

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

FORM 10-K

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

For the fiscal year ended June 30, 2020  
or

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

001-34941  
(Commission file number)

**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.)

5282 South Commerce Drive, Suite D292  
Murray, Utah 84107

(Address of principal executive offices)

(435) 645-2000

(Registrant's telephone number, including area code)

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

Title of each Class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	PCYG	NASDAQ Capital Market

**Securities registered pursuant to Section 12(g) of the Act:** None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the issuer as December 31, 2019 which is the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$58,454,000 (at a closing price of \$5.06 per share).

As of September 28, 2020, 19,499,767 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Items 10, 11, 12, 13 and 14 of Part III incorporate by reference certain information from Park City Group, Inc.'s definitive proxy statement, to be filed with the Securities and Exchange Commission on or before October 28, 2020.

**ABLE OF CONTENTS TO ANNUAL REPORT  
ON FORM 10-K  
YEAR ENDED JUNE 30, 2020**

**PART I**

<a href="#">Item 1.</a>	<a href="#">Business</a>	2
<a href="#">Item 1A.</a>	<a href="#">Risk Factors</a>	7
<a href="#">Item 2.</a>	<a href="#">Properties</a>	14
<a href="#">Item 3.</a>	<a href="#">Legal Proceedings</a>	14
<a href="#">Item 4.</a>	<a href="#">Mine Safety Disclosures</a>	14

**PART II**

<a href="#">Item 5.</a>	<a href="#">Market for Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	15
<a href="#">Item 6.</a>	<a href="#">Selected Financial Data</a>	16
<a href="#">Item 7.</a>	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	16
<a href="#">Item 7A.</a>	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	25
<a href="#">Item 8.</a>	<a href="#">Financial Statements and Supplementary Data</a>	25
<a href="#">Item 9.</a>	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	25
<a href="#">Item 9A.</a>	<a href="#">Controls and Procedures</a>	25
<a href="#">Item 9B.</a>	<a href="#">Other Information</a>	26

**PART III**

<a href="#">Item 10.</a>	<a href="#">Directors, Executive Officers and Corporate Governance</a>	27
<a href="#">Item 11.</a>	<a href="#">Executive Compensation</a>	27
<a href="#">Item 12.</a>	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	27
<a href="#">Item 13.</a>	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	27
<a href="#">Item 14.</a>	<a href="#">Principal Accounting Fees and Services</a>	27

**PART IV**

<a href="#">Item 15.</a>	<a href="#">Exhibits, Financial Statement Schedules</a>	28
	<a href="#">Signatures</a>	29
	<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-1
	<a href="#">Consolidated Balance Sheets as of June 30, 2020 and 2019</a>	F-2
	<a href="#">Consolidated Statements of Operations for the Years Ended June 30, 2020 and 2019</a>	F-3
	<a href="#">Consolidated Statements of Stockholders' Equity (Deficit) for the Years Ended June 30, 2020 and 2019</a>	F-4
	<a href="#">Consolidated Statements of Cash Flows for the Years Ended June 30, 2020 and 2019</a>	F-5
	<a href="#">Notes to Consolidated Financial Statements</a>	F-6
<a href="#">Exhibit 31</a>	<a href="#">Certifications of the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	
<a href="#">Exhibit 32</a>	<a href="#">Certifications pursuant to 18 U.S.C. Sec. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	

## FORWARD-LOOKING STATEMENTS

*This Annual Report on Form 10-K 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 the risk factors set forth below and elsewhere in this Report. See “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Statements made herein are as of the date of the filing of this Form 10-K 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.*

P  
ART I

ITEM I BUSINESS

Overview

Park City Group, Inc., a Nevada corporation (“*Park City Group*”, “*We*”, “*us*”, “*our*” or the “*Company*”) is a Software-as-a-Service (“*SaaS*”) provider, and the parent company of ReposiTrak, Inc., a Utah corporation (“*ReposiTrak*”) which operates a business-to-business (“*B2B*”) e-commerce, compliance, and supply chain management platform that partners with retailers, wholesalers, and product suppliers to help them source, vet, and transact with their suppliers in order to accelerate sales, control risks, and improve supply chain efficiencies.

The Company’s services are grouped in three application suites: (i) ReposiTrak MarketPlace (“*MarketPlace*”), encompassing the Company’s supplier discovery and B2B e-commerce solutions, which helps the Company’s customers find new suppliers, (ii) ReposiTrak Compliance and Food Safety (“*Compliance and Food Safety*”) solutions, which help the Company’s customers vet suppliers to mitigate the risk of doing business with these suppliers, and (iii) ReposiTrak’s Supply Chain (“*Supply Chain*”) solutions, which help the Company’s customers to more efficiently manage their various transactions with their suppliers.

The Company’s Supply Chain and MarketPlace services provide its customers with greater flexibility in sourcing products by enabling them to choose new suppliers and integrate them into their supply chain faster and more cost effectively, and it helps them to more efficiently manage these relationships, enhancing revenue while lowering working capital, labor costs and waste. The Company’s Compliance and Food Safety solutions help reduce a company’s potential regulatory, legal, and criminal risk from its supply chain partners by providing a way for them to ensure these suppliers are compliant with food safety regulations, such as the Food Safety Modernization Act of 2011 (“*FSMA*”).

The Company’s services are delivered through proprietary software products designed, developed, marketed and supported by the Company. These products provide visibility and facilitate improved business processes among all key constituents in the supply chain, starting with the retailer and moving backwards to suppliers and eventually to raw material providers. The Company provides cloud-based applications and services that address e-commerce, supply chain, food safety and compliance activities. The principal customers for the Company’s products are household name multi-store food retail chains and their suppliers, branded food manufacturers, food wholesalers and distributors, and other food service businesses.

The Company has a hub and spoke business model. The Company is typically engaged by retailers and wholesalers (“*Hubs*”), which in turn require their suppliers (“*Spokes*”) to utilize the Company’s services.

The Company is incorporated in the state of Nevada and has three principal subsidiaries: PC Group, Inc., a Utah corporation (98.76% owned) (“*PCG Utah*”); Park City Group, Inc., a Delaware corporation (100% owned) (“*PCG Delaware*”); and ReposiTrak (100% owned) (collectively, the “*Subsidiaries*”). All intercompany transactions and balances have been eliminated in the Company’s consolidated financial statements, which contain the operating results of the operations of PCG Delaware and ReposiTrak. Park City Group has no business operations separate from the operations conducted through its Subsidiaries.

The Company’s principal executive offices are located at 5282 South Commerce Drive, Suite D292, Murray, Utah 84107. Its telephone number is (435) 645-2000. Its website address is [www.parkcitygroup.com](http://www.parkcitygroup.com), and ReposiTrak’s website address is [www.repositrak.com](http://www.repositrak.com).

Recent Developments

FoodSource USA

In April 2020, our solutions for stock replenishment, compliance, sourcing, food safety and risk management for the retail supply chain, is offering a new technology platform to address chronic imbalances in the food supply chain caused by the current coronavirus pandemic (“*COVID-19*” or, the “*pandemic*”). The online platform, called FoodSourceUSA, will facilitate the identification and redistribution of excess perishable food products that are currently going to waste due to dramatically reduced foodservice sector volume, while serving the growing number of food-insecure communities around the country.

We will be providing the FoodSourceUSA sourcing platform to create visibility to excess inventory, process orders and deliver shipment information to government agencies who will manage logistics and delivery. Stakeholders in the system include providers of fresh meat, produce and dairy products, food banks, pantries and charitable groups serving those in need, along with a network of government agencies that will reimburse the providers fairly to create a sustainable supply chain.

### COVID-19

There are many uncertainties regarding COVID-19, and the Company is closely monitoring the impact of the pandemic on all aspects of its business, including how it will impact its services, customers, employees, vendors, and business partners. While the pandemic did not materially adversely affect the Company's financial results and business operations in the Company's fourth fiscal quarter ended June 30, 2020 or fiscal year ended June 30, 2020, we are unable to predict the impact that COVID-19 will have on its future financial position and operating results due to numerous uncertainties. The Company expects to continue to assess the evolving impact of COVID-19 and intends to make adjustments to its responses accordingly.

The Coronavirus Aid, Relief, and Economic Security Act ("*CARES Act*") was enacted on March 27, 2020 in the United States. On April 23, 2020, the Company received proceeds from a loan in the amount of approximately \$1.1 million from its lender, U.S. Bank National Association (the "*Lender*"), pursuant to approval by the U.S. Small Business Administration (the "*SBA*") for the Lender to fund the Company's request for a loan under the SBA's Paycheck Protection Program ("*PPP Loan*") created as part of the recently enacted CARES Act administered by the SBA. In accordance with the requirements of the CARES Act, the Company intends to use the proceeds from the PPP Loan primarily for payroll costs, covered rent payments, and covered utilities during the eight-week period commencing on the date of loan approval. The PPP Loan is scheduled to mature on April 23, 2022, has a 1.00% interest rate, and is subject to the terms and conditions applicable to all loans made pursuant to the Paycheck Protection Program as administered by the SBA under the CARES Act.

### **Company History**

The Company's technology has its genesis in the operations of Mrs. Fields Cookies, a company co-founded by Randall K. Fields, the Company's Chief Executive Officer. The Company began operations utilizing patented computer software and profit optimization consulting services to help its retail clients reduce their inventory and labor costs.

On January 13, 2009, the Company acquired 100% of Prescient Applied Intelligence, Inc., a Delaware corporation ("*Prescient*"), a provider of solutions for retailers which, among other things, captured information about transactions between retailers and their suppliers.

In February 2014, Prescient changed its name to Park City Group, Inc. As a result, both Park City Group and PCG Delaware were named Park City Group, Inc.

In June 2015, the Company elected to exercise an option to acquire a 75% interest in ReposiTrak from Leavitt Partners, LP for a cash payment and negotiated the purchase of the remaining 25% with an exchange of shares of the Company. As a result, ReposiTrak became a wholly owned subsidiary of the Company.

As of June 30, 2020, the Company completed its Supply Chain and Compliance and Food Safety, and MarketPlace supplier discovery and B2B e-commerce solution. As a result, the Company is now largely capable of delivering its services through a single ReposiTrak branded user interface.

## Target Industries Overview

The Company develops its software and services for multi-store retail chains, wholesalers and distributors, and their suppliers. The bulk of the Company's customers are in the U.S. consumer retail sector for food and general merchandise, although the Company's software and services are not sold exclusively to this customer base, and the Company believes that its software and services are also applicable to a wide variety of other potential customers domestically and abroad.

## Backdrop

The U.S. consumer retail sector in general, and food and general merchandise retailers more acutely, are facing pressure from several significant forces. These include (i) increased competitive pressures from the rise of online retailers, (ii) increased regulatory and tort risks, particularly for food retailers, as a result of the passage of the FSMA which placed greater responsibility for the safety of products on the participants in the food supply chain, and (iii) the pressure from consumers to increase product diversity, and in particular, the number of smaller, localized vendors.

## Solutions and Services

The Company's software and services are designed to address the business problems faced by our customers. These solutions are delivered via a cloud-based infrastructure and grouped in three product application suites that mirror the workflow of the Company's customers as they manage the activities of their supply chain.

## Key Application Suites

- **ReposiTrak MarketPlace** is the Company's supplier discovery and B2B e-commerce solution. MarketPlace provides the Company's customers with greater flexibility in sourcing products by enabling them to screen and choose suppliers based on a wide variety of criteria, including, but not limited to, predetermined compliance characteristics, and then to integrate these suppliers into their supply chain faster and more cost effectively. MarketPlace helps the Company's customers respond to competitive pressures from online retailers by providing them with greater capabilities to increase local sourcing, tailor their product offering to local market tastes, and stock their stores appropriately for local events. MarketPlace is also beneficial to suppliers connected to ReposiTrak's platform in that they can use MarketPlace to highlight the products that they sell to generate incremental sales. The business model for MarketPlace is evolving as the Company's customers help to develop new use cases for the application. In some situations, the Company acts as an agent for suppliers or provides supply chain technology services. In other situations, at the customer's request, the Company may act as the supplier for certain products.
- **ReposiTrak Compliance and Food Safety Solutions** help the Company's customers reduce potential regulatory and legal risk from their supply chain partners. The Company does this by providing a way of gathering the array of documents that may be needed for the customer to determine that its suppliers are compliant with a wide variety of criteria including, but not limited to, food safety regulations, such as those required by the FSMA and general business compliance standards such as adequate liability insurance. The Company's Compliance and Food Safety solutions currently include four main applications: Vendor Validation, Compliance Management, Quality Management Systems ("*QMS*") and Track & Trace. ReposiTrak also hosts and is integrated with the food safety audit database of the Safe Quality Food Institute ("*SQFI*"). SQFI is one of the leading schemas for certifying that a food retailer's suppliers are compliant with Global Food Safety Initiative ("*GFSP*") standards, which many food retailers require of their suppliers as a condition of doing business. SQFI is owned and operated by the Food Marketing Institute ("*FMI*"), one of the food industry's largest trade associations.
- **ReposiTrak Supply Chain Solutions** help the Company's customers to more efficiently manage relationships with suppliers so that they can "stock less and sell more" by reducing inventory, labor costs and waste while also increasing revenue. The Company is a leader in helping its customers to manage their relationship with Direct Store Delivery ("*DSD*") suppliers. The Company has observed that its customers are shifting a greater percentage of their product mix to DSD suppliers to lower their operating costs. Through a process known as Scan Based Trading ("*SBT*") the Company enables its customers to sell products from DSD suppliers on a consignment basis, which lowers their working capital requirements by shifting the financial burden of the inventory to the supplier. Other Supply Chain solutions include ScoreTracker, Vendor Managed Inventory, Store Level Ordering and Replenishment, Enterprise Supply Chain Planning, Fresh Market Manager and ActionManager®, all of which are designed to aid the Company's customer in managing inventory, product mix and labor while improving sales through the reduction of out of stocks by improving visibility and forecasting.

### ***Professional Services***

The Company has two professional services groups: (i) the Business Analytics Group offers business-consulting services to suppliers and retailers in the grocery, convenience store and specialty retail industries, and (ii) the Professional Services Group provides consulting services to ensure that our solutions are seamlessly integrated into our customers' business processes as quickly and efficiently as possible.

