

Fox Michael J
Form 4
April 08, 2019

FORM 4

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

OMB APPROVAL

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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, 100 CRESCENT COURT,
SUITE 700

(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)
04/05/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/05/2019		X		335,000 <u>(1)</u>	A	\$ 2.86
					1,470,000 <u>(2)</u>	I	
Common Stock					52,448 <u>(3)</u>	D	

By Park City Capital Offshore Master, Ltd.

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrants (Right to Buy)	\$ 2.86	04/05/2019		X	335,000 (1)	10/25/2016 04/25/2019	Common Stock	335,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Michael J C/O PARK CITY CAPITAL, LLC 100 CRESCENT COURT, SUITE 700 DALLAS, TX 75201	X			
Park City Capital, LLC 100 CRESCENT COURT, SUITE 700 DALLAS, TX 75201	X			

Signatures

/s/ Michael J. Fox	04/08/2019
**Signature of Reporting Person	Date
PARK CITY CAPITAL, LLC /s/ Michael J. Fox, Manager	04/08/2019
**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).

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- (1) On April 5, 2019, the Reporting Person exercised warrants to purchase 335,000 shares of Common Stock of the Issuer at an exercise price of \$2.86 per share.

- 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.

- (3) Does not include currently exercisable warrants to purchase 10,700 shares of Common Stock of the Issuer and 15,141 unvested restricted stock units held by Mr. Fox. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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