

PARK CITY GROUP INC
Form DEFA14A
March 04, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
 [] Confidential, for Use of the SEC Only (as permitted by Rule 14a-6(e)(2))
 [] Definitive Proxy Statement
 [X] Definitive Additional Materials
 [] Soliciting Material Pursuant to 14a-12

PARK CITY GROUP, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
 [] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

- [] Fee paid previously with preliminary materials.
 [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
2. Form, Schedule or Registration Statement No.:

- 3. Filing Party:
- 4. Date Filed:

February 28, 2013

Dear Stockholders of Park City Group, Inc.:

On February 27, 2013, we mailed you a Proxy Card that accompanied our Proxy Statement in connection with our upcoming Annual Meeting of Shareholders to be held on March 29, 2013, that contained a printing error. Proposal No. 2 was replaced with Proposal No. 3, therefore omitting Proposal No. 2 entirely from the Proxy Card. The items to be considered at the Annual Meeting are restated below, and are reflected in the attached revised Proxy Card, which should replace the Proxy Card previously provided.

1. the election of eight directors to our Board of Directors, each to serve until the next Annual Meeting of stockholders and until his respective successor is elected and qualified;
2. approval of an amendment to and restatement of the Company's 2011 Employee Stock Purchase Plan to increase the number of authorized shares to 200,000 and to make certain other changes; and
3. approval of an amendment to and restatement of the Company's 2011 Stock Incentive Plan to increase the number of authorized shares to 550,000 and to make certain other changes;
4. to conduct an advisory vote to approve the compensation paid to our named executive officers;
5. to conduct an advisory vote to indicate how frequently stockholders believe we should conduct an advisory vote on the compensation of our named executive officers;
6. ratifying the appointment of HJ & Associates, LLC as our independent auditors for the fiscal year ending June 30, 2013; and
7. such other matters as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

These matters are more fully discussed in the Proxy Statement previously mailed to you.

Whether or not you expect to attend in person, we urge you to vote your shares as promptly as possible by signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Annual Meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on March 29, 2013: The Annual Report and Proxy Statement are available online at www.proxyconnect.com/parkcitygroup.

Sincerely,

EDWARD L. CLISSOLD
Chief Financial Officer, General Counsel

www.parkcitygroup.com
