services may not materialize as currently anticipated.

Table of Contents

The Company faces risks associated with new product introductions, including ReposiTrak.

The Company continually receives and analyzes market and product data on products being developed by the Company, and the Company may endeavor to develop and commercialize new product offerings based on this data. The following risks apply to potential new product offerings, including ReposiTrak:

- it may be difficult for the Company to predict the amount of service and technological resources that will be needed by customers of ReposiTrak™ or other new offerings, and if the Company underestimates the necessary resources, the quality of its service will be negatively impacted thereby undermining the value of the product to the customer;
- the Company lacks experience with ReposiTrak™ and the market acceptance to accurately predict if it will be a profitable product;
- technological issues between the Company and customers may be experienced in capturing data, and these technological issues may result in unforeseen conflicts or technological setbacks when implementing additional installations of ReposiTrak™. This may result in material delays and even result in a termination of the ReposiTrak™ engagement;
- the customer's experience with ReposiTrak™ and other new offerings, if negative, may prevent the Company from having an opportunity to sell additional products and services to that customer;
- if customers do not use ReposiTrak™ as the Company recommends and fails to implement any needed corrective action(s), it is unlikely that customers will experience the business benefits from the software and may therefore be hesitant to continue the engagement as well as acquire any additional software products from the Company; and
- delays in proceeding with the implementation of ReposiTrak™ or other new products for a new customer will negatively affect the Company's cash flow and its ability to predict cash flow.

Quarterly and annual operating results may fluctuate, which makes it difficult to predict future performance.

Management expects a significant portion of the Company's revenue stream to come from the sale of subscriptions, and to a lesser extent, license sales, maintenance and services charged to new customers. These amounts will fluctuate because predicting future sales is difficult and involves speculation. In addition, the Company may potentially experience significant fluctuations in future operating results caused by a variety of factors, many of which are outside of its control, including:

- our ability to retain and increase sales to existing customers, attract new customers and satisfy our customers' requirements;
- the renewal rates for our service;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;
  - changes in our pricing policies whether initiated by us or as a result of competition;
  - the cost, timing and management effort for the introduction of new features to our service;
  - the rate of expansion and productivity of our sales force;





Table of Contents

- new product and service introductions by our competitors;
- variations in the revenue mix of editions or versions of our service;
- technical difficulties or interruptions in our service;
- general economic conditions that may adversely affect either our customers' ability or willingness to purchase additional subscriptions or upgrade their service, or delay a prospective customers' purchasing decision, or reduce the value of new subscription contracts or affect renewal rates;
- timing of additional investments in our enterprise cloud computing application and platform services and in our consulting service;
  - regulatory compliance costs;
  - the timing of customer payments and payment defaults by customers;
  - extraordinary expenses such as litigation or other dispute-related settlement payments;
    - the impact of new accounting pronouncements; and
  - the timing of stock awards to employees and the related financial statement impact.

Future operating results may fluctuate because of the foregoing factors, making it difficult to predict operating results. Period-to-period comparisons of operating results are not necessarily meaningful and should not be relied upon as an indicator of future performance. In addition, a relatively large portion of the Company's expenses will be fixed in the short-term, particularly with respect to facilities and personnel. Therefore, future operating results will be particularly sensitive to fluctuations in revenue because of these and other short-term fixed costs.

The Company will need to effectively manage its growth in order to achieve and sustain profitability. The Company's failure to manage growth effectively could reduce its sales growth and result in continued net losses.

To achieve continual and consistent profitable operations on a fiscal year on-going basis, the Company must have significant growth in its revenue from its products and services, specifically subscription-based services. If the Company is able to achieve significant growth in future subscription sales, and expands the scope of its operations, the Company's management, financial condition, operational capabilities, and procedures and controls could be strained. The Company cannot be certain that its existing or any additional capabilities, procedures, systems, or controls will be adequate to support the Company's operations. The Company may not be able to design, implement or improve its capabilities, procedures, systems or controls in a timely and cost-effective manner. Failure to implement, improve and expand the Company's capabilities, procedures, systems or controls in an efficient and timely manner could reduce the Company's sales growth and result in a reduction of profitability or increase of net losses.