### **Technology, Development and Operations**

#### ***Product Development***

The Company's product development strategy is focused on creating common technology elements that can be leveraged in multiple applications across our core markets. To remain competitive, the Company is currently designing, coding and testing new products and developing expanded functionality of its current products.

#### ***Operations***

We currently serve our customers from a third-party data center hosting facility. Along with the Company's Statement on Standards for Attestation Engagements ("SSAE") No. 16 certification Service Organization Control ("SOC2"), the third-party facility is also a SSAE No. 16 – SOC2 certified location and is secured by around-the-clock guards, biometric screening and escort-controlled access, and is supported by on-site backup generators in the event of a power failure.

#### **Customers**

The Company is currently engaged primarily by food related consumer goods retailers, wholesalers, and their suppliers. The bulk of the Company's customers are in the U.S. consumer retail sector for food and general merchandise. However, the Company is opportunistic and will offer its solutions to a wide variety of other potential customers. Target Corporation accounted for approximately 8.1% of the Company's total revenue in the fiscal year ended June 30, 2020.

### **Sales, Marketing and Customer Support**

#### ***Sales and Marketing***

Through a focused and dedicated sales effort designed to address the requirements of each of its solutions, the Company believes it is well positioned to understand its customers' businesses, trends in the marketplace, competitive products and opportunities for new product development.

The Company's primary marketing objectives have been to increase awareness of our solutions, generate sales leads and develop new customer relationships. To this end, the Company attends industry trade shows, conducts direct marketing programs, publishes industry trade articles, participates in interviews and selectively advertises in industry publications.

In fiscal 2016 the Company embarked on a process of repurposing the Company's supply chain applications so that they can be delivered via ReposiTrak's highly scalable online infrastructure and launching its MarketPlace supplier discovery and B2B e-commerce solution on this same infrastructure. As a result, the Company is now largely capable of delivering its services through a single ReposiTrak branded user interface.

With the convergence of the Company's solutions to a single delivery platform, the Company also reorganized its sale force and reoriented its marketing efforts. This process involved streamlining the sales force to enable cross-selling by reducing regional account managers and shifting our sales emphasis towards the Company's inside sales team located at its corporate headquarters in Murray, Utah.

### **Customer Support**

The Company's global customer support group responds to both business and technical inquiries from its customers relating to how to use its solutions and is available to customers by telephone and email. Basic customer support during business hours is available to customers. Premier customer support includes extended availability and additional services and is available along with additional support services such as developer support and partner support for an additional fee.

### **Competition**

The Company competes with a myriad of software vendors, developers and integrators, B2B exchanges, consulting firms, focused solution providers, and business intelligence technology platforms. Although our competitors are often considerably larger companies in size with larger sales forces and marketing budgets, the Company believes that its deep industry knowledge, the breadth and depth of our offerings, and our relationships with key industry, wholesaler, and other trade groups and associations, gives it a competitive advantage.

### **Patents and Proprietary Rights**

The Company relies on a combination of trademark, copyright, trade secret and patent laws in the United States and other jurisdictions as well as confidentiality procedures and contractual provisions to protect our proprietary technology and our name. We also enter into confidentiality agreements with our employees, consultants and other third parties and control access to software, documentation and other proprietary information.

The Company has been awarded nine U.S. patents, and a number of U.S. registered trademarks and U.S. copyrights relating to its software technology and solutions. The Company's patent portfolio has been transferred to an unrelated third party, although the Company retains the right to use the licensed patents in connection with its business. The Company's policy is to continue to seek patent protection for all developments, inventions and improvements that are patentable and have potential value to the Company and to protect its trade secrets and other confidential and proprietary information, and the Company intends to defend its intellectual property rights to the extent its resources permit.

The Company is not aware of any patent infringement claims against it; however, there are no assurances that litigation to enforce patents issued to the Company to protect proprietary information, or to defend against the Company's alleged infringement of the rights of others will not occur. Should any such litigation occur, the Company may incur significant litigation costs, and it may result in resources being diverted from other planned activities, which may have a materially adverse effect on the Company's operations and financial condition.

### **Employees**

As of June 30, 2020, the Company employed a total of 81 employees. Of these employees, 15 are located overseas. The Company plans to continue expanding its offshore workforce to augment its analytics services offerings, expand its professional services and to provide additional programming resources. The employees are not represented by any labor union.



## Reports to Security Holders

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Accordingly, it files annual, quarterly and other reports and information with the Securities and Exchange Commission (“SEC”). The SEC maintains an Internet site ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Copies of these reports, proxy and information statements and other information may be obtained by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov).

## Government Regulation and Approval

Like all businesses, the Company is subject to numerous federal, state and local laws and regulations, including regulations relating to patent, copyright, and trademark law matters.

## Cost of Compliance with Environmental Laws

The Company currently has no costs associated with compliance with environmental regulations and does not anticipate any future costs associated with environmental compliance; however, there can be no assurance that it will not incur such costs in the future.

## ITEM 1A.

### ISK 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 Annual Report on Form 10-K (this “Annual Report”), 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

***We have incurred losses in the past and there can be no assurance that we will operate profitably in the future.***

Our marketing strategy emphasizes sales of subscription-based services, instead of annual licenses, and using Spokes to connect to our Hubs. This strategy has resulted in the development of a foundation of retail and wholesale Hubs to which suppliers can be “connected”, thereby accelerating future growth. If, however, this marketing strategy fails, revenue and operations will be negatively affected. We had net income of \$1,593,269 for the year ended June 30, 2020, compared to a net income of \$3,902,406 for the year ended June 30, 2019. Although we generated net income in the year ended June 30, 2020, there can be no assurance that we will achieve profitability in future periods. We cannot provide assurance that we will continue to generate revenue or have sustainable profits. If we do not operate profitably in the future, our current cash resources will be used to fund our operating losses. Continued losses would have an adverse effect on the long-term value of our Common Stock and any investment in the Company.

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

Historically, we have been successful in raising capital when necessary, including through private placements, a registered direct offering, and stock issuances to our officers and directors, including our Chief Executive Officer, to pay our indebtedness and fund our operations, in addition to cash flow from operations. If we are required to seek additional financing in the future in order to fund our operations, retire our indebtedness and otherwise carry out our 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 our best interests.

***Our business is dependent upon the continued services of our founder and Chief Executive Officer, Randall K. Fields. Should we lose the services of Mr. Fields, our operations will be negatively impacted.***

Our business is dependent upon the expertise and continued service of our founder and Chief Executive Officer, Randall K. Fields. Mr. Fields is essential to our operations. Accordingly, an investor must rely on Mr. Fields' management decisions that will continue to control our business affairs. We currently maintain 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 our business.

#### **Risk Relating to Business Operations**

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

Management expects a significant portion of our revenue stream to come from the sale of subscriptions, and to a lesser extent, transactions processed through MarketPlace, license sales, maintenance and professional services charged to new customers. These amounts will fluctuate and are uncertain because predicting future sales is difficult and involves speculation. In addition, we may potentially experience significant fluctuations in future operating results caused by a variety of factors, many of which are outside of our 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 subscriptions and other services;
- 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 services, including new features to our existing services;
- the rate of expansion and productivity of our sales force;
- 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 services, or delay a prospective customer's purchasing decision, or reduce the value of new subscription contracts or affect renewal rates;
- timing of additional expenses and investments in infrastructure to support growth in our business;
- regulatory compliance costs;
- consolidation in the food industry;

- 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;
- the timing of stock awards to employees and the related financial statement impact; and
- system or service failures, security breaches or network downtime.

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 large portion of our expense will be fixed in the short-term, particularly with respect to facilities and personnel making future operating results sensitive to fluctuations in revenue.

***We face threats from competing and emerging technologies that may affect our profitability, as well as competitors that are larger and have greater financial and operational resources that may give them an advantage in the market.***

Markets for our type of software products and that of our 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. Because these markets are subject to such rapid change, the life cycle of our products is difficult to predict. As a result, we are subject to the following risks: whether or how we will respond to technological changes in a timely or cost-effective manner; whether the products or technologies developed by our competitors will render our products and services obsolete or shorten the life cycle of our products and services; and whether our products and services will achieve market acceptance.

Moreover, many of our competitors are larger and have greater financial and operational resources than we do. 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. Our 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 our product and service offerings less desirable to customers, again resulting in the loss of customers or a reduction in the price we can demand for our offerings. Any of these actions could have a significant effect on revenue.

***We face risks associated with new product introductions.***

Our future revenue is dependent upon the successful and timely development of new and enhanced versions of our products and potential product offerings suitable to the customers' needs. If we fail to successfully upgrade existing products and develop new products, and those new products do not achieve market acceptance, our revenue will be negatively impacted.

It may be difficult for us to assess risks associated with potential new product offerings:

- It may be difficult for us to predict the amount of service and technological resources that will be needed by customers of new offerings, and if we underestimate the necessary resources, the quality of our service will be negatively impacted, thereby undermining the value of the product to the customer;
- technological issues between us and our customers may be experienced in capturing data necessary for new product offerings, and these technological issues may result in unforeseen conflicts or technological setbacks when implementing these products, which could result in material delays and even result in a termination of the engagement;

- a customer's experience with new offerings, if negative, may prevent us from having an opportunity to sell additional products and services to that customer;
- if customers do not use our products as recommends and/or fail to implement any needed corrective action(s), it is unlikely that customers will experience the business benefits from these products and may, therefore, be hesitant to continue the engagement as well as acquire any other products from us; and
- delays in proceeding with the implementation of new products for a new customer will negatively affect our cash flow and our ability to predict cash flow.

***We cannot accurately predict 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 factors, including customer dissatisfaction with our service, customers' ability to continue their operations and spending levels, consolidation, 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 increase rates, sell additional features and services, or addition subscriptions to our current customers. This may also require increasingly sophisticated and costly sales and marketing efforts that are targeted at senior management. If these strategies fail, we will need to refocus our efforts toward other solutions, which could lead to increased development and marketing costs, delayed revenue streams, and otherwise negatively affect our operations.

***If our Compliance and Food Safety solutions do not perform as expected, whether as a result of operator error or otherwise, it could impair our operating results and reputation.***

Our success depends on the food safety market's confidence that we can provide reliable, high-quality reporting for our customers. We believe that our customers are likely to be particularly sensitive to product defects and operator errors, including if our systems fail to accurately report issues that could reduce the liability of our clients in the event of a product recall. In addition, our reputation and the reputation of our products can be adversely affected if our systems fail to perform as expected. However, if our customers or potential customers fail to implement and use our systems as suggested by us, they may not be able to deal with a recall as effectively as they could have. As a result, the failure or perceived failure of our products to perform as expected, could have a material adverse effect on our revenue, results of operations and business.

***If a customer is sued because of a recalled product we could be joined in that suit, the defense of which would impair our operating results.***

We believe our Compliance and Food Safety solutions would be helpful in the event of a recall. However, their ultimate usefulness is dependent on how the customer uses our products, which is in many ways out of our control. Similarly, a customer which is a defendant in a product liability case could claim that had our services performed as represented the extent of potential liability would have been minimized and therefore, we should have some contributory liability in the case. Defending such a claim could have a material adverse effect on our revenue, results of operations and business.

***The deployment of our services, or consultation provided by our personnel, could result in litigation naming us as a party, which litigation could result in a material and adverse effect on us, and our results of operations.***

Our Compliance and Food Safety solutions are marketed to potential customers based, in part, on our service's ability to reduce a company's potential regulatory, legal, and criminal risk from its supply chain partners. In the event litigation is commenced against a customer based on issues caused by a constituent in the supply chain, or consultation provided by our personnel, we could be joined or named in such litigation. As a result, we could face substantial defense costs. In addition, any adverse determination resulting in such litigation could have a material and adverse effect on us, and our results of operations.

***We face risks relating to the sale and delivery of merchandise to customers.***

We depend on a number of other companies to perform functions critical to our ability to deliver products to our customers, including maintaining inventory, preparing merchandise for shipment to our customers and delivering purchased merchandise on a timely basis. We also depend on the delivery services that we and they utilize. We also depend on our partners to ensure proper labelling of products. Issues or concerns regarding, product safety, labelling, content or quality could result in consumer or governmental claims. In limited circumstances, we sell merchandise that we have purchased. In these instances, we assume the risks related to inventory.

***We face risks associated with proprietary protection of our software.***

Our success depends on our ability to develop and protect existing and new proprietary technology and intellectual property rights. We seek to protect our 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 we have attempted to safeguard and maintain our proprietary rights, there are no assurances that we will be successful in doing so. Our competitors may independently develop or patent technologies that are substantially equivalent or superior to ours.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we regard as proprietary. In some types of situations, we 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 our products is difficult. While we are unable to determine the extent to which piracy of our 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. We can offer no assurance that our means of protecting our proprietary rights will be adequate or that our competitors will not reverse engineer or independently develop similar technology.

***We may discover software errors in our products that may result in a loss of revenue, injury to our reputation or subject us to substantial liability.***

Non-conformities or bugs ("errors") may be found from time to time in our existing, new or enhanced products after commencement of commercial shipments, resulting in loss of revenue or injury to our reputation. In the past, we have discovered errors in our products and as a result, have experienced delays in the shipment of products. Errors in our products may be caused by defects in third-party software incorporated into our products. If so, we may not be able to fix these defects without the cooperation of these software providers. Because these defects may not be as significant to the software provider as they are to us, we may not receive the rapid cooperation that may be required. We may not have the contractual right to access the source code of third-party software, and even if we do have access to the code, we 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. Since our customers use our products for critical business applications, any errors, defects or other performance problems could hurt our reputation and may result in damage to our 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.

***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 region of the United States. 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.

***Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.***

In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our customers, suppliers and business partners, and personally identifiable information of our customers and employees, in our data centers and on our networks. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties, disrupt our operations and the services we provide to customers, and damage our reputation, and cause a loss of confidence in our products and services, which could adversely affect our business/operating margins, revenues and competitive position.

The secure processing, maintenance and transmission of this information is critical to our operations and business strategy, and we devote significant resources to protecting our information. The expenses associated with protecting our information could reduce our operating margins.

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

The rate at which our customers purchase new or enhanced services depends on several factors, including general 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.

