PARK CITY GROUP INC
Form 10-Q
February 14, 2012

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

FORM 10-Q

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

For the quarterly period ended December 31, 2011.

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

For the transition period from to .

Commission File Number 000-03718

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

Nevada	37-1454128
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

3160 Pinebrook Road; Park City, UT 84098
(Address of principal executive offices)

(435) 645-2000
(Registrant's telephone number)

Indicate by check market whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and 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. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large-accelerated filer,” “accelerated filer” and “smaller reporting

company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x
(Do not check if smaller reporting company)			

Indicate by checkmark if whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
¨Yes x No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common Stock, $0.01 par value: 11,829,056 shares as of February 14, 2012.

PARK CITY GROUP, INC.
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Exhibit 32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
	Signatures	

PARK CITY GROUP, INC.

Consolidated Condensed Balance Sheets

Assets		December 31, 2011 (unaudited)		June 30, 2011
Current assets:				
Cash and cash equivalents	$	942,327	$	2,618,229
Receivables, net of allowance of $55,000 and $15,581 at December 31, 2011 and June 30, 2011, respectively		1,524,059		2,059,773
Prepaid expenses and other current assets		217,225		265,818
Total current assets		2,683,611		4,943,820
Property and equipment, net		545,751		651,992
Other assets:				
Deposits and other assets		24,026		24,026
Customer relationships		2,973,809		3,184,967
Goodwill		4,805,933		4,805,933
Capitalized software costs, net		292,330		365,413
Total other assets		8,096,098		8,380,339
Total assets	$	11,325,460	$	13,976,151
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	$	526,604	$	790,914
Accrued liabilities		1,365,505		1,162,775
Deferred revenue		1,127,728		1,663,232
Capital lease obligations		72,979		107,547
Lines of credit		1,200,000		1,200,000
Notes payable		1,031,060		2,414,853
Total current liabilities		5,323,876		7,339,321
Long-term liabilities:				
Notes payable, less current portion		941,813		1,271,691
Capital lease obligations, less current portion		10,404		41,202
Total liabilities		6,276,093		8,652,214
Commitments and contingencies		-		-
Stockholders' equity:				
Series A Convertible Preferred Stock, $0.01 par value, 30,000,000 shares authorized; 676,749 and 667,955 shares issued and outstanding at December 31, 2011 and June 30, 2011, respectively		6,768		6,680

Series B Convertible Preferred Stock, $0.01 par value, 30,000,000 shares authorized; 411,927 shares issued and outstanding at December 31, 2011 and June 30, 2011		4,119		4,119
Common stock, $0.01 par value, 50,000,000 shares authorized; 11,774,939 and 11,612,460 shares issued and outstanding at December 31, 2011 and June 30, 2011, respectively		117,749		116,125
Additional paid-in capital		36,685,115		36,088,584
Accumulated deficit		(31,764,384)		(30,891,571)
Total stockholders' equity		5,049,367		5,323,937
Total liabilities and stockholders' equity	$	11,325,460	$	13,976,151

See accompanying notes to consolidated condensed financial statements.

PARK CITY GROUP, INC.
Consolidated Condensed Statements of Operations (unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
Revenues:				
Subscription	$ 1,681,000	$ 1,595,345	$ 3,423,131	$ 3,144,892
Maintenance	494,351	584,732	1,009,646	1,152,951
Professional services and other revenue	168,971	262,213	363,015	552,433
Software licenses	222,800	304,719	350,610	462,719
Total revenues	2,567,122	2,747,009	5,146,402	5,312,995
Operating expenses:				
Cost of services and product support	1,115,113	908,846	2,255,374	1,800,401
Sales and marketing	568,797	737,936	1,230,545	1,357,534
General and administrative	790,855	648,493	1,550,392	1,712,815
Depreciation and amortization	220,835	182,492	444,800	376,606
Total operating expenses	2,695,600	2,477,767	5,481,111	5,247,356
Income (loss) from operations	(128,478)	269,242	(334,709)	65,639
Other income (expense):				
Interest expense	(47,394)	(84,687)	(120,884)	(183,177)
Income (loss) before income taxes	(175,872)	184,555	(455,593)	(117,538)
(Provision) benefit for income taxes	-	-	-	-
Net income (loss)	(175,872)	184,555	(455,593)	(117,538)
Dividends on preferred stock	(208,867)	(206,975)	(417,220)	(414,070)
Net income (loss) applicable to common shareholders	$ (384,739)	$ (22,420)	$ (872,813)	$ (531,608)
Weighted average shares, basic and diluted	11,698,000	11,138,000	11,674,000	11,044,000
Basic and diluted loss per share	$ (0.03)	$ (0.00)	$ (0.07)	$ (0.05)

See accompanying notes to consolidated condensed financial statements.

PARK CITY GROUP, INC.