The Company's officers and directors have significant control over it, which may lead to conflicts with other stockholders over corporate governance.

The Company's officers and directors, including our Chief Executive Officer, Randall K. Fields, control approximately 33% of the Company's common stock. Mr. Fields, individually, controls 27% of the Company's common stock. Consequently, Mr. Fields individually, and the Company's officers and directors, as stockholders acting together, are able to significantly influence all matters requiring approval by the Company's stockholders,

including the election of directors and significant corporate transactions, such as mergers or other business combination transactions.

-26-

---

Table of Contents

The Company's corporate charter contains authorized, unissued "blank check" preferred stock issuable without stockholder approval with the effect of diluting then current stockholder interests.

The Company's certificate of incorporation currently authorizes the issuance of up to 30,000,000 shares of 'blank check' preferred stock with designations, rights, and preferences as may be determined from time to time by the Company's Board of Directors. As of December 31, 2015, a total of 625,375 shares of Series B Preferred and 94,200 of Series B-1 Preferred were issued and outstanding. The Company's board of directors is empowered, without stockholder approval, to issue one or more additional series of preferred stock with dividend, liquidation, conversion, voting, or other rights that could dilute the interest of, or impair the voting power of, the Company's common stockholders. The issuance of an additional series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control.

Because the Company has never paid dividends on its common stock, investors should exercise caution before making an investment in the Company.

The Company has never paid dividends on its common stock and does not anticipate the declaration of any dividends pertaining to its common stock in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of the Company's business. The Company's board of directors will determine future dividend policy at their sole discretion and future dividends will be contingent upon future earnings, if any, obligations of the stock issued, the Company's financial condition, capital requirements, general business conditions and other factors. Future dividends may also be affected by covenants contained in loan or other financing documents, which may be executed by the Company in the future. Therefore, there can be no assurance that dividends will ever be paid on its common stock.

The Company's business is dependent upon the continued services of the Company's founder and Chief Executive Officer, Randall K. Fields; should the Company lose the services of Mr. Fields, the Company's operations will be negatively impacted.

The Company's business is dependent upon the expertise of its founder and Chief Executive Officer, Randall K. Fields. Mr. Fields is essential to the Company's operations. Accordingly, an investor must rely on Mr. Fields' management decisions that will continue to control the Company's business affairs. The Company currently maintains key man insurance on Mr. Fields' life in the amount of \$5,000,000; however, that coverage would be inadequate to compensate for the loss of his services. The loss of the services of Mr. Fields would have a materially adverse effect upon the Company's business.

If the Company is unable to attract and retain qualified personnel, the Company may be unable to develop, retain or expand the staff necessary to support its operational business needs.

The Company's current and future success depends on its ability to identify, attract, hire, train, retain and motivate various employees, including skilled software development, technical, managerial, sales, marketing and customer service personnel. Competition for such employees is intense and the Company may be unable to attract or retain such professionals. If the Company fails to attract and retain these professionals, the Company's revenue and expansion plans may be negatively impacted.

## Table of Contents

The Company's officers and directors have limited liability and indemnification rights under the Company's organizational documents, which may impact its results.

The Company's officers and directors are required to exercise good faith and high integrity in the management of the Company's affairs. The Company's certificate of incorporation and bylaws, however, provide, that the officers and directors shall have no liability to the stockholders for losses sustained or liabilities incurred which arise from any transaction in their respective managerial capacities unless they violated their duty of loyalty, did not act in good faith, engaged in intentional misconduct or knowingly violated the law, approved an improper dividend or stock repurchase or derived an improper benefit from the transaction. As a result, an investor may have a more limited right to action than he would have had if such a provision were not present. The Company's certificate of incorporation and bylaws also require it to indemnify the Company's officers and directors against any losses or liabilities they may incur as a result of the manner in which they operate the Company's business or conduct the Company's internal affairs, provided that the officers and directors reasonably believe such actions to be in, or not opposed to, the Company's best interests, and their conduct does not constitute gross negligence, misconduct or breach of fiduciary obligations.

