

Edgar Filing: PARK CITY GROUP INC - Form SC 13D/A

PARK CITY GROUP INC
Form SC 13D/A
September 11, 2002

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

SCHEDULE 13D
Amendment No. 1

under the Securities Exchange Act of 1934

PARK CITY GROUP, INC.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

31659S 10 7

(CUSIP Number)

General Partner
Andersen, Weinroth & Co. L.P.
1330 Avenue of the Americas, 36th Floor
New York, Ndeu York 10019
Telephone: 212-842-1600

with a copies to:

Edward W. Kerson, Esq.
Rabinowitz & Kerson LLP
161 Avenue of the Americas
New York, New York 10013-1205
Telephone (212) 768-1666

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 16, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | |
|----|--|--|
| 1 | NAME OF REPORTING PERSON | S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
| | AW Fields Acquisition, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [] |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | Not applicable | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | 7 | SOLE VOTING POWER |
| | NUMBER OF SHARES | -0- |
| | 8 | SHARED VOTING POWER |
| | BENEFICIALLY OWNED BY EACH REPORTING PERSON | 40,250,002 |
| | 9 | SOLE DISPOSITIVE POWER |
| | REPORTING PERSON | -0- |
| | 10 | SHARED DISPOSITIVE POWER |
| | WITH | 40,250,002 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 40,250,002 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | [] | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 19.6% | |

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14 TYPE OF REPORTING PERSON

OO

CUSIP No. 31659S 10 7

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

G. Chris Andersen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 40,250,002

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON -0-

PERSON

10 SHARED DISPOSITIVE POWER

WITH 40,250,002

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,250,002

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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19.6%

14 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Stephen D. Weinroth

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

7 SOLE VOTING POWER
NUMBER OF -0-
SHARES

8 SHARED VOTING POWER
40,281,252
BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER
-0-
EACH REPORTING PERSON

10 SHARED DISPOSITIVE POWER
40,281,252
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
40,281,252

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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19.7%

14 TYPE OF REPORTING PERSON

IN

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Item 1. Security and Issuer

This Schedule 13D relates to shares of common stock, \$.01 par value ("Common Stock"), of Park City Group, Inc. (formerly Fields Technologies, Inc.) (the "Company"). The address of the principal executive office of the Company is 333 Main Street, Park City, Utah 84060.

This amendment is being filed to amend the Schedule 13D filed with regard to the Common Stock beneficially owned by AW Fields Acquisition, LLC ("AW Fields"), Stephen D. Weinroth, and G. Chris Andersen filed July 30, 2002. The Schedule 13D is unchanged, except as otherwise set forth in this amendment.

Item 5. Interest in Securities of the Issuer

On July 9, 2002, the Company granted Stephen D. Weinroth an option to purchase up to an aggregate of 125,000 shares of Common Stock for \$0.08 a share. The option is exercisable as to 31,250 shares on September 30, 2002, and as to an additional 31,250 shares on each of December 31, 2002, March 31, 2003, and June 30, 2003, if Mr. Weinroth is then serving as a director of the Company. Accordingly, Mr. Weinroth currently beneficially owns 31,250 shares issuable upon exercise of the option. If Mr. Weinroth ceases to serve as a director before June 30, 2003, any portion of the option not then exercisable shall terminate. The option will terminate and cease to be exercisable on July 9, 2007, unless earlier terminated in accordance with its terms.

Pursuant to Section 5.4 of the Securities Purchase Agreement dated March 27, 2002 between AW Fields and the Company (the "SPA"), on August 16, 2002, the Company issued to AW Fields 8,458,334 shares of Common Stock, increasing the number of shares of Common Stock beneficially owned by AW Fields (excluding shares issuable upon exercise of the Warrant referred to below) from 11,666,667 to 20,125,001, and, pursuant to Sections 2 and 9 of the Warrant to Purchase Common Stock (the "Warrant") issued by the Company AW Fields on June 11, 2002 pursuant to the SPA, the exercise price at which the Warrant may be exercised was reduced from \$0.1725 to \$0.10, and the number of shares issuable upon exercise of the Warrant increased from 11,666,667 to 20,125,001.

The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference.

Except as set forth above, none of the Reporting Persons beneficially owns any shares of Common Stock.

Item 7. Material to be Filed as Exhibits

99.1 Joint Filing Agreement, dated September 10, 2002 among the Reporting Persons.

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SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete, and correct.

Dated: September 10, 2002

AW FIELDS ACQUISITION, LLC

By: AWEE II, LLC, its Class 1 Member

By: ANDERSEN, WEINROTH & CO., L.P.,
Its Class 1 Member

By: A.W. & CO. GP INC., its General Partner

By: /s/ Stephen D. Weinroth

Name: Stephen D. Weinroth
Title: President

/s/ G. Chris Andersen

G. Chris Andersen

/s/ Stephen D. Weinroth

Stephen D. Weinroth

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Exhibit Index

99.1 Joint Filing Agreement, dated September 10, 2002 among the Reporting Persons.

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Exhibit 99.1

JOINT FILING AGREEMENT

This will confirm the agreement among the undersigned that the Schedule 13d filed on or about this date and any amendments thereto with respect to beneficial ownership by the undersigned of shares of common stock, \$.01 par value, of Park City Group, Inc. (formerly Fields Technologies, Inc.) is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

Dated September 10, 2002

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AW FIELDS ACQUISITION, LLC

By: AWEE II, LLC, its Class 1 Member

By: ANDERSEN, WEINROTH & CO., L.P.,
Its Class 1 Member

By: A.W. & CO. GP INC., its General Partner

By: /s/ Stephen D. Weinroth

Name: Stephen D. Weinroth
Title: President

/s/ G. Chris Andersen

G. Chris Andersen

/s/ Stephen D. Weinroth

Stephen D. Weinroth