***COVID-19 could potentially affect our sales and disrupt our operations and could have a material adverse impact on the Company.***

COVID-19, which was reported to have surfaced in Wuhan, China in December 2019 and has now spread to other countries, including the U.S., could adversely impact our operations or those of our customers. The extent to which COVID-19 impacts our operations and those of our customers will depend on future developments, which are highly uncertain and cannot be predicted with confidence. If the public continues to avoid public spaces, including retail stores, or if we, or any of our customers encounter any disruptions to our or their respective operations, facilities or stores, or if our customers were to partially or fully shut down due to COVID-19, then we or they may be prevented or delayed from effectively operating our or their business, respectively, and the marketing and sale of our services and our financial results could be adversely affected.

## Risks Relating to Our Common Stock

### ***Our quarterly results of operations may fluctuate in the future, which could result in volatility in our stock price.***

Our quarterly revenue and results of operations have varied in the past and may fluctuate as a result of a variety of factors. If our quarterly revenue or results of operations fluctuate, the price of our Common Stock could decline substantially. Fluctuations in our results of operations may be due to several factors, including, but not limited to, those listed and identified throughout this “*Risk Factors*” section.

### ***The limited public market for our stock may adversely affect an investor’s ability to liquidate an investment in us.***

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

### ***Future issuances of our shares may lead to future dilution in the value of our Common Stock, will lead to a reduction in shareholder voting power and may prevent a change in 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 Stock and the Company’s Preferred Stock, par value \$0.01 (“*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 we issue any additional shares of Common Stock or Preferred Stock, proportionate ownership of Common Stock and voting power will be reduced. Further, any new issuance of Common Stock or Preferred Stock may prevent a change in control or management.

### ***Our officers and directors have significant control over us, which may lead to conflicts with other stockholders over corporate governance.***

Our officers and directors, including our Chief Executive Officer, Randall K. Fields, control approximately 41% of our Common Stock. Mr. Fields, individually controls 33% of our Common Stock. Consequently, Mr. Fields individually, and our officers and directors, as stockholders acting together, can significantly influence all matters requiring approval by our stockholders, including the election of directors and significant corporate transactions, such as mergers or other business combination transactions.

### ***Our corporate charter contains authorized, unissued “blank check” Preferred Stock issuable without stockholder approval with the effect of diluting then current stockholder interests.***

Our articles of incorporation currently authorize 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 our Board of Directors, of which 700,000 shares are currently designated as Series B Convertible Preferred Stock (“*Series B Preferred*”) and 550,000 shares are designated as Series B-1 Preferred Stock (“*Series B-1 Preferred*”). As of June 30, 2020, a total of 625,375 shares of Series B Preferred and 212,402 shares of Series B-1 Preferred were issued and outstanding.

Our 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, our 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.

***We have not paid dividends on our Common Stock, and investors should consider the potential for us to pay dividends on our Common Stock as a factor when determining whether to invest in us.***

We have not paid dividends on our Common Stock and do not anticipate the declaration of any dividends pertaining to our Common Stock in the foreseeable future. We intend to retain earnings, if any, to finance the development and expansion of our business. Our Board of Directors will determine our future dividend policy at their sole discretion, and future dividends will be contingent upon future earnings, if any, obligations of the stock issued, our 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 we may execute in the future. Therefore, there can be no assurance that dividends will ever be paid on our Common Stock.

***Our officers and directors have limited liability and indemnification rights under our organizational documents, which may impact our results.***

Our officers and directors are required to exercise good faith and high integrity in the management of our affairs. Our articles 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. Our articles of incorporation and bylaws also require us to indemnify our officers and directors against any losses or liabilities they may incur as a result of the manner in which they operate our business or conduct our internal affairs, provided that the officers and directors reasonably believe such actions to be in, or not opposed to, our best interests, and their conduct does not constitute gross negligence, misconduct or breach of fiduciary obligations.

**ITEM 2.**

**PROPERTIES**

Our principal place of business operations is located at 5282 South Commerce Drive, Suite D292, Murray, Utah 84107. We lease approximately 10,000 square feet at this corporate office location, consisting primarily of office space, conference rooms and storage areas. Our telephone number is (435) 645-2000. Our website address is <http://www.parkcitygroup.com>.

**ITEM 3.**

**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 material legal proceedings at this time.

**ITEM 4.**

**INTEGRITY SAFETY DISCLOSURES**

Not applicable.



## PART II

## ITEM 5.

## MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Share Price History

Our Common Stock is traded on the NASDAQ Capital Market under the trading symbol “PCYG”. The following table sets forth the high and low sales prices of our Common Stock for the periods indicated:

Fiscal Quarter Ended	Quarterly Common Stock Price Ranges			
	2020		2019	
	High	Low	High	Low
September 30	\$ 8.25	\$ 4.76	\$ 10.33	\$ 7.50
December 31	\$ 6.17	\$ 4.27	\$ 10.05	\$ 5.64
March 31	\$ 5.73	\$ 3.33	\$ 8.96	\$ 6.19
June 30	\$ 6.22	\$ 3.40	\$ 5.19	\$ 4.95

## Dividend Policy

Outstanding shares of Series B Preferred and Series B-1 Preferred each accrue dividends at the rate per share of 7% per annum if paid by the Company in cash, and 9% per annum if paid by the Company in additional shares of Series B-1 Preferred. Dividends on the Series B Preferred and Series B-1 Preferred are payable quarterly. To date, the Company has not paid dividends on its Common Stock. Our present policy is to retain future earnings (if any) for use in our operations and the expansion of our business.

## Holders of Record

At June 30, 2020, there were 651 holders of record of our Common Stock, and 19,484,485 shares were issued and outstanding, three holders of Series B Preferred and 625,375 shares issued and outstanding, and four holders of Series B-1 Preferred and 212,402 shares issued and outstanding. The number of holders of record and shares of Common Stock issued and outstanding was calculated by reference to the books and records of the Company’s transfer agent.

## Issuance of Securities

We issued shares of our Common Stock in unregistered transactions during fiscal year 2020. All of the shares of Common Stock issued in non-registered transactions were issued in reliance on Section 3(a)(9) and/or Section 4(a)(2) of the Securities Act of 1933, as amended (the “*Securities Act*”) and were reported in our Quarterly Reports on Form 10-Q and in our Current Reports on Form 8-K filed with the SEC during the fiscal year ended June 30, 2020. 15,282 shares of Common Stock were issued subsequent to June 30, 2020.

## Share Repurchase Program

On May 9, 2019, our Board of Directors approved of the repurchase of up to \$4.0 million shares of our Common Stock, which repurchases may be made in privately negotiated transactions or in the open market at prices per share not exceeding the then-current market prices (the “*Share Repurchase Program*”). From time-to-time, our Board may authorize increases to our Share Repurchase Program. The total remaining authorization for future shares of Common Stock repurchases under our Share Repurchase Program was \$1,359,123 as of June 30, 2020. Under the Share Repurchase Program, management has discretion to determine the dollar amount of shares to be repurchased and the timing of any repurchases in compliance with applicable laws and regulations, including Rule 12b-18 of the Exchange Act. The Share Repurchase Program expires 24 months following May 9, 2019, and it may be suspended for periods of time or discontinued at any time, at the Board’s discretion. Given the extreme uncertainty due to COVID-19, the Board suspended the Share Repurchase Program on March 17, 2020.

The following table provides information about the repurchases of our Common Stock registered pursuant to Section 12 of the Exchange Act, during the year ended June 30, 2020:

Period <sup>(1)</sup>	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Remaining Amount Available for Future Share Repurchases Under the Plans or Programs
July 1, 2019 – September 30, 2019:	79,954	\$ 6.43	167,554	\$ 3,000,235
October 1, 2019 – December 31, 2019:	174,615	\$ 4.80	324,169	\$ 2,162,557
January 1, 2020 – March 31, 2020:	157,616	\$ 5.11	499,785	\$ 1,359,123
April 1, 2020 – June 30, 2020:	-	-	-	\$ 1,359,123

(1) We close our books and records on the last calendar day of each month to align our financial closing with our business processes.

## ITEM 6.

### ELECTED FINANCIAL DATA

The disclosures in this section are not required because we qualify as a smaller reporting company under federal securities laws.

## ITEM 7.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following Management's Discussion and Analysis is intended to assist the reader in understanding our results of operations and financial condition. Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements beginning on page F-1 of this Annual Report. This Annual Report includes certain statements that may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act. All statements, other than statements of historical fact, included in this Annual Report that address activities, events or developments that we expect, project, believe, or anticipate will or may occur in the future, including matters having to do with expected and future revenue, our ability to fund our operations and repay debt, business strategies, expansion and growth of operations and other such matters, are forward-looking statements. These statements are based on certain assumptions and analyses made by our management in light of its experience and its perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. These statements are subject to a number of assumptions, risks and uncertainties, including general economic and business conditions, the business opportunities (or lack thereof) that may be presented to and pursued by us, our performance on our current contracts and our success in obtaining new contracts, our ability to attract and retain qualified employees, and other factors, many of which are beyond our control. You are cautioned that these forward-looking statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in such statements.*

## Overview

The Company is a SaaS provider, and the parent company of ReposiTrak, a B2B e-commerce, compliance, and supply chain management platform company that partners with retailers, wholesalers, and product suppliers to help them source, vet, and transact with their suppliers in order to accelerate sales, control risks, and improve supply chain efficiencies. The Company's fiscal year ends on June 30. References to fiscal 2020 refer to the fiscal year ended June 30, 2020.

## Sources of Revenue

The principal customers for the Company's products are multi-store retail chains, wholesalers and distributors, and their suppliers. The Company has a Hub and Spoke business model, whereby the Company is typically engaged by Hubs, which in turn require Spokes to utilize the Company's services. The Company derives revenue from five sources: (i) subscription fees, (ii) transaction based fees, (iii) professional services fees, (iv) license fees, and (v) hosting and maintenance fees

A significant portion of the Company's revenue is generated from its Supply Chain solutions and Compliance and Food Safety solutions in the form of recurring subscription payments from the suppliers. Subscription fees can be based on a negotiated flat fee per supplier, or some volumetric metric, such as the number of stores, or the volume of economic activity between a retailer and its suppliers. Subscription revenue contains arrangements with customers for use of the application, application and data hosting, maintenance of the application, and standard support.

Revenue from the Company's MarketPlace sourcing solution is transactional, based on the volume of products sourced via the application. MarketPlace revenue can come from several sources depending on the customer's specific requirements. These include acting as an agent for a supplier, providing supply chain technology services, and enabling a Hub to reduce its number of new suppliers by acting as the supplier for any number of products.

The Company also provides professional consulting services targeting implementation, assessments, profit optimization and support functions for its applications and related products, for which revenue is recognized on a percentage-of-completion or pro rata basis over the life of the subscription, depending on the nature of the engagement. Premier customer support includes extended availability and additional services and is available along with additional support services such as developer support and partner support for an addition fee.

In some instances, the Company will sell its software in the form of a license. License arrangements are a time-specific and perpetual license. Software license maintenance agreements are typically annual contracts, paid in advance or according to terms specified in the contract. When sold as a license, the Company's software, is usually accompanied by a corresponding Maintenance and/or Hosting Agreement to support the service.

Software maintenance agreements provide the customer with access to new software enhancements, maintenance releases, patches, updates and technical support personnel. Our hosting services provide remote management and maintenance of our software and customers' data, which is physically located in third-party facilities. Customers access 'hosted' software and data through a secure internet connection.

## Revenue Recognition

Effective July 1, 2018, we adopted the Financial Accounting Standards Board's Accounting Standards Update 2014-09: *Revenue from Contracts with Customers (Topic 606)*, and its related amendments ("ASU 2014-09"). ASU 2014-09 provides a unified model to determine when and how revenue is recognized and enhances certain disclosure around the nature, timing, amount and uncertainty of revenue and cash flows arising from customers.

ASU 2014-09 represents a change in the accounting model utilized for the recognition of revenue and certain expense arising from contracts with customers. We adopted ASU 2014-09 using a "modified retrospective" approach and, accordingly, revenue and expense totals for all periods before July 1, 2018 reflect those previously reported under the prior accounting model and have not been restated.

## **Other Metrics – Non-GAAP Financial Measures**

To supplement our financial statements, historically we have provided investors with Adjusted EBITDA and non-GAAP income per share, both of which are non-GAAP financial measures. We believe that these non-GAAP measures may provide useful information regarding certain financial and business trends relating to our financial condition and operations. Our management uses these non-GAAP measures to compare the Company's performance to that of prior periods for trend analyses and planning purposes. These measures are also presented to our Board of Directors.

These non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with generally accepted accounting principles in the United States of America ("GAAP"). These non-GAAP financial measures exclude significant expenses and income that are required by GAAP to be recorded in the Company's financial statements and are subject to inherent limitations. Investors should review the reconciliations of non-GAAP financial measures to the comparable GAAP financial measures that are included in this "*Management's Discussion and Analysis of Financial Condition and Results of Operations*."

## **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 GAAP. 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 expense during the reporting period.

On an ongoing basis, management evaluates its estimates and assumptions based 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.

## **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 quarterly whether to realize the deferred income tax assets and assesses the valuation allowance.

## **Goodwill and Other Long-Lived Asset Valuations**

Goodwill is assigned to specific reporting units and is reviewed for possible impairment at least annually or 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.

#### **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 any 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.

#### **Capitalization of Software Development Costs**

The Company accounts for research costs of computer software to be sold, leased or otherwise marketed as expense until technological feasibility has been established for the product. Once technological feasibility is established, all software costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established.

We have determined that technological feasibility for our software products is reached shortly after a working prototype is complete and meets or exceeds design specifications including functions, features, and technical performance requirements. Costs incurred after technological feasibility is established have been and will continue to be capitalized until such time as when the product or enhancement is available for general release to customers.

#### **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, revenue and results of operation, liquidity or capital expenditures.