### Business Operations Risks

If the Company's marketing strategy fails, its revenue and operations will be negatively affected.

The Company plans to concentrate its future sales efforts towards marketing the Company's applications and services, and specifically to contract with suppliers ("spokes") to connect to our existing retail customers ("hubs") previously signed up by the Company. These applications and services are designed to be highly flexible so that they can work in multiple retail and supplier environments such as grocery stores, convenience stores, specialty retail and route-based delivery environments. There is no assurance that the public will accept the Company's applications and services in proportion to the Company's increased marketing of this product line, or that the Company will be able to successfully leverage its hubs to increase revenue by connecting suppliers. The Company may face significant competition that may negatively affect demand for its applications and services, including the public's preference for the Company's competitors' new product releases or updates over the Company's releases or updates. If the Company's applications and services marketing strategies fail, the Company will need to refocus its marketing strategy toward other product offerings, which could lead to increased development and marketing costs, delayed revenue streams, and otherwise negatively affect the Company's operations.

Because the Company's emphasis is on the sale of subscription based services, rather than annual license fees, the Company's revenue may be negatively affected.

Historically, the Company offered applications and related maintenance contracts to new customers for a one-time, non-recurring up front license fee and provided an option for annually renewing their maintenance agreements. The Company is now principally offering prospective customers monthly subscription based licensing of its products. The Company's customers may now choose to acquire a license to use the software on an Application Solution Provider basis (also referred to as "ASP") resulting in monthly charges for use of the Company's software products and maintenance fees. The Company's conversion from a strategy of one-time, non-recurring licensing based model to a monthly recurring fees based approach is subject to the following risks:

- the Company's customers may prefer one-time fees rather than monthly fees; and
- there may be a threshold level (number of locations) at which the monthly based fee structure may not be economical to the customer, and a request to convert from monthly fees to an annual fee could occur.

The Company faces threats from competing and emerging technologies that may affect its profitability.

Markets for the Company's type of software products and that of its competitors are characterized by:

- development of new software, software solutions or enhancements that are subject to constant change;
  - rapidly evolving technological change; and
  - unanticipated changes in customer needs.

-28-

---

## Table of Contents

Because these markets are subject to such rapid change, the life cycle of the Company's products is difficult to predict. As a result, the Company is subject to the following risks:

- whether or how the Company will respond to technological changes in a timely or cost-effective manner;
- whether the products or technologies developed by the Company's competitors will render the Company's products and services obsolete or shorten the life cycle of the Company's products and services; and
- whether the Company's products and services will achieve market acceptance.

Interruptions or delays in service from our third-party data center hosting facility could impair the delivery of our service and harm our business.

We currently serve our customers from a third-party data center hosting facility located in the United States. Any damage to, or failure of, our systems generally could result in interruptions in our service. As we continue to add capacity, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our service. Further, any damage to, or failure of, our systems generally could result in interruptions in our service. Interruptions in our service may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their subscriptions and adversely affect our renewal rates and our ability to attract new customers. Our business will also be harmed if our customers and potential customers believe our service is unreliable.

As part of our current disaster recovery arrangements, our production environment and all of our customers' data is currently replicated in near real-time in a separate facility physically located in a different geographic region of the United States. Companies and products added through acquisition may be temporarily served through an alternate facility. We do not control the operation of these facilities, and they are vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite precautions taken at these facilities, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our service. Even with the disaster recovery arrangements, our service could be interrupted.

If our security measures are breached and unauthorized access is obtained to a customer's data, our data or our information technology systems, our service may be perceived as not being secure, customers may curtail or stop using our service and we may incur significant legal and financial exposure and liabilities.