Consolidated Condensed Statements of Cash Flows (Unaudited)
For the Six Months Ended December 31,

	2011	2010
Cash Flows From Operating Activities:		
Net income (loss)	$ (455,593)	$ (117,538)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	444,800	376,606
Bad debt expense	69,194	2,888
Stock issued for compensation expense	563,175	363,071
Stock issued for litigation settlement	-	375,000
Decrease (increase) in:		
Trade receivables	466,520	73,452
Prepaids and other assets	48,593	(36,381)
(Decrease) increase in:		
Accounts payable	(264,310)	(266,007)
Accrued liabilities	54,985	(227,074)
Deferred revenue	(535,504)	96,639
Net cash provided by operating activities	391,860	640,656
Cash Flows From Investing Activities:		
Purchase of property and equipment	(54,318)	(24,973)
Capitalization of software costs	-	(197,051)
Net cash used in investing activities	(54,318)	(222,024)
Cash Flows From Financing Activities:		
Dividends paid	(247,156)	(123,578)
Proceeds from issuance of common stock	-	140,800
Proceeds from issuance of notes	137,028	-
Proceeds from issuance of warrants	12,749	-
Payments on notes payable and capital leases	(1,916,065)	(362,265)
Net cash used in financing activities	(2,013,444)	(345,043)
Net (decrease) increase in cash	(1,675,902)	73,589
Cash and cash equivalents at beginning of period	2,618,229	1,157,431
Cash and cash equivalents at end of period	$ 942,327	$ 1,231,020
Supplemental Disclosure of Cash Flow Information:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ 180,943	$ 144,564

Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Common stock to pay accrued liabilities	$ 418,434	$ 405,000
Dividends accrued on preferred stock	$ 417,220	$ 414,070
Dividends paid with preferred stock	$ 167,060	$ 162,230

See accompanying notes to consolidated condensed financial statements.

PARK CITY GROUP, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Park City Group, Inc. (the “Company”) is a Software-as-a-Service (“SaaS”) provider that brings unique visibility to the consumer goods supply chain, delivering actionable information that ensures product is on the shelf when the consumer expects it. Our service increases our customers’ sales and profitability while making lower inventory levels possible for both retailers and their suppliers.

The Company is incorporated in the state of Nevada. The Company’s 98.76% and 100% owned subsidiaries, Park City Group, Inc. and Prescient Applied Intelligence, Inc. (“Prescient”), respectively, are incorporated in the state of Delaware. All intercompany transactions and balances have been eliminated in consolidation.

The Company designs, develops, markets and supports proprietary software products. These products are designed to be used in businesses having multiple locations to assist in the management of business operations on a daily basis and communicate results of operations in a timely manner. In addition, the Company has built a consulting practice for business process improvement that centers around the Company’s proprietary software products and through establishment of a neutral and “trusted” third party relationship between retailers and suppliers. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors, and manufacturing companies which have operations in North America, Europe, Asia and the Pacific Rim.

We market our products to businesses primarily on a subscription basis. However, we also deliver our products on a license basis. Our efforts are focused on a direct sales model and indirectly through qualified partners and service providers.

The principal executive offices of the Company are located at 3160 Pinebrook Road, Park City, Utah 84098. The telephone number is (435) 645-2000. The website address is http://www.parkcitygroup.com.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements of the Company have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") on a basis consistent with the Company’s audited annual financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial information set forth therein. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to SEC rules and regulations, although the Company believes that the following disclosures, when read in conjunction with the audited annual financial statements and the notes thereto included in the Company’s most recent Annual Report on Form 10−K, are adequate to make the information presented not misleading. Operating results for the three and six months ended December 31, 2011 are not necessarily indicative of the operating results that may be expected for the fiscal year ending June 30, 2012.

Reclassification

Certain amounts in the 2010 financial statements have been reclassified to conform to the 2011 presentation.

Recent Accounting Pronouncements

In September 2011, the FASB issued ASU 2011-8, Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment, which amends previous guidance on the testing of goodwill for impairment; the guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The new guidance provides entities with the option of first assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If it is determined, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would still be required. The adoption of this updated authoritative guidance is not expected to have a significant impact on the Company's Condensed Consolidated Financial Statements.

In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities, an update to the authoritative guidance which requires disclosure information about offsetting and related arrangements for financial instruments and derivative instruments. The guidance provided by this update becomes effective for the Company in the first quarter of fiscal 2014. The adoption of this updated authoritative guidance is not expected to have a significant impact on the Company's Condensed Consolidated Financial Statements.

In December 2011, the FASB issued ASU 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, an update to the authoritative guidance which defers the effective date of the presentation of reclassification adjustments out of accumulated other comprehensive income. The guidance provided by this update becomes effective for the Company in the first quarter of fiscal 2013. The adoption of this updated authoritative guidance is not expected to have a significant impact on the Company's Condensed Consolidated Financial Statements.