#### **Recent Accounting Pronouncements**

In August 2018, the FASB issued ASU 2018-15 *Intangibles – Goodwill and Other Internal-Use Software (Subtopic 350-40) – Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*. The amendments in this update apply to an entity who is a customer in a hosting arrangement accounted for as a service contract. The update requires a customer in a hosting arrangement to capitalize certain implementation costs. Costs associated with the application development stage of the implementation should be capitalized and costs with the other stages should be expensed. For instance, costs for training and data conversion should be expensed. The capitalized implementation costs should be expensed over the term of the hosting arrangement, which is the noncancelable period plus periods covered by an option to extend if the customer is reasonably certain to exercise the option. Impairment of the capitalized costs should be considered similar to other intangibles. The effective date of this update is effective for annual reporting periods beginning after December 15, 2019 for public entities and after December 15, 2020 for all other entities with early adoption permitted. The Company is a customer in a hosting arrangement and may enter into new arrangements in the future. The Company adopted the standard during the second quarter of fiscal year 2020. This standard did not have a material impact on the Company’s condensed consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13 *Fair Value Measurement (Topic 820) Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*. This ASU eliminates, amends, and adds disclosure requirements for fair value measurements. The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company adopted the standard during the second quarter of fiscal year 2020. This standard did not have a material impact on the Company’s condensed consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07 *Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting*. The amendments in this update expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. Prior to this update, equity-based payments to non-employees was accounted for under Subtopic 505-50 resulting in significant differences between the accounting for share-based payments to non-employees as compared to employees. One of the most significant changes is that non-employee share-based awards (classified as equity awards) may be measured at grant-date fair value and not have to be continually revalued until the service/goods are rendered. The update also indicates that share-based awards related to financing and awards granted to a customer in conjunction with selling goods or services are not included in Topic 718. This standard is effective for interim and annual reporting periods beginning after December 15, 2018 for public entities and December 15, 2019 for all other entities. Early adoption is permitted, but no earlier than an entity's adoption date of Topic 606. The Company adopted the standard during the first quarter of fiscal year 2020. This standard did not have a material impact on the Company's condensed consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04 *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which amends and simplifies the accounting standard for goodwill impairment. The new standard removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount a reporting unit's carrying value exceeds its fair value, limited to the total amount of goodwill allocated to that reporting unit. The new standard is effective for annual and any interim impairment tests for periods beginning after December 15, 2019. The Company adopted the standard during the fourth quarter of fiscal year 2020. This standard did not have a material impact on the Company's condensed consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 *Leases (Topic 842)*. Under the new guidance, lessees will be required to recognize for all leases (with the exception of short-term leases) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

Effective July 1, 2019, the Company adopted the requirements of Accounting Standards Update No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). All amounts and disclosures set forth in this Annual Report on Form 10-K have been updated to comply with this new standard with results for reporting periods beginning after July 1, 2019 presented under ASU 2016-02, while prior period amounts and disclosures are not adjusted and continue to be reported under the accounting standards in effect for the prior period.

## Results of Operations – Fiscal Years Ended June 30, 2020 and 2019

### Revenue

	<u>Year Ended</u> <u>June 30, 2020</u>	<u>\$</u> <u>Change</u>	<u>%</u> <u>Change</u>	<u>Year Ended</u> <u>June 30, 2019</u>
Revenue	\$ 20,038,054	\$ (1,131,554)	-5%	\$ 21,169,608

During the fiscal year ended June 30, 2020, the Company had revenue of \$20,038,054 compared to \$21,169,608 for the year ended June 30, 2019, a 5% decrease. This \$1,131,554 decrease was primarily due to our planned reduction of one-time revenue offset by a 13% increase in recurring revenue and the increase in revenue attributable to Marketplace. Marketplace growth principally reflects the adoption of sourcing hard to find items including personal protection equipment ("PPE") and other items sourced by grocery retailers, convenience stores, medical groups and others in light of the outbreak of COVID-19. Management believes that the awareness of Marketplace to source hard to get items may result in acceleration of the benefits of Marketplace to source products traditionally sourced by the Company's retail and wholesale partners.

Although no assurances can be given, we continue to focus our sales efforts on marketing our software services on a recurring subscription basis and placing less emphasis on transactional revenue. However, we believe there will continue to be a certain percentage of customers that will require buying a particular service outright (i.e. a license). We will continue to make our best effort to reduce this non-recurring transactional revenue when unnecessary.

The COVID-19 outbreak has created significant economic uncertainty and volatility, creating uncertainty regarding the impact of such outbreak on our business, operations and financial results. In this regard, the continued duration and impact of the outbreak on our operations and financial results cannot be determined at this time, although management currently believes that our ability to sell and provide our services and solutions resulting from shelter in place restrictions, and the closures of our and our clients' offices and facilities has extended sales cycles, and has therefore had an impact. While no assurances can be given, these events could materially and adversely affect our business, financial condition and results from operations.

#### Cost of Services and Product Support

	<u>Year Ended</u> <u>June 30, 2020</u>	<u>\$</u> <u>Change</u>	<u>%</u> <u>Change</u>	<u>Year Ended</u> <u>June 30, 2019</u>
Cost of service and product support	\$ 6,997,424	\$ 1,167,340	20%	\$ 5,830,084
Percent of total revenue	35%			28%

Cost of services and product support was \$6,997,424 or 35% of total revenue, and \$5,830,084 or 28% of total revenue for the years ended June 30, 2020 and 2019, respectively, an 20% increase. This increase of \$1,167,340 is primarily the result of (i) higher expense associated with MarketPlace; and (ii) an increase in hardware/software non-capitalized items required for updating our information systems security, and maintaining equipment licensing and other database systems.

#### Sales and Marketing Expense

	<u>Year Ended</u> <u>June 30, 2020</u>	<u>\$</u> <u>Change</u>	<u>%</u> <u>Change</u>	<u>Year Ended</u> <u>June 30, 2019</u>
Sales and marketing	\$ 5,775,309	\$ (231,288)	-4%	\$ 6,006,597
Percent of total revenue	29%			28%

The Company's sales and marketing expense was \$5,775,309, or 29% of total revenue, and \$6,006,597, or 28% of total revenue, for the fiscal years ended June 30, 2020 and 2019, respectively, a 4% decrease. This decrease in sales and marketing expense is due to a decrease in commissions from lower revenue and lower professional fees. Additionally, travel expenses decreased as a result of COVID-19 due to the Company suspending all unnecessary business-related travel.

#### General and Administrative Expense

	<u>Year Ended</u> <u>June 30, 2020</u>	<u>\$</u> <u>Change</u>	<u>%</u> <u>Change</u>	<u>Year Ended</u> <u>June 30, 2019</u>
General and administrative	\$ 4,948,443	\$ 206,238	4%	\$ 4,742,205
Percent of total revenue	25%			22%

The Company's general and administrative expense was \$4,948,443, or 25% of total revenue, and \$4,742,205 or 22% of total revenue for the years ended June 30, 2020 and 2019, respectively, a 4% increase. This \$206,238 increase is primarily due to an increase in bad debt expense offset by a decrease in rent, travel and professional service fees.

**Depreciation and Amortization Expense**

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Depreciation and amortization	\$ 838,866	\$ 237,433	39%	\$ 601,433
Percent of total revenue			4%	3%

The Company's depreciation and amortization expense was \$838,866 and \$601,433 for the years ended June 30, 2020 and 2019, respectively, a 39% increase. This increase is primarily due to the expansion of new equipment for the Company's information technology infrastructure, buildout of our corporate headquarters, and expansion of our data center in 2019.

**Other Income and Expense**

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Other income and (expense)	\$ 157,176	\$ 101,349	182%	\$ 55,827
Percent of total revenue			1%	<1%

Other income was \$157,176 compared to \$55,827 for the year ended June 30, 2019. This increase of \$101,349 for the year ended June 30, 2020 when compared to the year ended June 30, 2019 was due to lower interest rates and an increase in interest expense associated with financing arrangements for equipment purchased under a lease arrangement with a bank. Additionally, there was a loss on a sale of investment in the comparable prior period.

**Preferred Dividends**

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Preferred dividends	\$ 586,444	\$ 1	0%	\$ 586,443
Percent of total revenue			3%	2%

Dividends accrued on the Company's Series B Preferred and Series B-1 Preferred was \$586,444 for the year ended June 30, 2020, compared to dividends accrued on the Series B Preferred and Series B-1 Preferred of \$586,443 for the year ended June 30, 2019. Dividends remained flat in the comparable periods.

**Financial Position, Liquidity and Capital Resources**

We believe that 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 macroeconomic conditions, 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.

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Cash and Cash Equivalents	\$ 20,345,330	\$ 1,735,907	9%	\$ 18,609,423



We have historically funded our operations with cash from operations, equity financings, and borrowings from the issuance of debt, including our existing line of credit with U.S. Bank National Association, which line of credit was amended during the quarter ended March 31, 2020 to, among other matters, extend the maturity date to December 31, 2020 and increase the interest rate in the event of a default to 5% per annum.

Cash was \$20,345,330 and \$18,609,423 at June 30, 2020 and 2019, respectively. This 9% increase is principally the result of cash flow from operations and from the receipt of approximately \$1.1 million in proceeds from the PPP Loan .

**Net Cash Flows from Operating Activities**

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Cash provided by operating activities	\$ 4,196,139	\$ (382,716)	-8%	\$ 4,578,855

Net cash provided by operating activities is summarized as follows:

	<u>2020</u>	<u>2019</u>
Net income	\$ 1,593,269	\$ 3,902,406
Noncash expense and income, net	2,084,287	1,663,314
Net changes in operating assets and liabilities	518,583	(986,865)
	<u>\$ 4,196,139</u>	<u>\$ 4,578,855</u>

Net cash provided by operating activities for the year ended June 30, 2020 was \$4,196,139 compared to net cash provided by in operating activities of \$4,578,855 for the year ended June 30, 2019. Net cash provided by operating activities decreased 8% primarily as the result of decreased overall revenue, slower collections on existing accounts as a result of COVID 19, and higher operating expense associated with Marketplace. Noncash expense increased by \$420,973 in the year ended June 30, 2020 as compared to June 30, 2019 as a result of an increase in depreciation and accounts payable.

**Net Cash Flows Used in Investing Activities**

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Cash used in investing activities	\$ (650,422)	319,574	-33%	\$ (969,996)

Net cash used in investing activities for the year ended June 30, 2020 was \$650,422 compared to net cash used in investing activities of \$969,996 for the year ended June 30, 2019. This decrease in cash used in investing activities for the year ended June 30, 2020 was primarily due to the prior year expansion of new equipment for the Company's information technology infrastructure, buildout of our corporate headquarters, and expansion of our data center in 2019.

**Net Cash Flows from Financing Activities**

	<u>Year Ended June 30, 2020</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Year Ended June 30, 2019</u>
Cash provided by (used in) financing activities	\$ (1,809,810)	\$ (1,917,935)	-1774%	\$ 108,125

Net cash used in financing activities totaled \$1,809,810 for the year ended June 30, 2020 compared to net cash provided by financing activities of \$108,125 for the year ended June 30, 2019. The increase in net cash used in financing activities is primarily attributable to the receipt of approximately \$1.1 million from the proceeds from the PPP Loan, offset by an increase in cash used for the buyback of Common Stock.

**Liquidity and Working Capital**

At June 30, 2020, the Company had positive working capital of \$18,236,664, as compared with positive working capital of \$17,746,257 at June 30, 2019. This \$490,407 increase in working capital is primarily due to the receipt of cash from operations and the receipt of approximately \$1.1 million from proceeds received from the PPP Loan, offset by cash used in the buyback of Common Stock.

	As of June 30, 2020	As of June 30, 2019	Variance	
			Dollars	Percent
Current assets	\$ 27,148,911	\$ 26,548,874	\$ 600,037	2%

Current assets as of June 30, 2020 totaled \$27,148,911, an increase of \$600,037, as compared to \$26,548,874 as of June 30, 2019. The increase in current assets is primarily attributable to a decrease in prepaid expense and cash from the proceeds from the PPP Loan, offset by an increase in cash used to buyback Company Common Stock.

	As of June 30, 2020	As of June 30, 2019	Variance	
			Dollars	Percent
Current liabilities	\$ 8,912,247	\$ 8,802,617	\$ 109,630	1%

Current liabilities totaled \$8,912,247 as of June 30, 2020 as compared to \$8,802,617 as of June 30, 2019. The comparative increase in current liabilities is primarily attributable to a decrease of \$398,637 in accrued liabilities and accounts payable, an increase in operating lease liability of \$85,767 due to accounting changes, a decrease of \$72,440 in deferred revenue, and an increase in current portion of notes payable of \$494,940.

While no assurances can be given, management currently believes that the Company will continue to increase its cash flow from operations and working capital position in subsequent periods, and that it will have adequate cash resources to fund its operations and satisfy its debt obligations for at least the next 12 months.

**Contractual Obligations**

Total contractual obligations and commercial commitments as of June 30, 2020 are summarized in the following table:

	Payment Due by Year				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Finance lease obligations	\$ 920,754	\$ 310,242	610,512	-	-
Operating lease obligation	781,136	85,767	184,925	204,269	306,175
PPP loans	1,109,350	479,866	629,484	-	-

**Inflation**

The impact of inflation has historically not had a material effect on the Company's financial condition or results from operations; however, higher rates of inflation may cause retailers to slow their spending in the technology area, which could have an impact on the Company's sales.

**ITEM 7A.**

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Each of our contracts require payment in U.S. dollars. We therefore do not engage in hedging transactions to reduce our exposure to changes in currency exchange rates, although in the event any future contracts are denominated in a foreign currency, we may do so in the future. As a result, our financial results are not affected by factors such as changes in foreign currency exchange rates.

**ITEM 8.**

**FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information required hereunder in this Annual Report is set forth in the financial statements and the notes thereto beginning on Page F-1.

**ITEM 9.**

**CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A.**

**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 Exchange Act, as of June 30, 2020. 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 Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC 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) Management's Annual Report on Internal Control over Financial Reporting.**

We are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. With our participation, an evaluation of the effectiveness of our internal control over financial reporting was conducted as of June 30, 2020, based on the framework and criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our internal control over financial reporting was effective as of June 30, 2020.

**(c) Changes in Internal Controls over Financial Reporting.**

Our Chief Executive Officer and Chief Financial Officer have determined that there has been no change, 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, Company's internal control over financial reporting.

**ITEM 9B.**

**OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item will be incorporated by reference from Park City Group, Inc.'s definitive proxy statement, to be filed with the Securities and Exchange Commission on or before October 28, 2020.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item will be incorporated by reference from Park City Group, Inc.'s definitive proxy statement, to be filed with the Securities and Exchange Commission on or before October 28, 2020.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item will be incorporated by reference from Park City Group, Inc.'s definitive proxy statement, to be filed with the Securities and Exchange Commission on or before October 28, 2020.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item will be incorporated by reference from Park City Group, Inc.'s definitive proxy statement, to be filed with the Securities and Exchange Commission on or before October 28, 2020.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item will be incorporated by reference from Park City Group, Inc.'s definitive proxy statement, to be filed with the Securities and Exchange Commission on or before October 28, 2020.