Our service involves the storage and transmission of customers' proprietary information, and security breaches could expose us to a risk of loss of this information, litigation and possible liability. These security measures may be breached as a result of third-party action, including intentional misconduct by computer hackers, employee error, malfeasance or otherwise during transfer of data to additional data centers or at any time, and result in someone obtaining unauthorized access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Additionally, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach could result in a loss of confidence in the security of our service, damage our reputation, disrupt our business, lead to legal liability and negatively impact our future sales.





## Table of Contents

We cannot accurately predict subscription renewal or upgrade rates and the impact these rates may have on our future revenue and operating results.

Our customers have no obligation to renew their subscriptions for our service after the expiration of their initial subscription period. Our renewal rates may decline or fluctuate as a result of a number of factors, including customer dissatisfaction with our service, customers' ability to continue their operations and spending levels, and deteriorating general economic conditions. If our customers do not renew their subscriptions for our service or reduce the level of service at the time of renewal, our revenue will decline and our business will suffer.

Our future success also depends in part on our ability to sell additional features and services, more subscriptions or enhanced editions of our service to our current customers. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior management. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, including general economic conditions. If our efforts to upsell to our customers are not successful, our business may suffer.

Weakened global economic conditions may adversely affect our industry, business and results of operations.

Our overall performance depends in part on worldwide economic conditions. The United States and other key international economies have experienced in the past a downturn in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. These conditions affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our enterprise cloud computing services, delay prospective customers' purchasing decisions, reduce the value or duration of their subscription contracts or affect renewal rates, all of which could adversely affect our operating results.

If the Company is unable to adapt to constantly changing markets and to continue to develop new products and technologies to meet the customers' needs, the Company's revenue and profitability will be negatively affected.

The Company's future revenue is dependent upon the successful and timely development and licensing of new and enhanced versions of its products and potential product offerings suitable to the customer's needs. If the Company fails to successfully upgrade existing products and develop new products, and those new products do not achieve market acceptance, the Company's revenue will be negatively impacted.

The Company faces risks associated with the loss of maintenance and other revenue.

The Company has historically experienced the loss of long-term maintenance customers as a result of the reliability of some of its products. Some customers may not see the value in continuing to pay for maintenance that they do not need or use, and in some cases, customers have decided to replace the Company's applications or maintain the system on their own. The Company continues to focus on these maintenance clients by providing new functionality and enhancements to meet their business needs. The Company also may lose some maintenance revenue due to consolidation of industries, macroeconomic conditions or customer operational difficulties that lead to their reduction of size. In addition, future revenue will be negatively impacted if the Company fails to add new maintenance customers that will make additional purchases of the Company's products and services.

The Company faces risks associated with proprietary protection of the Company's software.

The Company's success depends on the Company's ability to develop and protect existing and new proprietary technology and intellectual property rights. The Company seeks to protect its software, documentation and other

written materials primarily through a combination of patents, trademarks, and copyright laws, trade secret laws, confidentiality procedures and contractual provisions. While the Company has attempted to safeguard and maintain the Company's proprietary rights, there are no assurances that the Company will be successful in doing so. The Company's competitors may independently develop or patent technologies that are substantially equivalent or superior to the Company's.

-30-

---

## Table of Contents

Despite the Company's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of the Company's products or obtain and use information that the Company regards as proprietary. In some types of situations, the Company may rely in part on 'shrink wrap' or 'point and click' licenses that are not signed by the end user and, therefore, may be unenforceable under the laws of certain jurisdictions. Policing unauthorized use of the Company's products is difficult. While the Company is unable to determine the extent to which piracy of the Company's software exists, software piracy can be expected to be a persistent problem, particularly in foreign countries where the laws may not protect proprietary rights as fully as the United States. The Company can offer no assurance that the Company's means of protecting its proprietary rights will be adequate or that the Company's competitors will not reverse engineer or independently develop similar technology.