Use of Estimates in the Preparation of Financial Statements

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles 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 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 as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company's most critical accounting policies include: income taxes, goodwill and other long-lived asset valuations, revenue recognition, stock-based compensation, and capitalization of software development costs.

Net Income and Income Per Common Share

Basic net income or loss per common share ("Basic EPS") excludes dilution and is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted net income or loss 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 anti-dilutive effect on net income (loss) per common share.

For the three and six months ended December 31, 2011 and 2010 options and warrants to purchase 251,529 and 855,502 shares of common stock, respectively, were not included in the computation of diluted EPS due to the anti-dilutive effect. For three and six months ended December 31, 2011 and 2010, 3,285,648 and 3,217,904 shares of common stock issuable upon conversion of the Company's Series A Convertible Preferred Stock ("Series A Preferred") and Series B Convertible Preferred Stock ("Series B Preferred"), respectively, were not included in the diluted EPS calculation as the effect would have been anti-dilutive.

NOTE 3. LIQUIDITY AND MANAGEMENT'S PLAN

Historically, the Company has financed its operations through operating revenues, loans from directors, officers and stockholders, loans from the Chief Executive Officer and majority shareholder, and private placements of equity securities.

At December 31, 2011, the Company had negative working capital of $2,640,265 when compared with negative working capital of $2,395,501 at June 30, 2011. This $244,764 decrease in working capital is principally the result of the use of cash to retire certain indebtedness in the six months ended December 31, 2011, a decrease in cash flow in the current period compared to the six months ended December 31, 2010, and a decrease in accounts receivable.

In connection with the retirement of certain indebtedness in the six months ended December 31, 2011, the Company reduced its total liabilities by approximately $2.4 million as compared to total liabilities at June 30, 2011. The reduction in total liabilities consisted of the retirement of certain promissory notes in the principal amount of approximately $1.5 million, which notes were originally issued in January 2009 to certain investors to partially finance the acquisition of Prescient (the "Prescient Notes"). The Prescient Notes had a maturity date of July 12, 2011, and required payment of interest at 12% per annum payable quarterly. In connection with the retirement of certain of the Prescient Notes, the Company extended the maturity date of the remaining issued and outstanding Prescient Notes, totaling $249,700, from July 12, 2011 to January 12, 2012. All principal and accrued and unpaid interest on the remaining Prescient Notes was subsequently paid on January 12, 2012.

The Prescient Notes were paid from existing cash and proceeds from the issuance of a new term note, dated June 28, 2011, in the principal amount of $350,000 (the "Term Note"). The Term Note bears interest at an annual rate of 3.95%. Principal and interest under the terms of the Term Note are payable in 35 installments of $10,355 each beginning August 15, 2011 and on the same date on each consecutive month thereafter until maturity, or July 15, 2014.

On September 12, 2011, the Company also entered into an Amendment to Loan Agreement and Note ("Second Amendment"), pursuant to which U.S. Bank National Association (the "Bank") has agreed to extend the maturity date of the Note. The Agreement permits borrowings of up to $1.2 million, of which $1.2 million was outstanding as of the date of the Second Amendment. Under the terms of the Second Amendment, the maturity date of the Note has been extended from September 30, 2011 to September 30, 2012 and the interest rate remained unchanged at 3.5% plus LIBOR.

On February 8, 2012, the Company entered into a Multiple Advance Promissory Note with the Bank in the total aggregate amount of $350,000. The Company may take advances on the Note. At the end of the initial annual period, the advanced capital will be converted to a four year amortizing Term Note. Interest on the advance prior to conversion is 3% plus the one month LIBOR rate. Interest on the four year amortizing Term Note is fixed over the term at 3% plus the five year Money Market rate.

While no assurances can be given, management currently intends to continue to reduce its indebtedness in subsequent periods utilizing existing cash resources and projected cash flow from operations. In addition, management may also continue to refinance or restructure certain of the Company's remaining indebtedness to extend the maturities of such indebtedness to address its short-term and long-term working capital requirements. Management believes that these initiatives will enable us to address our debt service requirements during the next twelve months, as well as fund our currently anticipated operations and capital spending requirements. The financial statements do not reflect any adjustments should cash flow from operations be insufficient to meet our spending and debt service requirements, and we are otherwise unable to refinance or restructure our indebtedness.

NOTE 4. STOCK-BASED COMPENSATION

The Company has agreements with a number of employees to issue stock grants vesting over 3-10 year terms. The vested portions of these grants are to be paid on each anniversary of the grant dates. Total shares under these agreements vesting and payable annually to employees are 233,971. The stock grant agreements were dated effective between July 1, 2008 and November 21, 2011.