PART IV

ITEM 15.

XHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibits, Financial Statements and Schedules

Exhibit Number	Description
<a href="#">3.1</a>	Articles of Incorporation <sup>(1)</sup>
<a href="#">3.2</a>	Certificate of Amendment <sup>(2)</sup>
<a href="#">3.3</a>	Certificate of Amendment <sup>(3)</sup>
<a href="#">3.4</a>	Certificate of Amendment <sup>(16)</sup>
<a href="#">3.5</a>	Amended and Restated Bylaws <sup>(14)</sup>
<a href="#">4.1</a>	Certificate of Designation of the Series B Convertible Preferred Stock <sup>(4)</sup>
<a href="#">4.2</a>	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. <sup>(12)</sup>
<a href="#">4.3</a>	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. <sup>(13)</sup>
<a href="#">10.1</a>	Subordinated Promissory Note, dated April 1, 2009, issued to Riverview Financial Corporation <sup>(5)</sup>
<a href="#">10.2</a>	Amendment to Loan Agreement and Note, by and between U.S. Bank National Association and the Company, dated September 15, 2009 <sup>(6)</sup>
<a href="#">10.3</a>	Amendment to Loan Agreement and Note, by and between U.S. Bank National Association and the Company, dated May 5, 2010 <sup>(7)</sup>
<a href="#">10.4</a>	ReposiTrak Omnibus Subscription Agreement <sup>(8)</sup>
<a href="#">10.5</a>	ReposiTrak Promissory Note <sup>(8)</sup>
<a href="#">10.6</a>	Fields Employment Agreement <sup>(10)</sup>
<a href="#">10.7</a>	Services Agreement <sup>(10)</sup>
<a href="#">10.8</a>	Employment Agreement by and between Todd Mitchell and Park City Group, Inc., dated September 28, 2015 <sup>(11)</sup>
<a href="#">10.9</a>	Amendment No. 1 to the Employment Agreement, by and between Park City Group, Inc., Randall K. Fields and Fields Management, Inc., dated July 1, 2016 <sup>(15)</sup>
<a href="#">10.10</a>	Amendment to Services Agreement <sup>(18)</sup>
<a href="#">10.11</a>	Amendment to Note, by and between U.S. Bank National Association and the Company, dated January 9, 2019 <sup>(19)</sup>
<a href="#">10.12</a>	Master Lease Agreement, dated January 9, 2019 <sup>(19)</sup>
<a href="#">10.13</a>	Employment Agreement by and between John Merrill and Park City Group, Inc., dated May 29, 2019 <sup>(20)</sup>
<a href="#">10.14</a>	Loan Agreement by and between U.S. Bank National Association and the Company, dated April 23, 2020 <sup>(21)</sup>
<a href="#">14.1</a>	Code of Ethics and Business Conduct <sup>(9)</sup>
<a href="#">21</a>	List of Subsidiaries <sup>(17)</sup>
<a href="#">23.1</a>	Consent of Haynie & Company, dated September 28, 2020 *
<a href="#">31.1</a>	Certification of Principal Executive Officer pursuant to Section 302 of Sarbanes Oxley Act of 2002 *
<a href="#">31.2</a>	Certification of Principal Financial Officer pursuant to Section 302 of Sarbanes Oxley Act of 2002 *
<a href="#">32.1</a>	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 *

- (1) Incorporated by reference from our Form DEF 14C dated June 5, 2002.
- (2) Incorporated by reference from our Form 10-QSB for the year ended Sept 30, 2005.
- (3) Incorporated by reference from our Form 10-KSB dated September 29, 2006.
- (4) Incorporated by reference from our Form 8-K dated July 21, 2010.
- (5) Incorporated by reference from our Form 8-K dated June 5, 2009.
- (6) Incorporated by reference from our Form 8-K dated September 30, 2009.
- (7) Incorporated by reference from our Form 8-K dated May 6, 2010.
- (8) Incorporated by reference from our Annual Report on Form 10-K dated September 23, 2013.
- (9) Incorporated by reference from our Form 10-KSB dated September 29, 2008.
- (10) Incorporated by reference from our Form 10-K dated September 11, 2014.
- (11) Incorporated by reference from our Form 8-K dated September 30, 2015.
- (12) Incorporated by reference from our Form 8-K dated January 14, 2016.
- (13) Incorporated by reference from our Form 8-K dated January 14, 2016.
- (14) Incorporated by reference from our Form 8-K dated October 21, 2016.
- (15) Incorporated by reference from our Form 10-Q dated November 7, 2016.
- (16) Incorporated by reference from our Form 8-K dated July 28, 2017.
- (17) Incorporated by reference from our Form 10-K dated September 13, 2017.
- (18) Incorporated by reference from our Form 10-Q dated May 10, 2018.
- (19) Incorporated by reference from our Form 8-K dated January 15, 2019.
- (20) Incorporated by reference from our Form 8-K dated May 31, 2019.
- (21) Incorporated by reference from our Form 8-K dated April 27, 2020.

\* Filed herewith

**IGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**PARK CITY GROUP, INC.**  
(Registrant)

Date: September 28, 2020

By: /s/ Randall K. Fields  
Principal Executive Officer,  
Chair of the Board and Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Randall K. Fields</u> Randall K. Fields	Chair of the Board and Director, Chief Executive Officer (Principal Executive Officer)	September 28, 2020
<u>/s/ John Merrill</u> John Merrill	Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)	September 28, 2020
<u>/s/ Robert W. Allen</u> Robert W. Allen	Director, and Compensation Committee Chair	September 28, 2020
<u>/s/ Peter J. Larkin</u> Peter J. Larkin	Director	September 28, 2020
<u>/s/ Ronald C. Hodge</u> Ronald C. Hodge	Director, and Audit Committee Chair	September 28, 2020

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and  
Stockholders of Park City Group, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Park City Group, Inc. (the Company) as of June 30, 2020 and 2019, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the two-year period ended June 30, 2020, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2020 and 2019, and the results of its operations and its cash flows for each of the years in the two-year period ended June 30, 2020, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Haynie & Company  
Salt Lake City, Utah  
September 28, 2020

We have served as the Company's auditor since 2016.



**PARK CITY GROUP, INC.**

**Consolidated**

**Balance Sheets**

<i>Assets</i>	<b>June 30, 2020</b>	<b>June 30, 2019</b>
<b>Current Assets</b>		
Cash	\$ 20,345,330	\$ 18,609,423
Receivables, net of allowance for doubtful accounts of \$251,954 and \$145,825 at June 30, 2020 and 2019, respectively	4,007,316	3,878,658
Contract asset – unbilled current portion	2,300,754	3,023,694
Prepaid expense and other current assets	495,511	1,037,099
<b>Total Current Assets</b>	<b>27,148,911</b>	<b>26,548,874</b>
<b>Property and equipment, net</b>	<b>3,003,402</b>	<b>2,972,257</b>
<b>Other Assets:</b>		
Deposits, and other assets	22,414	17,146
Prepaid expense – less current portion	77,030	-
Contract asset – unbilled long-term portion	838,726	1,659,110
Operating lease – right-of-use asset	781,137	-
Customer relationships	657,000	788,400
Goodwill	20,883,886	20,883,886
Capitalized software costs, net	18,539	70,864
<b>Total Other Assets</b>	<b>23,278,732</b>	<b>23,419,406</b>
<b>Total Assets</b>	<b>\$ 53,431,045</b>	<b>\$ 52,940,537</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 407,497	\$ 530,294
Accrued liabilities	1,123,528	1,399,368
Contract liability - deferred revenue	1,845,347	1,917,787
Lines of credit	4,660,000	4,660,000
Operating lease liability - current	85,767	-
Current portion of notes payable	310,242	295,168
Current portion of paycheck protection program loans	479,866	-
<b>Total current liabilities</b>	<b>8,912,247</b>	<b>8,802,617</b>
<b>Long-term liabilities</b>		
Operating lease liability – less current portion	695,369	-
Notes payable, less current portion	610,512	920,754
Paycheck protection program loans	629,484	-
<b>Total liabilities</b>	<b>10,847,612</b>	<b>9,723,371</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred Stock; \$0.01 par value, 30,000,000 shares authorized;		
Series B Preferred, 700,000 shares authorized; 625,375 shares issued and outstanding at June 30, 2020 and 2019;	6,254	6,254
Series B-1 Preferred, 550,000 shares authorized; 212,402 shares issued and outstanding at June 30, 2020 and 2019, respectively	2,124	2,124
Common Stock, \$0.01 par value, 50,000,000 shares authorized; 19,484,485 and 19,793,372 issued and outstanding at June 30, 2020 and 2019, respectively	194,847	197,936
Additional paid-in capital	75,271,097	76,908,566
Accumulated deficit	(32,890,889)	(33,897,714)
<b>Total stockholders' equity</b>	<b>42,583,433</b>	<b>43,217,166</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 53,431,045</b>	<b>\$ 52,940,537</b>

See accompanying notes to consolidated financial statements.

**PARK CITY GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of**

**perations**

	<b>For the Years Ended June 30,</b>	
	<b>2020</b>	<b>2019</b>
Revenue	\$ 20,038,054	\$ 21,169,608
Operating expense:		
Cost of revenue and product support	6,997,424	5,830,084
Sales and marketing	5,775,309	6,006,597
General and administrative	4,948,443	4,742,205
Depreciation and amortization	838,866	601,433
Total operating expense	<u>18,560,042</u>	<u>17,180,319</u>
Income from operations	1,478,012	3,989,289
Other income (expense):		
Interest income	224,908	247,059
Interest expense	(67,732)	(42,684)
Gain (loss) on disposition of investment	-	(148,548)
Income before income taxes	<u>1,635,188</u>	<u>4,045,116</u>
(Provision) for income taxes	<u>(41,919)</u>	<u>(142,710)</u>
Net income	<u>1,593,269</u>	<u>3,902,406</u>
Dividends on Preferred Stock	<u>(586,444)</u>	<u>(586,443)</u>
Net income applicable to common shareholders	<u>\$ 1,006,825</u>	<u>\$ 3,315,963</u>
Weighted average shares, basic	<u>19,651,000</u>	<u>19,849,000</u>
Weighted average shares, diluted	<u>19,863,000</u>	<u>20,368,000</u>
Basic earnings per share	<u>\$ 0.05</u>	<u>\$ 0.17</u>
Diluted earnings per share	<u>\$ 0.05</u>	<u>\$ 0.16</u>

See accompanying notes to consolidated financial statements.

**PARK CITY GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Stockholders'**

quity (Deficit)

	Series B Preferred Stock		Series B-1 Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, June 30, 2018	625,375	\$ 6,254	212,402	\$ 2,124	19,773,549	\$ 197,738	\$ 76,711,887	\$ (37,213,677)	\$ 39,704,326
Stock issued for:									
Accrued compensation	-	-	-	-	55,274	552	452,276	-	452,828
Cash	-	-	-	-	26,568	266	154,409	-	154,675
Preferred Dividends-Declared	-	-	-	-	-	-	-	(586,443)	(586,443)
Exercise of Option/Warrant	-	-	-	-	25,581	256	164,741	-	164,997
Redemption	-	-	-	-	-	-	(93,217)	-	(93,217)
Stock Buyback	-	-	-	-	(87,600)	(876)	(481,530)	-	(482,406)
Net income								3,902,406	3,902,406
Balance, June 30, 2019	625,375	6,254	212,402	2,124	19,793,372	197,936	76,908,566	(33,897,714)	43,217,166
Stock issued for:									
Accrued compensation	-	-	-	-	76,575	766	396,223	-	396,989
Cash	-	-	-	-	26,723	267	120,657	-	120,924
Preferred Dividends-Declared	-	-	-	-	-	-	-	(586,444)	(586,444)
Redemption	-	-	-	-	-	-	-	-	-
Stock Buyback	-	-	-	-	(412,185)	(4,122)	(2,154,349)	-	(2,158,471)
Net income								1,593,269	1,593,269
Balance, June 30, 2020	625,375	\$ 6,254	212,402	\$ 2,124	19,484,485	\$ 194,847	\$ 75,271,097	\$ (32,890,889)	\$ 42,583,433

See accompanying notes to consolidated financial statements.

**PARK CITY GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of**

**ash Flows**

	<b>For the Years Ended June 30,</b>	
	<b>2020</b>	<b>2019</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 1,593,269	\$ 3,902,406
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	803,002	601,433
Amortization of operating right of use asset	81,604	-
Stock compensation expense	399,681	551,881
Bad debt expense	800,000	510,000
Decrease (increase) in:		
Trade receivables	(205,718)	312,283
Long-term receivables, prepaids and other assets	1,279,674	(383,703)
Increase (decrease) in:		
Accounts payable	(122,797)	(960,140)
Accrued liabilities	(278,255)	462,194
Operating lease liability	(81,605)	-
Deferred revenue	(72,716)	(417,499)
Net cash provided by operating activities	<u>4,196,139</u>	<u>4,578,855</u>
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(650,422)	(1,447,880)
Sale of long-term investments	-	477,884
Net cash used in investing activities	<u>(650,422)</u>	<u>(969,996)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from employee stock purchase plans	120,923	-
Proceeds from exercises of options and warrants	-	164,997
Proceeds from issuance of note payable	1,109,350	1,268,959
Net increase in lines of credit	-	1,430,000
Dividends paid	(586,444)	(439,833)
Common stock buy-back	(2,158,471)	(482,406)
Payments on notes payable and capital leases	(295,168)	(1,833,592)
Net cash provided by (used in) financing activities	<u>(1,809,810)</u>	<u>108,125</u>
Net increase in cash and cash equivalents	1,735,907	3,716,984
Cash and cash equivalents at beginning of period	<u>18,609,423</u>	<u>14,892,439</u>
Cash and cash equivalents at end of period	<u>\$ 20,345,330</u>	<u>\$ 18,609,423</u>
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash paid for income taxes	<u>\$ 100,158</u>	<u>\$ 76,063</u>
Cash paid for interest	<u>\$ 16,042</u>	<u>\$ 146,889</u>
<b>Supplemental Disclosure of Non-Cash Investing and Financing Activities</b>		
Common Stock to pay accrued liabilities	<u>\$ 396,989</u>	<u>\$ 514,286</u>
Dividends accrued on Preferred Stock	<u>\$ 586,444</u>	<u>\$ 586,443</u>
Right-of-use asset	<u>\$ 862,741</u>	<u>\$ -</u>

See accompanying notes to consolidated financial statements.

