

Resonant Inc
Form SC 13D/A
August 18, 2017

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

RESONANT INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

76118L102

(CUSIP Number)

Michael J. Fox

Park City Capital, LLC

200 Crescent Court, Suite 1575

Dallas, Texas 75201

(214) 855-0800

With a Copy to:

Derek D. Bork

Thompson Hine LLP

3900 Key Center

127 Public Square

Cleveland, Ohio 44114

(216) 566-5500

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

August 17, 2017

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 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 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*).

CUSIP No. 76118L102 13D Page 2 of 6 Pages

NAME OF REPORTING PERSON

1

PARK CITY CAPITAL OFFSHORE MASTER, LTD.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

| | | | |
|--------------|---|------------------------|------------|
| NUMBER OF | 7 | SOLE VOTING POWER | 0 |
| SHARES | 8 | SHARED VOTING POWER | 1,035,000* |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 0 |

OWNED BY

EACH

| | | | |
|-----------|----|--------------------------|------------|
| REPORTING | 10 | SHARED DISPOSITIVE POWER | 1,035,000* |
|-----------|----|--------------------------|------------|

PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

1,035,000*

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

12

..

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

7.0%

TYPE OF REPORTING PERSON

14

CO

*Does not include warrants to purchase 335,000 shares of common stock.

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NAME OF REPORTING PERSON

1

PARK CITY CAPITAL, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..
(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO; AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

| | | | |
|--------------|-----------|--------------------------|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER | 0 |
| SHARES | 8 | SHARED VOTING POWER | 1,035,000* |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 0 |
| OWNED BY | | | |
| EACH | 10 | SHARED DISPOSITIVE POWER | 1,035,000* |
| REPORTING | | | |
| PERSON WITH | | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

1,035,000*

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

12

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

7.0%

TYPE OF REPORTING PERSON

14

IA

*Does not include warrants to purchase 335,000 shares of common stock.

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NAME OF REPORTING PERSON

1

MICHAEL J. FOX

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..
(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

PF; OO; AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

| | | | |
|--------------|-----------|--------------------------|--------------------|
| NUMBER OF | 7 | SOLE VOTING POWER | 28,667* |
| SHARES | 8 | SHARED VOTING POWER | 1,035,000** |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 28,667* |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER | 1,035,000** |
| PERSON WITH | | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

1,063,667***

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

12

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

7.2%

TYPE OF REPORTING PERSON

14

IN

*Does not include warrants to purchase 10,700 shares of common stock and 29,594 RSUs, of which 11,627 RSUs were granted to Mr. Fox on June 6, 2017.

**Does not include warrants to purchase 335,000 shares of common stock.

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This Amendment No. 6 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 6”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 26, 2015, as amended (as amended, the “Schedule 13D” or this “Statement”), with respect to the Common Stock, par value \$0.001 per share (the “Common Stock”), of Resonant Inc., a Delaware corporation (the “Company”). Capitalized terms used but not defined in this Amendment No. 6 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 6, the Schedule 13D remains unchanged.

Item 4. Purpose of Transaction.

Mr. Michael J. Fox has been a member of the Company’s Board of Directors since February 16, 2016. Mr. Fox is the managing member of Park City Capital LLC, the investment advisor of Park City Capital Offshore Master, Ltd.

Mr. Fox believes, and has expressed to the Company, that the Company’s current stock price does not reflect the true value of the Company based on the progress that the Company has made in recent quarters. Mr. Fox has also expressed that he believes the Company may be able to achieve a better outcome for shareholders by pursuing a sale of the Company, which he believes is likely to attract a buyer willing to value the Company more favorably than the current market for the Company’s stock. Mr. Fox has expressed, and expects to continue to express, that if the market continues to fail to reflect the Company’s true value, then he will take further actions to advance the case in support of selling the Company.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Statement, which agreement is set forth on the signature page to this Statement.

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SIGNATURE

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

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: August 18, 2017

**PARK CITY
CAPITAL
OFFSHORE
MASTER, LTD.**

**PARK CITY
CAPITAL, LLC**

By: /s/ Michael J. Fox By: /s/ Michael J. Fox
Michael J. Fox, Michael J. Fox,
Director Manager

MICHAEL J. FOX

By: /s/ Michael J. Fox
Michael J. Fox