NOTE 5. OUTSTANDING STOCK OPTIONS

The following tables summarize information about fixed stock options and warrants outstanding and exercisable at December 31, 2011:

		Options and Warrants Outstanding at December 31, 2011			Options and Warrants Exercisable at December 31, 2011	
Range of exercise prices		Number outstanding at December 31, 2011	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at December 31, 2011	Weighted average exercise price
Options						
$	1.50 - 2.50	14,280	1.58	$1.73	14,280	$1.73
Warrants						
$	1.80 - 3.30	237,249	0.81	$2.98	237,249	$2.98
		251,529	0.85	$2.91	251,529	$2.91

NOTE 6. RELATED PARTY TRANSACTIONS

In July 2010, the Company issued a total of 10,000, 349,626, and 52,301 shares of its Series B Preferred to Julie Fields, Riverview Financial, and Robert Allen, respectively (collectively, the "Related Parties"), in consideration for the termination of certain notes issued to the Related Parties by the Company in the amounts set forth below (the "Series B Exchange"), which amounts represent principal (the "Related Party Notes") due and payable under the Related Party Notes. Ms. Fields is the spouse of Randy Fields, the Chief Executive Officer of the Company. Riverview Financial Corp. is an entity controlled my Mr. Fields. Robert Allen is a director of the Company.

The Related Party Notes were originally issued in September 2008, in the case of the Related Party Notes issued to Mr. Allen and Riverview Financial Corp., and December 2008 in the case of the Related Party Note issued to Ms. Fields, and were issued principally to finance a portion of the purchase price of shares of Series E Preferred Stock of Prescient purchased by the Company. The purchase transaction was the first step in a plan to acquire Prescient in a merger transaction consummated in January 2009. In addition, the Related Party Note issued to Riverview Financial Corp. partially reflected certain fees owed to Riverview by the Company in the amount of $35,124 for guaranteeing amounts owed by the Company under a line of credit with the Bank, and $5,263 representing certain late fees owed Riverview by the Company resulting from the failure by the Company to pay certain amounts to Riverview under the terms of a Services Agreement between the Company and Riverview, dated July 1, 2005. The amounts under the Related Party Notes that were terminated in consideration for the issuance of the Series B Preferred, and the number of shares of Series B Preferred issued in connection with the Series B Exchange, is set forth below:

		Principal	No. of Shares of Series B Preferred
Julie Fields	$	100,000	10,000
Riverview Financial Corp.		3,496,260	349,626
Robert Allen		523,014	52,301
	$	4,119,274	411,927

NOTE 7. PROPERTY AND EQUIPMENT

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

	December 31, 2011 (unaudited)	June 30, 2011
Computer equipment	$ 2,052,183	$ 1,997,865
Furniture and fixtures	314,823	314,823
Leasehold improvements	141,043	141,043
	2,508,049	2,453,731
Less accumulated depreciation and amortization	(1,962,298)	(1,801,739)
	$ 545,751	$ 651,992

NOTE 8. CAPITALIZED SOFTWARE COSTS

Capitalized software costs consist of the following as of:

	December 31, 2011 (unaudited)	June 30, 2011
Capitalized software costs	$ 2,443,128	$ 2,443,128
Less accumulated amortization	(2,150,798)	(2,077,715)
	$ 292,330	$ 365,413

NOTE 9. ACCRUED LIABILITIES

Accrued liabilities consist of the following as of:

	December 31, 2011 (unaudited)	June 30, 2011
Accrued stock-based compensation	$ 425,104	$ 272,861
Accrued compensation	322,862	244,490
Unclaimed consideration related to Prescient Merger	263,277	263,714
Accrued dividends	215,703	212,699
Other accrued liabilities	116,675	87,068
Accrued interest	21,884	81,943
	$ 1,365,505	$ 1,162,775

NOTE 10. INCOME TAXES

The Company and its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various states. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2008.

NOTE 11. SUBSEQUENT EVENTS

In accordance with the Subsequent Events Topic of the FASB ASC 855, we have evaluated subsequent events and have determined that, other than the retirement of all Prescient Notes, as disclosed in Note 3, there are no additional subsequent events that require disclosure.

On February 8, 2012, the Company entered into a Multiple Advance Promissory Note with the Bank in the total aggregate amount of $350,000. The Company may take advances on the Note. At the end of the initial annual period, the advanced capital will be converted to a four year amortizing Term Note. Interest on the advance prior to conversion is 3% plus the one month LIBOR rate. Interest on the four year amortizing Term Note is fixed over the term at 3% plus the five year Money Market rate.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company's Annual Report on Form 10-K for the year ended June 30, 2011 is incorporated herein by reference.

Forward-Looking Statements

This Quarterly Report on Form 10-Q 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 those risks factors contained in our June 30, 2011 Annual Report on Form 10-K, incorporated herein by reference. Statements made herein are as of the date of the filing of this Form 10-Q 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.