PARK CITY GROUP, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
June 30, 2020 and June 30, 2019

NOTE 1. DESCRIPTION OF BUSINESS

Summary of Business

Park City Group, Inc., a Nevada corporation (“*Park City Group*”, “*We*”, “*us*”, “*our*” or the “*Company*”) is a Software-as-a-Service (“*SaaS*”) provider, and the parent company of ReposiTrak, Inc., a Utah corporation (“*ReposiTrak*”), which operates a business-to-business (“*B2B*”) e-commerce, compliance, and supply chain management platform that partners with retailers, wholesalers, and product suppliers to help them source, vet, and transact with their suppliers in order to accelerate sales, control risks, and improve supply chain efficiencies.

The Company is incorporated in the state of Nevada and has three principal subsidiaries: PC Group, Inc., a Utah corporation (98.76% owned) (“*PCG Utah*”); Park City Group, Inc., a Delaware corporation (100% owned) (“*PCG Delaware*”); and ReposiTrak (100% owned) (collectively, the “*Subsidiaries*”). All intercompany transactions and balances have been eliminated in the Company’s consolidated financial statements, which contain the operating results of the operations of PCG Delaware and ReposiTrak. Park City Group has no business operations separate from the operations conducted through its Subsidiaries.

Recent Developments

*FoodSourceUSA*. In April 2020, our solutions for stock replenishment, compliance, sourcing, food safety and risk management for the retail supply chain, is offering a new technology platform to address chronic imbalances in the food supply chain caused by the current coronavirus (“*COVID-19*”) crisis. The online platform, called FoodSourceUSA, will facilitate the identification and redistribution of excess perishable food products that are currently going to waste due to dramatically reduced foodservice sector volume, while serving the growing number of food-insecure communities around the country.

We will be providing the FoodSourceUSA sourcing platform to create visibility to excess inventory, process orders and deliver shipment information to government agencies who will manage logistics and delivery. Stakeholders in the system include providers of fresh meat, produce and dairy products, food banks, pantries and charitable groups serving those in need, along with a network of government agencies that will reimburse the providers fairly to create a sustainable supply chain.

*Paycheck Protection Loan*. On April 23, 2020, the Company received proceeds from a loan in the amount of approximately \$1.1 million (the “*PPP Loan*”) with U.S. Bank National Association (“*U.S. Bank*”) as lender (the “*Lender*”), pursuant to the Paycheck Protection Program of the Coronavirus Aid, Relief, and Economic Security Act (the “*CARES Act*”) as administered by the U.S. Small Business Administration (the “*SBA*”) (the “*Loan Agreement*”).

The PPP Loan matures on April 23, 2022 and bears interest at a rate of 1.00% per annum. Monthly principal and interest will commence on November 23, 2020. The Company did not provide any collateral or guarantees for the PPP Loan, nor did Company pay any facility charge to obtain the PPP Loan. The PPP Loan provides for customary events of default, including, among others, those relating to failure to make payment, bankruptcy, breaches of representations and material adverse effects. The Company may prepay the principal of the PPP Loan at any time without incurring any prepayment charges.

In accordance with the requirements of the CARES Act, the Company has used the proceeds from the PPP Loan primarily for payroll costs, covered rent payments, and covered utilities during the eight-week period commencing on the date of loan approval.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

The financial statements presented herein reflect the consolidated financial position of Park City Group and our 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 (“GAAP”) requires management to make estimates and assumptions that materially affect the amounts reported in the 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 (the “SEC”) 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 because of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company’s most critical accounting policies include revenue recognition, goodwill, other long-lived asset valuations, income taxes, stock-based compensation, and capitalization of software development costs.

**Concentration of Credit Risk and Significant Customers**

The Company maintains cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents. Financial instruments, which potentially subject the Company to concentration of credit risk, consist primarily of trade receivables. In the normal course of business, the Company provides credit terms to its customers. Accordingly, the Company performs ongoing evaluations of its customers and maintains allowances for possible losses. The provision is based on the overall composition of our accounts receivable aging, our prior history of accounts receivable write-offs, and our experience with specific customers.

Other factors indicating significant risk include customers that have filed for bankruptcy or customers for which we have less payment history to rely upon. We rely on historical trends of bad debt as a percentage of total revenue and apply these percentages to the accounts receivable which when realized have been within the range of management’s expectations. The Company does not require collateral from its customers.

The Company’s accounts receivable are derived from sales of products and services primarily to customers operating multilocation retail and grocery stores. The Company writes off accounts receivable when they are determined to be uncollectible. Changes in the allowances for doubtful accounts are recorded as bad debt expense and are included in general and administrative expense in our consolidated financial statements. Amounts that have been invoiced are recorded in accounts receivable (current and long-term), and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met.

The Company had two customers that accounted for greater than 10% of accounts receivable at June 30, 2020. Customer A had a balance of \$777,130 and \$326,000 and customer B had a balance of \$443,174 and \$886,174, for June 30, 2020 and June 30, 2019, respectively.

**Prepaid Expense and Other Current Assets**

Prepaid expense and other current assets include amounts for which payment has been made but the services have not yet been consumed. The Company’s prepaid expense is made up primarily of prepayments for hosted software applications used in the Company’s operations, maintenance agreements on hardware and software, and other miscellaneous amounts for insurance, membership fees and professional fees. Prepaid expense is amortized on a pro-rata basis to expense accounts as the services are consumed typically by the passage of time or as the service is used.

**Depreciation and Amortization**

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

	<b>Years</b>
Furniture and fixtures	5-7
Computer equipment	3
Equipment under capital leases	3
Long-term use equipment	10
Leasehold improvements	See below

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

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

	<b>Years</b>
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. Customers who are not completely satisfied with their software purchase may attempt to be reimbursed for their purchases outside the warranty period. For the years ending June 30, 2020 and 2019, the Company did not incur any expense associated with warranty claims.

**Adoption of ASC 718, Compensation – Stock Compensation**

From time to time, the Company issues shares of common stock as share-based compensation to employees and non-employees. The Company accounts for its share-based compensation to employees in accordance with FASB ASC 718, *Compensation – Stock Compensation*. Stock-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service or vesting period.

In prior periods through September 30, 2019, the Company accounted for share-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50, *Equity - Based Payments to Non-Employees*. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The final fair value of the share-based payment transaction is determined at the performance completion date. For interim periods, the fair value is estimated, and the percentage of completion is applied to that estimate to determine the cumulative expense recorded.

The Company adopted the standard during the second quarter of fiscal year 2020. This standard did not have a material impact on the Company's condensed consolidated financial statements.

**Adoption of ASU 2016-02 “Leases (Topic 842)”**

In February 2016, the FASB issued ASU 2016-02 “*Leases (Topic 842)*”. Under the new guidance, lessees will be required to recognize for all leases (with the exception of short-term leases) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

Effective July 1, 2019, the Company adopted the requirements of Accounting Standards Update No. 2016-02, “*Leases (Topic 842)*” (“*ASU 2016-02*”). All amounts and disclosures set forth in this Annual Report on Form 10-K have been updated to comply with this new standard with results for reporting periods beginning after July 1, 2019 presented under ASU 2016-02, while prior period amounts and disclosures are not adjusted and continue to be reported under the accounting standards in effect for the prior period.

The Company adopted the requirements of ASU 2016-02 utilizing the modified retrospective method of transition to identified leases as of July 1, 2019 (the “*effective date*”). The recognition of additional operating lease liabilities was \$82,517 for the current portion and \$760,172 for the long-term portion and corresponding operating right-of-use assets were recorded in the amount of \$842,689. This represents the operating lease existing as of the effective date which has a lease term of three years with the option for two additional three-year terms.

On June 21, 2018, the Company entered into an office lease at 5258 South Commerce Drive Suite D292, Murray, Utah 84107, providing for the lease of approximately 9,800 square feet, commencing on March 1, 2019. The monthly rent is \$10,200. The initial term of the lease is three years. The Company has the option of renewing for an additional two three-year terms.

## Revenue Recognition

The Company recognizes revenue as it transfers control of deliverables (products, solutions and services) to its customers in an amount reflecting the consideration to which it expects to be entitled. To recognize revenue, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied. The Company accounts for a contract based on the terms and conditions the parties agree to, the contract has commercial substance and collectability of consideration is probable. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience.

The Company may enter into arrangements that consist of multiple performance obligations. Such arrangements may include any combination of its deliverables. To the extent a contract includes multiple promised deliverables, the Company applies judgment to determine whether promised deliverables are capable of being distinct and are distinct in the context of the contract. If these criteria are not met, the promised deliverables are accounted for as a combined performance obligation. For arrangements with multiple distinct performance obligations, the Company allocates consideration among the performance obligations based on their relative standalone selling price. Standalone selling price is the price at which the Company would sell a promised good or service separately to the customer. When not directly observable, the Company typically estimates standalone selling price by using the expected cost plus a margin approach. The Company typically establishes a standalone selling price range for its deliverables, which is reassessed on a periodic basis or when facts and circumstances change.

For performance obligations where control is transferred over time, revenue is recognized based on the extent of progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the deliverables to be provided. Revenue related to fixed-price contracts for application development and systems integration services, consulting or other technology services is recognized as the service is performed using the output method, under which the total value of revenue is recognized based on each contract's deliverable(s) as they are completed and when value is transferred to a customer. Revenue related to fixed-price application maintenance, testing and business process services is recognized based on our right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered, in accordance with the practical expedient in ASC 606-10-55-18.

If the Company's invoicing is not consistent with the value delivered, revenue is recognized as the service is performed based on the method described above. The output method measures the results achieved and value transferred to a customer, which is updated as the project progresses to reflect the latest available information; such estimates and changes in estimates involve the use of judgment. The cumulative impact of any revision in estimates is reflected in the financial reporting period in which the change in estimate becomes known and any anticipated losses on contracts are recognized immediately. Revenue related to fixed-price hosting and infrastructure services is recognized based on the Company's right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered, in accordance with the practical expedient in ASC 606-10-55-18. If the Company's invoicing is not consistent with value delivered, revenue is recognized on a straight-line basis unless revenue is earned and obligations are fulfilled in a different pattern. The revenue recognition method applied to the types of contracts described above provides the most faithful depiction of performance towards satisfaction of the Company's performance obligations.

Revenue related to the Company's software license arrangements that do not require significant modification or customization of the underlying software is recognized when the software is delivered as control is transferred at a point in time. For software license arrangements that require significant functionality enhancements or modification of the software, revenue for the software license and related services is recognized as the services are performed in accordance with the methods described above. In software hosting arrangements, the rights provided to the customer, such as ownership of a license, contract termination provisions and the feasibility of the client to operate the software, are considered in determining whether the arrangement includes a license or a service. Revenue related to software maintenance and support is generally recognized on a straight-line basis over the contract period.

Management expects that incremental commission fees paid as a result of obtaining a contract are recoverable and therefore the Company capitalized them as contract costs. The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the asset that the Company otherwise would have recognized is one year or less.

Revenue related to transaction-based or volume-based contracts is recognized over the period the services are provided in a manner that corresponds with the value transferred to the customer to-date relative to the remaining services to be provided.



From time to time, the Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e. report revenue on a gross basis) or agent (i.e. report revenue on a net basis). In doing so, the Company first evaluates whether it controls the good or service before it is transferred to the customer. If the Company controls the good or service before it is transferred to the customer, the Company is the principal; if not, the Company is the agent. Determining whether the Company controls the good or service before it is transferred to the customer may require judgment.

The Company provides customers with assurance that the related deliverable will function as the parties intended because it complies with agreed-upon specifications. General updates or patch fixes are not considered an additional performance obligation in the contract.

Variable consideration is estimated using either the sum of probability weighted amounts in a range of possible consideration amounts (expected value), or the single most likely amount in a range of possible consideration amounts (most likely amount), depending on which method better predicts the amount of consideration to which we may be entitled. The Company includes in the transaction price variable consideration only to the extent it is probable that a significant reversal of revenue recognized will not occur within the uncertainty associated with the variable consideration is resolved. The Company's estimates of variable consideration and determination of whether to include estimated amounts in the transaction price may involve judgment and is based largely on an assessment of its anticipated performance and all information that is reasonably available to the Company.

The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist. The primary purpose of the Company's invoicing terms is to provide customers with simplified and predictable ways of purchasing its services, not to receive or provide financing from or to customers. The Company does not consider set up or transition fees paid upfront by its customers to represent a financing component, as such fees are required to encourage customer commitment to the project and protect us from early termination of the contract.

#### Trade Accounts Receivable and Contract Balances

We classify our right to consideration in exchange for deliverables as either a receivable or a contract asset (unbilled receivable). A receivable is a right to consideration that is unconditional (i.e. only the passage of time is required before payment is due). For example, we recognize a receivable for revenue related to our transaction or volume-based contracts when earned regardless of whether amounts have been billed. We present such receivables in trade accounts receivable, net in our consolidated statements of financial position at their net estimated realizable value. We maintain an allowance for doubtful accounts to provide for the estimated amount of receivables that may not be collected. The allowance is based upon an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables, judgment, and other applicable factors.

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are presented in current and other assets in our consolidated balance sheets and primarily relate to unbilled amounts on fixed-price contracts utilizing the output method of revenue recognition. The table below shows movements in contract assets:

	<u>Contract assets</u>
Balance – June 30, 2019	\$ 4,682,799
Revenue recognized during the period but not billed	600,200
Amounts reclassified to accounts receivable	(2,143,519)
Other	-
Balance – June 30, 2020	<u>\$ 3,139,480<sup>(1)</sup></u>

(1) Contract asset balances for June 30, 2020 include a current and a long-term contract asset, \$2,300,754 and \$838,726, respectively.

Our contract assets and liabilities are reported in a net position at the end of each reporting period. The difference between the opening and closing balances of our contract assets and deferred revenue primarily results from the timing difference between our performance obligations and the customer's payment. We receive payments from customers based on the terms established in our contracts, which may vary generally by contract type.

