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PARK CITY GROUP INC
Form S-8 POS
December 18, 2003

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

FORM S-8/A
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PARK CITY GROUP, INC.
(Exact name of registrant as specified in its charter)

NEVADA 37-1454128
(State or other jurisdiction of (I.R.S. Employer Identification)
incorporation or organization no.)

ISSUANCE OF S-8 STOCK TO CONSULTANTS/ADVISORS

(Full title of the plan)

Edward L. Clissold, Esq.
333 Main Street # 300; P.O. Box 5000
Park City, UT 84060

(Name and Address of agent for service)

(435) 649-2221

(Telephone number, including area code of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed maximum Offering price Per Share | Proposed Maximum Aggregate offering |
|--------------------------------------|-------------------------|---|-------------------------------------|
| Common | 5,000,000 | \$.045 | \$225,000 |

Part I

Item 1: N/A Plan Information: N/A
Item 2: N/A Registrant Information and Employee Plan Annual Information

Part II

Item 3: Incorporation of Documents by Reference

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- a) Quarterly Report 10-QSB for First Quarter Ended 9/30/02
- b) Quarterly Report 10-QSB for Second Quarter Ended 12/31/02
- c) Quarterly Report 10-QSB for Third Quarter Ended 03/31/02
- d) Annual Report 10-KSB for year ending 6/30/03
- e) Quarterly Report 10-QSB for First Quarter Ended 9/30/03

Item 4: Description of Securities

- a) Park City Group, Inc. Common Stock - \$0.01 par value
- b) 5,000,000 shares of S-8 registrable securities for compensatory purposes with consultants or advisors.

Item 5: N/A Interests of Named Experts and Counsel

Item 6: Indemnification of Directors and Officers

A director or officer of the Corporations shall not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except for: (1) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (2) the payment of dividends in violation of NRS 78.300.

Also the Corporation shall, to the fullest extent permitted by the provisions of ss.78.7502 of the Nevada Revised Statutes, as the same may be amended and supplemented, indemnify any and all officers and directors from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaw agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Item 7: N/A Exemption from Registration Claimed

Item 8: Exhibits

- Exhibit 8.1 Letter from Counsel
- Exhibit 23 Consent of Independent Auditors

Item 9: N/A Undertakings

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Park City State of Utah, on December 18, 2003. Pursuant to the requirements of the Securities Act of 1933, the following persons in their capacities and on the date indicated have signed this registration statement.

Registrant: PARK CITY GROUP, INC.

Registrant: PARK CITY GROUP, INC.

By: /s/ Randall K. Fields

By: /s/ Edward C. Dmytryk

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(Signature)
Name & Title: Randall K. Fields
CEO, President and Director

(Signature)
Name & Title: Edward C. Dmytryk
Director

BY: /s/ Bernard F. Brennan

BY: /s/ Thomas W. Wilson

(Signature)
Name & Title: Bernard F. Brennan; Director
Date:

(Signature)
Name & Title: Thomas W. Wilson, Jr.;
Director
Date:

BY: /s/ William R. Jones

BY: /s/ Anthony E. Meyer

(Signature)
Name & Title: William R. Jones; Director
Date:

(Signature)
Name & Title: Anthony E. Meyer,
Director
Date: