

PARK CITY GROUP INC
Form 8-A12B
October 25, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

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

Nevada
(State or Other Jurisdiction of Incorporation)

37-1454128
(IRS Employer Identification No.)

299 South Main Street, Suite 2370
Salt Lake City, Utah
(Address of Principal Executive Offices)

84111
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--------------------------------------------|------------------------------------------------------------------|
| Common Stock, par value \$0.01 per share | The NASDAQ Stock Market LLC |

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act: N/A

FORM 8-A

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Explanatory Note

This Registration Statement on Form 8-A is being filed to register the common stock, par value \$0.01 per share (the "Common Stock"), of Park City Group, Inc., a Nevada corporation (the "Company"), under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") in connection with the listing of the Common Stock on the NASDAQ Stock Market LLC (the "NASDAQ"). The Company anticipates that the listing of the Common Stock will commence trading on the NASDAQ at the opening of trading on the NASDAQ on October 28, 2013 under the symbol "PCYG".

Item 1. Description of Registrant's Securities to be Registered.

The description of securities required by this Item is contained under the heading "Description of Securities" in our Registration Statement on Form SB-2, File No. 333-145087, originally filed with the Securities and Exchange Commission on August 3, 2007, as amended to date and including any other amendments to such Registration Statement made prior to the effective date (collectively, the "Registration Statement"). Such part of the Registration Statement is incorporated herein by reference.

Item 2. Exhibits.

Because no other securities of the registrant are registered on the NASDAQ Stock Market LLC, and the securities being registered by this Form 8-A are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, no exhibits are required to be filed with this Form 8-A.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PARK CITY GROUP, INC.

Date: October 25, 2013

| | |
|--------|-------------------------|
| By: | /s/ Edward L. Clissold |
| Name: | Edward L. Clissold |
| Title: | Chief Financial Officer |