The table below shows movements in the deferred revenue balances (current and noncurrent) for the period:

	<b>Contract liability</b>
Balance – June 30, 2019	\$ 1,917,787
Amounts billed but not recognized as revenue	1,709,485
Revenue recognized related to the opening balance of deferred revenue	(1,781,925)
Other	-
Balance – June 30, 2020	<u>\$ 1,845,347</u>

Our contract assets and liabilities are reported in a net position on a contract by contract basis at the end of each reporting period. The difference between the opening and closing balances of our contract assets and deferred revenue primarily results from the timing difference between our performance obligations and the customer's payment. We receive payments from customers based on the terms established in our contracts, which may vary generally by contract type.

**Disaggregation of Revenue**

The table below presents disaggregated revenue from contracts with customers by customer geography and contract-type. We believe this disaggregation best depicts the nature, amount, timing and uncertainty of our revenue and cash flows that may be affected by industry, market and other economic factors:

Geography	For the Year Ended June 30, 2020			
	Subscription & support	Professional services	Transaction based	Total
North America	\$ 18,420,292	\$ 662,734	\$ 920,459	\$ 20,003,485
International	34,569	-	-	34,569
Total	<u>\$ 18,454,861</u>	<u>\$ 662,734</u>	<u>\$ 920,459</u>	<u>\$ 20,038,054</u>

**Software Development Costs**

The Company accounts for research costs of computer software to be sold, leased or otherwise marketed as expense until technological feasibility has been established for the product. Once technological feasibility is established, the company will occasionally capitalize software costs until the product is available for general release to customers. In these instances, the Company determines technological feasibility for its software products to have been reached when a working prototype is complete and meets or exceeds design specifications including functions, features, and technical performance requirements.

**Research and Development Costs**

Research and development costs include personnel costs, engineering, consulting, and contract labor and are expensed as incurred for software that has not achieved technological feasibility.

**Advertising Costs**

Advertising is expensed as incurred. Advertising costs were approximately \$54,048 and \$90,546 for the years ended June 30, 2020 and 2019, respectively.

**Income Taxes**

The Company recognizes deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

**Earnings Per Share**

Basic net income per common share ("*Basic EPS*") excludes dilution and is computed by dividing net income applicable to common shareholders by the weighted average number of shares of the Company's common stock, par value \$0.01 ("*Common Stock*") outstanding during the period. Diluted net income per common share ("*Diluted EPS*") reflects the potential dilution that could occur if stock options or other contracts to issue shares of Common Stock were exercised or converted into Common Stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an antidilutive effect on net income per share of Common Stock.

For the years ended June 30, 2020 and 2019 warrants to purchase 1,108,805 shares of Common Stock were included in the computation of diluted EPS due to the anti-dilutive effect. Warrants to purchase shares of Common Stock were outstanding at prices ranging \$4.00 from to \$10.00 per share at June 30, 2020.

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

	<b>Year ended June 30,</b>	
	<b>2020</b>	<b>2019</b>
Numerator		
Net income applicable to common shareholders	\$ 1,006,825	\$ 3,315,963
Denominator		
Weighted average common shares outstanding, basic	19,651,000	19,849,000
Warrants to purchase Common Stock	212,000	519,000
Weighted average common shares outstanding, diluted	19,863,000	20,368,000
Net income per share		
Basic	\$ 0.05	\$ 0.17
Diluted	\$ 0.05	\$ 0.16

### **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.

### **Cash and Cash Equivalents**

The Company considers all highly liquid investments purchased with an original maturity of twelve 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 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 of Financial Instruments**

The Company's financial instruments consist of cash, cash equivalents, receivables, payables, accruals and notes payable. The carrying amount of cash, cash equivalents, receivables, payables and accruals approximates fair value due to the short-term nature of these items. The notes payable also approximate fair value based on evaluations of market interest rates.

### **Reclassifications**

There were no reclassifications.

### **NOTE 3. INVESTMENTS**

During the year ended June 30, 2019, the Company sold its investment resulting in a \$148,548 loss on disposition of investment. Previously the Company had a 36% ownership in a privately held corporation.

Investee companies that are not consolidated, but over which the Company exercises significant influence, are accounted for under the equity method of accounting. Whether or not the Company exercises significant influence with respect to an investee depends on an evaluation of several factors including, among others, representation on the investee company's board of directors and ownership level, which is generally a 20% to 50% interest in the voting securities of the investee company.

Under the equity method of accounting, an investee company's accounts are not reflected within the Company's consolidated balance sheet and statements of operations; however, the Company's share of the earnings or losses of the investee company is reflected in the consolidated statements of operations. The Company's carrying value in an equity method investee company is reflected in the caption "Investments" in the Company's consolidated balance sheet.

When the Company's carrying value in an equity method investee company is reduced to zero, no further losses are recorded in the Company's consolidated financial statements unless the Company guaranteed obligations of the investee company or has committed additional funding. When the investee company subsequently reports income, the Company will not record its share of such income until it equals the amount of its share of losses not previously recognized.

**NOTE 4. RECEIVABLES**

Accounts receivable consist of the following at June 30:

	<b>2020</b>	<b>2019</b>
Accounts receivable	\$ 6,560,024	\$ 7,048,177
Allowance for doubtful accounts	(251,954)	(145,825)
	<u>\$ 6,308,070</u>	<u>\$ 6,902,352</u>

Accounts receivable consist of trade accounts receivable and unbilled amounts recognized as revenue during the year for which invoicing occurs subsequent to year-end. 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.

**NOTE 5. PROPERTY AND EQUIPMENT**

Property and equipment are stated at cost and consist of the following at June 30:

	<b>2020</b>	<b>2019</b>
Computer equipment	\$ 3,974,792	\$ 3,678,638
Furniture and equipment	2,185,295	1,833,074
Leasehold improvements	807,816	805,769
	<u>6,697,903</u>	<u>6,317,481</u>
Less accumulated depreciation and amortization	(3,964,501)	(3,345,224)
	<u>\$ 3,003,402</u>	<u>\$ 2,972,257</u>

Depreciation expense for the years ended June 30, 2020 and 2019 was \$619,277 and \$371,972, respectively.

**NOTE 6. CAPITALIZED SOFTWARE COSTS**

Capitalized software costs consist of the following at June 30:

	<b>2020</b>	<b>2019</b>
Capitalized software costs	\$ 2,737,312	\$ 2,737,312
Less accumulated amortization	(2,718,773)	(2,666,448)
	<u>\$ 18,539</u>	<u>\$ 70,864</u>

Amortization expense for the years ended June 30, 2020 and 2019 was \$52,326 and \$98,061, respectively.

**NOTE 7. ACQUISITION RELATED INTANGIBLE ASSETS, NET**

Customer relationships consist of the following at June 30:

	<b>2020</b>	<b>2019</b>
Customer relationships	\$ 5,537,161	\$ 5,537,161
Less accumulated amortization	(4,880,161)	(4,748,761)
	<u>\$ 657,000</u>	<u>\$ 788,400</u>

Amortization expense for the years ended June 30, 2020 and 2019 was \$131,400 and \$131,400, respectively.

Estimated aggregate amortization expense per year are as follows:

Years ending June 30:		
2021		\$ 131,400
2022		\$ 131,400
2023		\$ 131,400
2024		\$ 131,400
Thereafter		\$ 131,400

**NOTE 8. ACCRUED LIABILITIES**

Accrued liabilities consist of the following at June 30, 2020 and 2019:

	<b>2020</b>	<b>2019</b>
Accrued stock-based compensation	\$ 252,959	\$ 275,359
Accrued compensation	383,088	503,578
Accrued other liabilities	207,003	222,238
Accrued taxes	136,117	253,832
Accrued dividends	144,361	144,361
	<u>\$ 1,123,528</u>	<u>\$ 1,399,368</u>

**NOTE 9. NOTES PAYABLE**

The Company had the following notes payable obligations at June 30, 2020 and 2019:

<b>Notes Payable:</b>	<b>2020</b>	<b>2019</b>
Note payable to a bank, due in monthly installments of \$29,097 bearing interest at 4.99% due April 1, 2023 secured by related capital equipment	\$ 920,754	\$ 1,215,922
Unsecured Paycheck Protection Program loans which carries an interest rate of 1%. Principle payments begin on November 23, 2020 in the amount of \$61,429.	1,109,350	-
	<u>\$ 2,030,104</u>	<u>\$ 1,215,922</u>
Less current portion notes payable	(790,108)	(295,168)
	<u>\$ 1,239,996</u>	<u>\$ 920,754</u>

Maturities of notes payable at June 30, 2020 are as follows:

<b>Year ending June 30:</b>		
2021		\$ 790,108
2022		\$ 1,239,996

**Receipt of Loans under the Economic Injury Disaster Loan Program and the Paycheck Protection Program**

In response to COVID-19, the SBA is making small business owners eligible to apply for an Economic Injury Disaster Loan advance of up to \$10,000 under its Economic Injury Disaster Loan program (the “EIDL”). This advance provides economic relief to businesses that are currently experiencing a temporary loss of revenue. Park City Group also applied for and received the PPP Loan under the Paycheck Protection Program (the “PPP”) under the CARES Act, which was enacted March 27, 2020. The PPP Loan was issued by the Lender in the aggregate principal amount of \$1,099,350 and evidenced by a promissory note (the “Note”), dated April 23, 2020 issued by Park City Group to the Lender. The Note matures on April 23, 2022. The Note bears interest at a rate of 1.00% per annum, payable monthly commencing on November 23, 2020, following an initial deferral period as specified under the PPP. As of June 30, 2020, Park City Group had an accrual of \$0 for the interest on the PPP Loan. The Note may be prepaid by Park City Group at any time prior to maturity with no prepayment penalties. Proceeds from the PPP Loan will be available to Park City Group to fund designated expenses, including certain payroll costs and other permitted expenses, in accordance with the PPP. Under the terms of the PPP, up to the entire amount of principal and accrued interest of the PPP Loan may be forgiven to the extent that at least 75% of the PPP Loan proceeds are used for qualifying expenses as described in the CARES Act and applicable implementing guidance issued by the SBA under the PPP. Park City Group believes that it has used at least 75% of the PPP Loan amount for designated qualifying expenses and Park City Group plans to apply for forgiveness of the PPP Loan in accordance with the terms of the PPP. No assurance can be given that Park City Group will obtain forgiveness of the PPP Loan in whole or in part.

With respect to any portion of the PPP Loan that is not forgiven, the PPP Loan will be subject to customary provisions for a loan of this type, including customary events of default relating to, among other things, payment defaults, and breaches of the provisions of the Note and Loan Agreement.

**NOTE 10. LINES OF CREDIT**

On January 9, 2020, the Company and U.S. Bank entered into an amendment (the “Amendment”) to the outstanding Stand-Alone Revolving Note (the “Revolving Note”), preferred accompanying addendum. Pursuant to the Amendment, the parties agreed to (i) extend the maturity date to December 31, 2020 and (ii) increase the interest rate in the event of a default to 5% per annum.

The line of credit, as amended, is scheduled to mature on December 31, 2020. The balance on the line of credit at June 30, 2020 and June 30, 2019 was \$4,660,000.

**NOTE 11. DEFERRED REVENUE**

Deferred revenue consisted of the following at June 30:

	<u>2020</u>	<u>2019</u>
Subscription	\$ 1,596,228	\$ 1,606,985
Other	249,119	310,802
	<u>\$ 1,845,347</u>	<u>\$ 1,917,787</u>

**NOTE 12. INCOME TAXES**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Due to the tax rates being changed in 2018 we have used a federal and state blended rate of 26%.

Net deferred tax liabilities consist of the following components at June 30:

	<b>2020</b>	<b>2019</b>
Deferred tax assets:		
NOL Carryover	\$ 27,788,000	\$ 29,234,200
Allowance for Bad Debts	65,500	37,900
Accrued Expenses	52,000	55,700
Depreciation	(700,400)	(641,800)
Amortization	(565,100)	(277,300)
Valuation allowance	(26,640,000)	(28,408,700)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

The income tax provision differs from the amounts of income tax determined by applying the US federal income tax rate to pretax income from continuing operations for the years ended June 30, 2020 and 2019 due to the following:

	<b>2020</b>	<b>2019</b>
Book Income	\$ 414,250	\$ 1,039,326
Stock for Services	4,625	26,078
Change in accrual	(3,726)	(14,727)
Life Insurance	17,626	17,626
Meals & Entertainment	8,874	10,939
Change in Allowance	27,594	(1,923)
Change in Depreciation	(168,095)	(477,179)
NOL Utilization	(301,148)	(600,140)
Valuation allowance	<u>\$ -</u>	<u>\$ -</u>

At June 30, 2020, the Company had net operating loss carry-forwards of approximately \$106,877,000 that may be offset against past and future taxable income from the year 2019 through 2037. A significant portion of the net operating loss carryforwards began to expire in 2019. No tax benefit has been reported in the June 30, 2020 consolidated financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. In January of 2009 the Company acquired Prescient Applied Intelligence, Inc. which had significant net operating loss carryforwards. Due to the change in ownership, Prescient's net operating loss carryforwards may be limited as to use in future years. The limitation will be determined on a year-to-year basis. In June of 2015 the Company acquired Repositrak, Inc. which had significant net operating loss carryforwards. Due to the change in ownership, Repositrak's net operating loss carryforwards may be limited as to use in future years. The limitation will be determined on a year to year basis.

The Company determines whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, the Company measures the tax position to determine the amount to recognize in the financial statements. The Company performed a review of its material tax positions in accordance with these recognition and measurement standards.

The Company has concluded that there are no significant uncertain tax positions requiring disclosure, and there are not material amounts of unrecognized tax benefits.

The Company includes interest and penalties arising from the underpayment of income taxes in the consolidated statements of operations in the provision for income taxes. As of June 30, 2020, the Company had no accrued interest or penalties related to uncertain tax positions.



**NOTE 13. COMMITMENTS AND CONTINGENCIES**

**Leases**

On May 1, 2019, the Company completed the expansion of new equipment for the Company's information technology infrastructure, buildout of its corporate headquarters, and expansion of its collocation data center, which it completed using approximately \$1,269,000 (the "*Lease Amount*") of funds provided by U.S. Bank to finance equipment and services related to the Company's expansion and relocation pursuant to that certain lease agreement, originally entered into by and between the Company and U.S. Bank on January 9, 2019 (the "*Lease Agreement*"). Pursuant to the Lease Agreement, as of May 1, 2019, U.S. Bank is now leasing back the property and equipment purchased by the Company. Pursuant to the Lease Agreement, commencing May 1, 2019, the initial term of the lease shall be 48 months, the Lease Amount shall accrue interest at a rate of 5.0% per annum, and the Company shall be required to make monthly rental payments in the amount of approximately \$29,097 per month.

