

Resonant Inc  
Form 4  
February 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fox Michael J

(Last) (First) (Middle)

C/O PARK CITY CAPITAL, LLC, 200 CRESCENT COURT, SUITE 1575

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Resonant Inc [RESN]

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 02/16/2017                           |                                                    | M                              |                                                                   | 12,000                                                                                        | A                                                        | 11                                |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,035,000                                                                                     | I                                                        | (2)                               |

By Park City Capital Offshore Master, Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (1)                                                    | 02/16/2017                           |                                                    | M                              | 12,000                                                                                  | (3) (3)                                                  | Common Stock                                                  | 12,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| Fox Michael J<br>C/O PARK CITY CAPITAL, LLC<br>200 CRESCENT COURT, SUITE 1575<br>DALLAS, TX 75201          | X             | X         |         |       |
| Park City Capital, LLC<br>C/O PARK CITY CAPITAL, LLC<br>200 CRESCENT COURT, SUITE 1575<br>DALLAS, TX 75201 |               | X         |         |       |

## Signatures

|                                                     |            |
|-----------------------------------------------------|------------|
| PARK CITY CAPITAL, LLC /s/Michael J. Fox<br>Manager | 02/16/2017 |
| __Signature of Reporting Person                     | Date       |
| /s/ Michael J. Fox                                  | 02/16/2017 |
| __Signature of Reporting Person                     | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock.

## Edgar Filing: Resonant Inc - Form 4

- Michael J. Fox is the managing member of Park City Capital, LLC, the investment adviser of the fund that directly holds the reported securities. Mr. Fox and Park City Capital, LLC may be deemed to be beneficial owners of the securities directly held by the fund. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.
- (2)
  - (3) 50% of the shares vested on February 16, 2017 and 50% of the shares vest on February 16, 2018.

### **Remarks:**

Exhibit 24 power of attorney filed herewith.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.