Overview

Park City Group, Inc. (the "Company") is a Software-as-a-Service ("SaaS") provider that brings unique visibility to the consumer goods supply chain, delivering actionable information that ensures product is on the shelf when the consumer expects it. Our service increases our customers' sales and profitability while making lower inventory levels possible for both retailers and their suppliers.

The Company is incorporated in the state of Nevada. The Company's 98.76% and 100% owned subsidiaries, Park City Group, Inc. and Prescient Applied Intelligence, Inc. ("Prescient"), respectively, are incorporated in the state of Delaware. All intercompany transactions and balances have been eliminated in consolidation.

The Company designs, develops, markets and supports proprietary software products. These products are designed to be used in businesses having multiple locations to assist in the management of business operations on a daily basis and communicate results of operations in a timely manner. In addition, the Company has built a consulting practice for business process improvement that centers around the Company's proprietary software products and through establishment of a neutral and "trusted" third party relationship between retailers and suppliers. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors, and manufacturing companies which have operations in North America, Europe, Asia and the Pacific Rim.

We market our products to businesses primarily on a subscription basis. However, we also deliver our products on a license basis. Our efforts are focused on a direct sales model and indirectly through qualified partners and service providers.

The principal executive offices of the Company are located at 3160 Pinebrook Road, Park City, Utah 84098. The telephone number is (435) 645-2000. The website address is http://www.parkcitygroup.com.

Results of Operations

Comparison of the Three Months Ended December 31, 2011 to the Three Months Ended December 31, 2010.

Revenues

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Subscription	$ 1,681,000	$ 1,595,345	$ 85,655	5.4%
Maintenance	494,351	584,732	(90,381)	-15.5%
Professional services and other revenue	168,971	262,213	(93,242)	-35.6%
Software licenses	222,800	304,719	(81,919)	-26.9%
Total revenues	$ 2,567,122	$ 2,747,009	$ (179,887)	-6.6%

Total revenues were $2,567,122 and $2,747,009 for the three months ended December 31, 2011 and 2010, respectively, a 6.55% decrease. This $179,887 decrease in total revenues is principally due to a decrease in maintenance revenues of $90,381, a decrease in professional services and other revenues of $93,242, and a decrease in software license revenue of $81,919, partially offset by an $85,655 increase in subscription revenues. The decrease in non-subscription revenues was largely anticipated, and reflects management's emphasis on growing subscription revenue in future periods. Management believes that, as a percentage of total revenue, subscription revenue will continue to increase and license and maintenance revenue will continue to decrease, or remain volatile, as the Company continues its emphasis of marketing its services based on the SaaS model.

Subscription Revenue

Subscription revenue was $1,681,000 and $1,595,345 for the three months ended December 31, 2011 and 2010, respectively, an increase of 5.4% in the three months ended December 31, 2011 when compared with the three months ended December 31, 2010. The net increase of $85,655 is principally due to (i) the increase of subscription customers added to the Company's customer base caused by the expected addition of new contracts with suppliers ("spokes") connected to existing retail clients acquired by the Company ("hubs") during the last fiscal year, which contributed approximately $92,000 of new subscription revenue; and (ii) a $149,000 increase attributable to the growth of existing retailer and supplier subscriptions. The increase in subscription revenue was partially offset by a decrease of approximately $154,000 resulting from the non-renewal of existing customers primarily due to, among other factors, bankruptcy, acquisitions, or no longer doing business with a retailer. While no assurances can be given, the Company anticipates that revenue from subscription-based services will continue to increase on a year-over-year basis, notwithstanding attrition of subscription agreements in the ordinary course upon contract expirations, which occurred in the quarter ended December 31, 2011. Management currently anticipates that such attrition will be approximately 5% of subscription revenue annually, including in the year ending June 30, 2012.

The Company continues to focus its strategic initiatives on increasing the number of retailers, suppliers and manufacturers that use its software on a subscription basis, as well as contracting with suppliers to connect to our retail customers signed up in previous quarters, therefore leveraging our "hub and spoke" business model. While management believes that marketing its suite of software solutions as a renewable and recurring subscription is an effective strategy, it cannot be assured that subscribers will renew the service at the same level in future years, propagate services to new categories, or recognize the need for expanding the service offering of the Company's suite of actionable products and services.

Maintenance Revenue

Maintenance and support revenue was $494,351 and $584,732 for the three months ended December 31, 2011 and 2010, respectively, a decrease of 15.5% in the three months ended December 31, 2011 compared with the three months ended December 31, 2010. The net decrease of $90,381 is principally due to (i) the non-renewal of maintenance contracts resulting in a reduction of maintenance revenue of $115,000. This decrease in revenue was partially offset by the addition of approximately $25,000 from new maintenance customers and net increases to existing customers. Large one-time license sales and associated maintenance is expected to continue to decline over time. The decrease in maintenance revenue is due to the Company's emphasis on subscription-based sales. While management believes maintenance and support services are essential to its customers, due to macroeconomic conditions, business combinations, and the historical reliability of the Company’s suite of products, from time to time, customers may not perceive the ongoing value of paying for maintenance when the frequency of maintenance activities needed by a customer becomes infrequent.