The Company may discover software errors in its products, errors in the reports generated by its products or errors in advice given by its employees about the products that may result in a loss of revenue, injury to the Company's reputation or subject us to substantial liability.

Non-conformities or bugs ("errors") may be found from time to time in the Company's existing, new or enhanced products after commencement of commercial shipments, resulting in loss of revenue or injury to the Company's reputation. In the past, the Company has discovered errors in its products and as a result, has experienced delays in the shipment of products. Errors in the Company's products may be caused by defects in third-party software incorporated into the Company's products. If so, the Company may not be able to fix these defects without the cooperation of these software providers. Since these defects may not be as significant to the software provider as they are to us, the Company may not receive the rapid cooperation that may be required. The Company may not have the contractual right to access the source code of third-party software, and even if the Company does have access to the code, the Company may not be able to fix the defect. In addition, our customers may use our service in unanticipated ways that may cause a disruption in service for other customers attempting to access their data. Output from the Company's products could contain errors and advice from Company employees about the Company's products could contain errors, either of which could lead customers to make incorrect decisions based on that wrong output or advice. Since the Company's customers use the Company's products for critical business applications, any errors, defects or other performance problems could hurt the Company's reputation and may result in damage to the Company's customers' business. If that occurs, customers could elect not to renew, delay or withhold payment to us, we could lose future sales or customers may make warranty or other claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation. These potential scenarios, successful or otherwise, would likely be time consuming and costly.

Some competitors are larger and have greater financial and operational resources that may give them an advantage in the market.

Many of the Company's competitors are larger and have greater financial and operational resources. This may allow them to offer better pricing terms to customers in the industry, which could result in a loss of potential or current customers or could force us to lower prices. Any of these actions could have a significant effect on revenue. In addition, the competitors may have the ability to devote more financial and operational resources to the development of new technologies that provide improved operating functionality and features to their product and service offerings. If successful, their development efforts could render the Company's product and service offerings less desirable to customers, again resulting in the loss of customers or a reduction in the price the Company can demand for the Company's offerings.

### Risks Relating to the Company's Common Stock

The limited public market for the Company's securities may adversely affect an investor's ability to liquidate an investment in the Company.

Although the Company's common stock is currently quoted on the NASDAQ Capital Market, there is limited trading activity. The Company can give no assurance that an active market will develop, or if developed, that it will be sustained. If an investor acquires shares of the Company's common stock, the investor may not be able to liquidate the Company's shares should there be a need or desire to do so.

-31-

---

Table of Contents

Future issuances of the Company's shares may lead to future dilution in the value of the Company's common stock, will lead to a reduction in shareholder voting power and may prevent a change in Company control.

The shares may be substantially diluted due to the following:

- issuance of common stock in connection with funding agreements with third parties and future issuances of common and preferred stock by the Board of Directors; and
- the Board of Directors has the power to issue additional shares of common stock and preferred stock and the right to determine the voting, dividend, conversion, liquidation, preferences and other conditions of the shares without shareholder approval.

Stock issuances may result in reduction of the book value or market price of outstanding shares of common stock. If the Company issues any additional shares of common or preferred stock, proportionate ownership of common stock and voting power will be reduced. Further, any new issuance of common or preferred stock may prevent a change in control or management.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 5. OTHER INFORMATION

None.

Table of Contents

ITEM 6. EXHIBITS

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. (1)
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. (1)
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

(1) Incorporated by reference from our Current Report on Form 8-K, filed January 14, 2016.

Table of Contents

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 8, 2016

PARK CITY GROUP, INC.

By: /s/ Randall K. Fields  
Randall K. Fields  
Chief Executive Officer, Chairman and  
Director  
(Principal Executive Officer)

Date: February 8, 2016

By: /s/ Todd Mitchell  
Todd Mitchell  
Chief Financial Officer  
(Principal Financial Officer & Principal  
Accounting Officer)