

Resonant Inc
Form SC 13D/A
April 08, 2019

**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. 8)*

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

100 Crescent Court, Suite 700

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)

April 5, 2019

(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*).

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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 | 1,470,000 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER | 1,470,000 |
| PERSON WITH | | | |

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY REPORTING PERSON

11

1,470,000

12

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

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

13

5.3%
TYPE OF REPORTING PERSON

14

CO

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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 | 1,470,000 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 0 |
| OWNED BY | | | |
| EACH | 10 | SHARED DISPOSITIVE POWER | 1,470,000 |
| REPORTING | | | |
| PERSON WITH | | | |

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY REPORTING PERSON

11

1,470,000

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

12

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

13

5.3%
TYPE OF REPORTING PERSON

14

IA

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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 | 52,448* |
| SHARES | 8 | SHARED VOTING POWER | 1,470,000 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 52,448* |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 10 | SHARED DISPOSITIVE POWER | 1,470,000 |
| PERSON WITH | | | |

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY REPORTING PERSON

11

1,522,448*

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

12

13

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

5.5%

TYPE OF REPORTING PERSON

14

IN

*Includes warrants to purchase 10,700 shares of common stock. Does not include 15,141 restricted stock units (RSUs), of which 5,813 RSUs were granted to Mr. Fox on June 6, 2017 and 9,328 RSUs were granted to Mr. Fox on June 12, 2018.

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This Amendment No. 8 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 8”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 26, 2015 (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. 8 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 8, the Schedule 13D remains unchanged.

Item 3. Source and Amount of Funds or Other Consideration.

The total cost for purchasing the Common Stock reported as owned by the Reporting Persons, including brokerage commissions, was approximately \$7,920,701. The source of funds was working capital of Park City Capital Offshore Master, Ltd. (the “Master Fund”) and, for the shares held directly by Mr. Fox, Mr. Fox’s personal funds (approximately \$31,940).

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own in the aggregate 1,522,448 shares of Common Stock (including warrants to purchase 10,700 shares of Common Stock), which represents approximately 5.5% of the Company’s outstanding shares of Common Stock. In addition, Mr. Fox directly holds 15,141 restricted stock units, which each represent a contingent right to receive one share of Common Stock. Mr. Fox and the Master Fund directly hold the number and percentage of shares of Common Stock disclosed as beneficially owned by him or it in the applicable table set forth on the cover page to this Statement. Mr. Fox has the sole power to vote and to dispose of the shares and warrants directly held by him, as disclosed in the applicable table set forth on the cover page to this Statement.

The percentage ownership of shares of Common Stock set forth in this Statement is based on 27,728,387 outstanding shares of Common Stock, as reported in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

(c) On April 5, 2019, the Master Fund exercised a warrant to acquire 335,000 shares of Common Stock of the Company at an exercise price of \$2.86 per share (the “Warrant Exercise”) for an aggregate exercise price of \$958,100. The warrants were exercisable as of October 25, 2016 and had an expiration date of April 25, 2019. Except for the Warrant Exercise, no transactions in securities of the Company were effected during the last sixty (60) days by the Reporting Persons.

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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: April 8, 2019

**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