On June 21, 2018 the Company entered into an office lease at 5252 South Commerce Drive Suite D292, Murray, Utah 84107, providing for the lease of approximately 9,800 square feet for a period of three years, commencing on March 1, 2019. The monthly rent is \$10,200.

Minimum future payments, including principal and interest, under the non-cancelable capital leases are as follows:

Year ending June 30:		
2021	\$	471,564
2022	\$	430,764
2023	\$	290,470

From time to time the Company may enter into or exit from diminutive operating lease agreements for equipment such as copiers, temporary back up servers, etc. These leases are not of a material amount and thus will not in the aggregate have a material adverse effect on our business, financial condition, results of operation or liquidity.

**NOTE 14. EMPLOYEE BENEFIT PLAN**

The Company offers an employee benefit plan under Benefit Plan Section 401(k) of the Internal Revenue Code. Employees who have attained the age of 18 are eligible to participate. The Company, at its discretion, may match employee's contributions at a percentage determined annually by the Board of Directors. The Company does not currently match contributions. There were no expenses for the years ended June 30, 2020 and 2019.

**NOTE 15. STOCKHOLDERS EQUITY**

**Officers and Directors Stock Compensation**

Effective October 2018, the Board of Directors approved the following compensation for directors who are not employed by the Company:

- Annual cash compensation of \$75,000 payable at the rate of \$18,750 per quarter. The Company has the right to pay this amount in the form of shares of the Company's Common Stock.
- Upon appointment, outside independent directors receive a grant of \$150,000 payable in shares of the Company's restricted Common Stock calculated based on the market value of the shares of Common Stock on the date of grant. The shares vest ratably over a five-year period.
- Reimbursement of all travel expense related to performance of Directors' duties on behalf of the Company.

**Officers, Key Employees, Consultants and Directors Stock Compensation.**

In January 2013, the Board of Directors approved the Second Amended and Restated 2011 Stock Plan (the “*Amended 2011 Plan*”), which Amended 2011 Plan was approved by shareholders on March 29, 2013. Under the terms of the Amended 2011 Plan, all employees, consultants and directors of the Company are eligible to participate. The maximum aggregate number of shares of Common Stock that may be granted under the Amended 2011 Plan is 675,000 shares.

A Committee of independent members of the Company’s Board of Directors administers the Amended 2011 Plan. The exercise price for each share of Common Stock purchasable under any incentive stock option granted under the Amended 2011 Plan shall be not less than 100% of the fair market value of the Common Stock, as determined by the stock exchange on which the Common Stock trades on the date of grant. If the incentive stock option is granted to a shareholder who possesses more than 10% of the Company’s voting power, then the exercise price shall be not less than 110% of the fair market value on the date of grant. Each option shall be exercisable in whole or in installments as determined by the Committee at the time of the grant of such options. All incentive stock options expire after 10 years. If the incentive stock option is held by a shareholder who possesses more than 10% of the Company’s voting power, then the incentive stock option expires after five years. If the option holder is terminated, then the incentive stock options granted to such holder expire no later than three months after the date of termination. For option holders granted incentive stock options exercisable for the first time during any fiscal year and in excess of \$100,000 (determined by the fair market value of the shares of Common Stock as of the grant date), the excess shares of Common Stock shall not be deemed to be purchased pursuant to incentive stock options.

During the years ended June 30, 2020 and 2019 the Company issued 61,551 and 34,382 shares to its directors and 41,747 and 81,842 shares to employees and consultants, respectively, under the Amended 2011 Plan. The Company, under its share repurchase program approved by the Board of Directors on May 9, 2019 (the “*Share Repurchase Program*”), repurchased 412,185 shares of its Common Stock. Those shares were cancelled and returned to authorized but unissued shares. The Company holds no Treasury Stock. Vested and issued shares under the Amended 2011 plan for the fiscal year ending June 30, 2020 and June 30, 2019, totaling 16,059 and 31,078, respectively are included in the rollforward of Restricted Stock units below.

**Restricted Stock Units**

	<b>Restricted Stock Units</b>	<b>Weighted Average Grant Date Fair Value (\$/share)</b>
Outstanding at July 1, 2018	857,614	\$ 6.46
Granted	62,962	6.05
Vested and issued	(31,078)	10.77
Forfeited	(23,224)	10.03
Outstanding at June 30, 2019	866,274	5.47
Granted	1,008	4.96
Vested and issued	(16,059)	9.33
Forfeited	(13,799)	7.74
Outstanding at June 30, 2020	837,424	5.36

The number of restricted stock units outstanding at June 30, 2020 included 13,434 units that have vested but for which shares of Common Stock had not yet been issued pursuant to the terms of the agreement.

As of June 30, 2020, there was approximately \$4.5 million of unrecognized stock-based compensation expense under our equity compensation plans, which is expected to be recognized on a straight-line basis over a weighted average period of 3.47 years.

**Warrants**

Outstanding warrants were issued in connection with private placements of the Company's Common Stock and with the restructuring of the Series B Preferred that occurred in March of 2018. The following table summarizes information about fixed stock warrants outstanding at June 30, 2020:

Range of exercise prices	Warrants Outstanding at June 30, 2020			Warrants Exercisable at June 30, 2020		
	Number Outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable	Weighted average exercise price	
\$ 4.00	1,085,068	2.60	\$ 4.00	1,085,068	\$ 4.00	
\$ 10.00	23,737	2.57	10.00	23,737	10.00	
	<u>1,108,805</u>	2.60	\$ 4.13	<u>1,108,805</u>	\$ 4.13	

**Preferred Stock**

The Company's articles of incorporation currently authorizes the issuance of up to 30,000,000 shares of 'blank check' preferred stock, par value \$0.01 ("Preferred Stock") with designations, rights, and preferences as may be determined from time to time by the Company's Board of Directors, of which 700,000 shares are currently designated as Series B Preferred Stock ("Series B Preferred") and 550,000 shares are designated as Series B-1 Preferred Stock ("Series B-1 Preferred"). Both classes of Series B Preferred Stock pay dividends at a rate of 7% per annum if paid by the Company in cash, or 9% if paid by the Company by the issuance of additional shares of Series B Preferred, or Series B-1 Preferred, as applicable.

The Company does business with some of the largest retailers and wholesalers in the World. Management believes the Series B-1 Preferred favorably impacts the Company's overall cost of capital in that it is: (i) perpetual and, therefore, an equity instrument that positively impacts the Company's coverage ratios, (ii) possesses a below market dividend rate relative to similar instruments, (iii) offers the flexibility of a paid-in-kind (PIK) payment option, and (iv) is without covenants. After exploring alternative options for redeeming the Series B-1 Preferred, management determined that alternative financing options were materially more expensive, or would impair the Company's net cash position, which management believes could cause customer concerns and negatively impact the Company's ability to attract new business.

Section 4 of the Company's First Amended and Restated Certificate of Designation of the Relative Rights, Powers and Preferences of the Series B-1 Preferred Stock, as amended (the "Series B-1 COD") provides the Company's Board of Directors with the right to redeem any or all of the outstanding shares of the Company's Series B-1 Preferred for a cash payment of \$10.70 per share at any time upon providing the holders of Series B-1 Preferred at least ten days written notice that sets forth the date on which the redemption will occur (the "Redemption Notice").

As of June 30, 2020, a total of 625,375 shares of Series B Preferred and 212,402 shares of Series B-1 Preferred were issued and outstanding.

### Share Repurchase Program

On May 9, 2019, our Board of Directors approved the Share Repurchase Program, which allows for the repurchase of up to \$4.0 million shares of our Common Stock and may be made in privately negotiated transactions or in the open market at prices per share not exceeding the then-current market prices. From time-to-time, our Board may authorize increases to our Share Repurchase Program. The total remaining authorization for future shares of Common Stock repurchases under our Share Repurchase Program was \$1,359,123 as of June 30, 2020. Under the Share Repurchase Program, management has discretion to determine the dollar amount of shares to be repurchased and the timing of any repurchases in compliance with applicable laws and regulations, including Rule 12b-18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Share Repurchase Program expires 24 months following May 9, 2019, and it may be suspended for periods of time or discontinued at any time, at the Board’s discretion. Given the extreme uncertainty due to COVID-19, the Board suspended the Share Repurchase Program on March 17, 2020.

The following table provides information about the repurchases of our Common Stock registered pursuant to Section 12 of the Exchange Act, during the year ended June 30, 2020.

Period <sup>(1)</sup>	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Remaining Amount Available for Future Share Repurchases Under the Plans or Programs
July 1, 2019 – September 30, 2019:	79,954	\$ 6.43	167,554	\$ 3,000,235
October 1, 2019 – December 31, 2019:	174,615	\$ 4.80	324,169	\$ 2,162,557
January 1, 2020 – March 31, 2020:	157,616	\$ 5.11	499,785	\$ 1,359,123
April 1, 2020 – June 30, 2020:	-	-	-	\$ 1,359,123

(1) We close our books and records on the last calendar day of each month to align our financial closing with our business processes.

### NOTE 16. RECENT ACCOUNTING PRONOUNCEMENTS

In August 2018, the FASB issued ASU 2018-15 – *Intangibles – Goodwill and Other Internal-Use Software (Subtopic 350-40) – Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*. The amendments in this update apply to an entity who is a customer in a hosting arrangement accounted for as a service contract. The update requires a customer in a hosting arrangement to capitalize certain implementation costs. Costs associated with the application development stage of the implementation should be capitalized and costs with the other stages should be expensed. For instance, costs for training and data conversion should be expensed. The capitalized implementation costs should be expensed over the term of the hosting arrangement, which is the noncancelable period plus periods covered by an option to extend if the customer is reasonably certain to exercise the option. Impairment of the capitalized costs should be considered similar to other intangibles. The effective date of this update is effective for annual reporting periods beginning after December 15, 2019 for public entities and after December 15, 2020 for all other entities with early adoption permitted. The Company is a customer in a hosting arrangement and may enter into new arrangements in the future. The Company will apply the guidance for implementation costs of new hosting arrangements once adopted.

In August 2018, the FASB issued ASU 2018-13 *Fair Value Measurement (Topic 820) Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*. This ASU eliminates, amends, and adds disclosure requirements for fair value measurements. The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years.

In June 2018, the FASB issued ASU 2018-07 *Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting*. The amendments in this update expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. Prior to this update, equity-based payments to non-employees was accounted for under Subtopic 505-50 resulting in significant differences between the accounting for share-based payments to non-employees as compared to employees. One of the most significant changes is that non-employee share-based awards (classified as equity awards) may be measured at grant-date fair value and not have to be continually revalued until the service/goods are rendered. The update also indicates that share-based awards related to financing and awards granted to a customer in conjunction with selling goods or services are not included in Topic 718. This standard is effective for interim and annual reporting periods beginning after December 15, 2018 for public entities and December 15, 2019 for all other entities. Early adoption is permitted, but no earlier than an entity's adoption date of Topic 606. The Company adopted the standard in the first quarter of fiscal year 2020. This standard did not have a material impact on the Company's condensed consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04 *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which amends and simplifies the accounting standard for goodwill impairment. The new standard removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount a reporting unit's carrying value exceeds its fair value, limited to the total amount of goodwill allocated to that reporting unit. The new standard is effective for annual and any interim impairment tests for periods beginning after December 15, 2019.

In February 2016, the FASB issued ASU 2016-02 *Leases (Topic 842)*. Under the new guidance, lessees will be required to recognize for all leases (with the exception of short-term leases) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

Effective July 1, 2019, the Company adopted the requirements of Accounting Standards Update No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). All amounts and disclosures set forth in this Annual Report on Form 10-K have been updated to comply with this new standard with results for reporting periods beginning after July 1, 2019 presented under ASU 2016-02, while prior period amounts and disclosures are not adjusted and continue to be reported under the accounting standards in effect for the prior period.

**NOTE 17. RELATED PARTY TRANSACTIONS**

*Service Agreement.* During the year ended June 30, 2020, 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. Fields to perform the functions of President and Chief Executive Officer for the Company. Mr. Fields, FMI's designated executive, who also serves as the Company's Chair of the Board of Directors, controls FMI. The Company had no payables to FMI at June 30, 2020 and 2019 respectively, under the Service Agreement.

**NOTE 18. SUBSEQUENT EVENTS**

On July 30, 2020 the Company made an early repayment of the entire outstanding balance on its note payable due to U.S. Bank in the amount of \$960,208. The repayment amount included \$64,721 of accrued interest. No repayment penalties were incurred as a result of the transaction.

In accordance with the Subsequent Events Topic of the FASB ASC 855, we have evaluated subsequent events, through the filing date and noted no further subsequent events that are reasonably likely to impact the Company's financial statements.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in Registration Statement on Form S-8 of Park City Group, Inc., filed November 9, 2017, of our report dated September 28, 2020 relating to our audit of the consolidated financial statements appearing in the Annual Report on Form 10-K of Park City Group, Inc. for the year ended June 30, 2020, and to the reference to us under the heading "Experts" in the prospectus.

/s/ Haynie & Company  
Haynie & Company

Salt Lake City, Utah  
September 28, 2020

---

**CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER  
PURSUANT TO EXCHANGE ACT RULE 13A-14(A)**

I, Randall K. Fields, certify that:

1. I have reviewed this Annual Report on Form 10-K of Park City Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2020

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

---

**CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER  
PURSUANT TO EXCHANGE ACT RULE 13A-14(A)**

I, John Merrill, certify that:

1. I have reviewed this Annual Report on Form 10-K of Park City Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2020

By: /s/ John Merrill  
John Merrill  
Chief Financial Officer  
(Principal Financial Officer & Principal Accounting Officer)

---



**CERTIFICATION PURSUANT TO 18 U.S.C. Sec.1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Park City Group, Inc. (the "*Company*") on Form 10-K for the year ending June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, Randall K. Fields, Principal Executive Officer of the Company and I, John Merrill, Principal Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: September 28, 2020

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

Date: September 28, 2020

By: /s/ John Merrill  
John Merrill  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

---