Professional Services and Other Revenue

Professional services and other revenue was $168,971 and $262,213 for the three months ended December 31, 2011 and 2010, respectively, a decrease of 35.6%. The $93,242 decrease in professional services revenue for the three months ended December 31, 2011 when compared to the three months ended December 31, 2010 is due to a decrease in the average revenue per customer implementation that occurred during the current quarterly period compared to the quarter ended December 31, 2010. Management believes that professional services may experience periodic fluctuations as a result of (i) timing of implementations, (ii) scope of services to be provided, (iii) size of the retailer or supplier, or (iv) the Company's analytics offerings and change-management services becoming a natural addition to its software as a service (SaaS) product suite.

Software License Revenue

Software license revenues was $222,800 and $304,719 for the three months ended December 31, 2011 and 2010, respectively, a decrease of 26.9%. The $81,919 decrease in license revenue for the three months ended December 31, 2011 when compared to the three months ended December 31, 2010 is primarily due to lower sales to existing customers during the three months ended December 31, 2011 compared to typically larger new customer sales during the same period last year. While the Company continues its emphasis on the sale of subscription based services, large one-time license sales and associated maintenance is expected to continue to decline over time. Management believes that it is difficult to predict and forecast future software license sales. The Company has not eliminated the sale of its suite of products on a license basis and from time to time it will sell additional licenses to new or existing customers; however, it is difficult to ascertain the timing or the amount of the license.

Cost of Services and Product Support

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Cost of services and product support	$1,115,113	$908,846	$206,267	22.7 %
Percent of total revenues	43.4 %	33.1 %		

Cost of services and product support was $1,115,113 and $908,846 for the three months ended December 31, 2011 and 2010, respectively, a 22.7% increase in the three months ended December 31, 2011 compared with the three months ended December 31, 2010. This increase of $206,267 for the quarter ended December 31, 2011 when compared with the same period ended December 31, 2010 is principally due to (i) a $87,000 increase in payroll and other head count related expenses, payroll taxes related to stock compensation, and an increase in benefit costs; (ii) $108,000 of costs capitalized during the prior year; and (iii) an increase of $14,000 from the use of contractors and outside consulting support. These increases were partially offset by a decrease of approximately $3,000 in software maintenance contracts and other facility related costs.

Sales and Marketing Expense

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Sales and marketing	$ 568,797	$ 737,936	$ (169,139)	-22.9%
Percent of total revenues	22.2%	26.9%		

Sales and marketing expense was $568,797 and $737,936 for the three months ended December 31, 2011 and 2010, respectively, a 22.9% decrease. This $169,139 decrease over the comparable quarter was primarily the result of (i) a decrease of approximately $106,000 in payroll and other head count related expenses; (ii) a decrease in bonuses and commission expenses of $62,000; (ii) a decrease of approximately $13,000 in advertising, marketing, and travel related expenditures. These decreases were partially offset by an increase of $14,000 in marketing allowances.

General and Administrative Expense

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
General and administrative	$ 790,855	$ 648,493	$ 142,362	22.0%
Percent of total revenues	30.8%	23.6%		

General and administrative expense was $790,855 and $648,493 for the three months ended December 31, 2011 and 2010, respectively, a 22% increase in the three months ended December 31, 2011 compared with the three months ended December 31, 2010. This $142,362 increase when comparing expenditures for the quarter ended December 31, 2011 with the same period ended December 31, 2010 is principally due (i) an increase of approximately $135,000 in payroll, bonus, and other compensation related expenses; and (ii) a $24,000 increase in bad debt expense. These increases were partially offset by a decrease of $17,000 in shareholder costs, professional fees, and facilities related expenses.

Depreciation and Amortization Expense

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Depreciation and amortization	$ 220,835	$ 182,492	$ 38,343	21.0%
Percent of total revenues	8.6%	6.6%		

Depreciation and amortization expense was $220,835 and $182,492 for the three months ended December 31, 2011 and 2010, respectively, an increase of 21% in the three months ended December 31, 2011 compared with the three months ended December 31, 2010. This increase of $38,343 for the quarter ended December 31, 2011 when compared to the quarter ended December 31, 2010 is due to (i) a $16,400 increase in amortization related to the completion of capitalized software projects; and (ii) increased depreciation expense of $22,000.

Other Income and Expense

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Interest expense	$ 47,394	$ 84,687	$ (37,293)	-44.0%
Percent of total revenues	1.8%	3.1%		

Net interest expense was $47,394 and $84,687 for the three months ended December 31, 2011 and 2010, respectively. This $37,293 decrease is principally due to a decrease in interest expense resulting from retirement of Prescient Notes in the principal amount of approximately $1.5 million.

