

Resonant Inc
Form SC 13D/A
March 17, 2015

**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. 2)*

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

200 Crescent Court, Suite 1575

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)

March 17, 2015

(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*).

CUSIP No. **76118L102** 13D Page 2 of 6 Pages

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 | 475,000 |
| BENEFICIALLY | 9 SOLE DISPOSITIVE POWER | 0 |
| OWNED BY | | |

| | | |
|------|------------------------------------|----------------|
| EACH | 10 SHARED DISPOSITIVE POWER | 475,000 |
|------|------------------------------------|----------------|

REPORTING
PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

475,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.9%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. **76118L102** 13D Page 3 of 6 Pages

NAME OF REPORTING PERSON

1
PARK CITY CAPITAL, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..
(b) ..

2
SEC USE ONLY
3

SOURCE OF FUNDS

4
00
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 **475,000**
BENEFICIALLY **9** SOLE DISPOSITIVE POWER **0**
OWNED BY

EACH **10** SHARED DISPOSITIVE POWER **475,000**

REPORTING
PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
475,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.9%

TYPE OF REPORTING PERSON

14

IA

CUSIP No. **76118L102** 13D Page 4 of 6 Pages

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
OO
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 **0**
SHARES **8** SHARED VOTING POWER **475,000**
BENEFICIALLY **9** SOLE DISPOSITIVE POWER **0**
OWNED BY

EACH **10** SHARED DISPOSITIVE POWER **475,000**

REPORTING
PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
475,000
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. **76118L102** 13D Page 5 of 6 Pages

This Amendment No. 2 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 2”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 26, 2015, as amended (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. 2 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 2, 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 in this Statement, including brokerage commissions, was approximately \$4,134,747. The source of funds was working capital of the Master Fund.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own in the aggregate 475,000 shares of Common Stock, which represents approximately 6.9% of the Company’s outstanding shares of Common Stock. The Master Fund directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it 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 6,907,984 shares of Common Stock issued and outstanding as of November 1, 2014, as reported in the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 12, 2014.

(c) The transactions effected by the Reporting Persons in the Common Stock since the filing of the last amendment to Schedule 13D on March 2, 2015 are set forth on Schedule A to this Statement. Each of these transactions was effected through the open market.

CUSIP No. **76118L102** 13D Page 6 of 6 Pages

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: March 17, 2015

**PARK CITY
CAPITAL
OFFSHORE
MASTER, LTD.**

**PARK CITY
CAPITAL, LLC**

By: /s/ Michael J. Fox
Michael J. Fox,
Director

By: /s/ Michael J. Fox
Michael J. Fox,
Manager

MICHAEL J. FOX

By: /s/ Michael J. Fox
Michael J. Fox

Schedule A

Transactions by Park City Capital Offshore Master, Ltd. in the Common Stock since the filing of the last amendment to the Schedule 13D on March 2, 2015:

| Transaction Date | Number of Shares <u>Bought/(Sold)</u> | Price Per <u>Share (\$)</u> |
|------------------|--|--------------------------------|
| 03/11/15 | 25,000 | 10.1327 |
| 03/12/15 | 6,905 | 9.0375 |
| 03/13/15 | 3,095 | 10.0000 |
| 03/16/15 | 15,000 | 9.4773 |