Preferred Dividends

	Fiscal Quarter Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Preferred dividends	$ 208,867	$ 206,975	$ 1,892	0.9%
Percent of total revenues	8.1%	7.5%		

Dividends accrued on the Company's Series A Preferred and Series B Preferred was $208,867 and $206,975 for the three months ended December 31, 2011 and 2010, respectively. Holders of Series A Preferred are entitled to a 5.00% annual dividend payable quarterly in either cash or additional Series A Preferred at the option of the Company with fractional shares paid in cash. Holders of Series B Preferred are entitled to a 12.00% annual dividend payable quarterly in cash.

Comparison of the Six Months Ended December 31, 2011 to the Six Months Ended December 31, 2010.

Revenues

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Subscription	$ 3,423,131	$ 3,144,892	$ 278,239	8.8%
Maintenance	1,009,646	1,152,951	(143,305)	-12.4%
Professional services and other revenue	363,015	552,433	(189,418)	-34.3%
Software licenses	350,610	462,719	(112,109)	-24.2%
Total revenues	$ 5,146,402	$ 5,312,995	$ (166,593)	-3.1%

Total revenues were $5,146,402 and $5,312,995 for the six months ended December 31, 2011 and 2010, respectively, a 3.1% decrease. This $166,593 decrease in total revenues is principally due to a $143,305 decrease in maintenance revenues, a $189,418 decrease in professional services and other revenues, and a $112,109 decrease in software license revenues, partially offset by a an increase in subscription revenues of $278,239. Management believes that, as a percentage of total revenue, subscription revenue will continue to increase and license and maintenance revenue will continue to decrease, or remain volatile, as the Company continues its emphasis of marketing its services based on the SaaS model.

Subscription Revenue

Subscription revenue was $3,423,131 and $3,144,892 for the six months ended December 31, 2011 and 2010, respectively, an increase of 8.8% in the six months ended December 31, 2011 when compared with the six months ended December 31, 2010. The net increase of $278,239 is principally due to (i) the increase of subscription customers added to the Company's customer base caused by the expected addition of new contracts with suppliers ("spokes") connected to existing retail clients acquired by the Company ("hubs") during the last fiscal year, which contributed approximately $147,000 of new subscription revenue; and (ii) a $338,000 increase attributable to the growth of existing retailer and supplier subscriptions. The increase in subscription revenue was partially offset by a decrease of approximately $206,000 resulting from the non-renewal of existing customers primarily due to bankruptcy, acquisitions, or no longer doing business with a retailer. While no assurances can be given, the Company anticipates that revenue from subscription-based services will continue to increase on a year-over-year basis, notwithstanding attrition of subscription agreements in the ordinary course upon contract expirations, which occurred in the quarter ended December 31, 2011. Management currently anticipates that such attrition will be approximately 5% of subscription revenue annually, including in the year ending June 30, 2012.

The Company continues to focus its strategic initiatives on increasing the number of retailers, suppliers and manufacturers that use its software on a subscription basis, as well as contracting with suppliers to connect to our retail customers signed up in previous quarters, therefore leveraging our "hub and spoke" business model. While management believes that marketing its suite of software solutions as a renewable and recurring subscription is an effective strategy, it cannot be assured that subscribers will renew the service at the same level in future years, propagate services to new categories, or recognize the need for expanding the service offering of the Company's suite of actionable products and services.

Maintenance Revenue

Maintenance and support revenue was $1,009,646 and $1,152,951 for the six months ended December 31, 2011 and 2010, respectively, a decrease of 12.4% in the six months ended December 31, 2011 compared with the six months

ended December 31, 2010. The net decrease of $143,305 is principally due to the non-renewal of maintenance contracts resulting in a reduction of maintenance revenue of $207,000. This decrease in revenue was partially offset by the addition of approximately $18,000 in new maintenance revenue and approximately $46,000 of net increases to existing customers. Large one-time license sales and associated maintenance is expected to continue to decline over time. The decrease in maintenance revenue is due to the Company's emphasis on subscription-based sales. While management believes maintenance and support services are essential to its customers, due to macroeconomic conditions, business combinations, and the historical reliability of the Company's suite of products, from time to time, customers may not perceive the ongoing value of paying for maintenance when the frequency of maintenance activities needed by a customer becomes infrequent.

Professional Services and Other Revenue

Professional services and other revenue was $363,015 and $552,433 for the six months ended December 31, 2011 and 2010, respectively, a decrease of 34.3%. The $189,418 decrease in professional services revenue for the six months ended December 31, 2011 when compared to the six months ended December 31, 2010 is due to a decrease in the average contract size of customer implementations that occurred during the six months ended December 31, 2011 compared to the six months ended December 31, 2010. Management believes that professional services may experience periodic fluctuations as a result of (i) timing of implementations, (ii) scope of services to be provided, (iii) size of the retailer or supplier, or (iv) the Company's analytics offerings and change-management services becoming a natural addition to its software as a service (SaaS) product suite.

Software License Revenue

Software license revenue was $350,610 and $462,719 for the six months ended December 31, 2011 and 2010, respectively, a decrease of 24.2%. The $112,109 decrease in license revenue for the six months ended December 31, 2011 when compared to the six months ended December 31, 2010 is primarily due to sales to existing customers during to the six months ended December 31, 2011 compared to typically larger new customer sales during the same period last year. While the Company continues its emphasis on the sale of subscription based services, large one-time license sales and associated maintenance is expected to continue to decline over time. Management believes that it is difficult to predict and forecast future software license sales. The Company has not eliminated the sale of its suite of products on a license basis and from time to time it will sell additional licenses to new or existing customers; however, it is difficult to ascertain the timing or the amount of the license.

Cost of Services and Product Support

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Cost of services and product support	$ 2,255,374	$ 1,800,401	$ 454,973	25.3%
Percent of total revenues	43.8%	33.9%		

Cost of services and product support was $2,255,374 and $1,800,401 for the six months ended December 31, 2011 and 2010, respectively, a 25.3% increase in the six months ended December 31, 2011 compared with the six months ended December 31, 2010. This increase of $454,973 for the six months ended December 31, 2011 when compared with the same period ended December 31, 2010 is principally due to (i) a $169,000 increase in payroll and other head count related expenses, payroll taxes related to stock compensation, and an increase in benefit costs; (ii) $197,000 of costs capitalized during the prior year; (iii) a $47,000 increase related to employee stock grants and other stock-based compensation; (iv) an increase of $31,000 from the use of contractors and outside consulting support; and (v) a $12,000 increase in travel related expenditures.

Sales and Marketing Expense

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Sales and marketing	$ 1,230,545	$ 1,357,534	$ (126,989)	-9.4%
Percent of total revenues	23.9%	25.6%		

Sales and marketing expense was $1,230,545 and $1,357,534 for the six months ended December 31, 2011 and 2010, respectively, a 9.4% decrease. This $126,989 decrease over the comparable period ended December 31, 2010 was primarily the result of (i) a decrease of approximately $107,000 in payroll and other head count related expenses; and (ii) a decrease of $40,000 in travel and related expenditures. These decreases were partially offset by an increase of approximately $22,000 in advertising, marketing and tradeshow related expenses.

General and Administrative Expense

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent
General and administrative	$ 1,550,392	$ 1,712,815	$ (162,423)	-9.5%
Percent of total revenues	30.1%	32.2%		

General and administrative expense was $1,550,392 and $1,712,815 for the six months ended December 31, 2011 and 2010, respectively, an 9.5% decrease in the six months ended December 31, 2011 compared with the six months ended December 31, 2010. This $162,423 decrease when comparing expenditures for the six months ended December 31, 2011 with the same period ended December 31, 2010 is principally due to (i) the settlement of a lawsuit and related legal fees in the prior year of $475,000, partially offset by (ii) an increase of $93,000 in bonus expense; (iii) an increase of approximately $63,000 in payroll and other compensation related expenses; (iv) a $66,000 increase in bad debt expense; (v) an increase of $62,000 increase in shareholder costs and other professional fees; and (vi) an increase of $29,000 in hosted software costs, facilities related expenses, estimated state franchise tax payments, and travel related expenses.

Depreciation and Amortization Expense

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Depreciation and amortization	$ 444,800	$ 376,606	$ 68,194	18.1%
Percent of total revenues	8.6%	7.1%		

Depreciation and amortization expense was $444,800 and $376,606 for the six months ended December 31, 2011 and 2010, respectively, an increase of 18.1% in the six months ended December 31, 2011 compared with the six months ended December 31, 2010. This increase of $68,194 for the six months ended December 31, 2011 when compared to the six months ended December 31, 2010 is due to (i) a $33,000 increase in amortization related to the completion of capitalized software projects; and (ii) increased depreciation expense of $35,000.

Other Income and Expense

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent
Interest expense	$ 120,884	$ 183,177	$ (62,293)	-34.0%
Percent of total revenues	2.3%	3.4%		

Net interest expense was $120,884 and $183,177 for the six months ended December 31, 2011 and 2010, respectively. This $62,293 decrease is principally due to a decrease in interest expense resulting from retirement of Prescient Notes in the principal amount of approximately $1.5 million.

Preferred Dividends

	Six Months Ended December 31,		Variance	
	2011	2010	Dollars	Percent

Preferred dividends	$	417,220	$	414,070	$	3,150	0.8