

ARI NETWORK SERVICES INC /WI
Form SC 13D/A
October 07, 2016

**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)*

ARI NETWORK SERVICES, INC.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

001930205
(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)

October 7, 2016

(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*).

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

| | | | |
|--------------|-----------|--------------------------|------------------|
| | 7 | SOLE VOTING POWER | 0 |
| NUMBER OF | | SHARED VOTING POWER | |
| SHARES | 8 | | 1,000,000 |
| BENEFICIALLY | | SOLE DISPOSITIVE POWER | 0 |
| OWNED BY | 9 | | |
| EACH | | SHARED DISPOSITIVE POWER | 1,000,000 |
| REPORTING | | | |
| PERSON WITH | 10 | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

1,000,000

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.8%

TYPE OF REPORTING PERSON

14

CO

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

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

| | | | |
|---|-----------|--------------------------|------------------|
| | 7 | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 1,000,000 |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 1,000,000 |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

1,000,000

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.8%

TYPE OF REPORTING PERSON

14

IA

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

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

| | | | |
|--------------|-----------|--------------------------|------------------|
| | 7 | SOLE VOTING | 0 |
| NUMBER OF | | | |
| SHARES | | | 1,000,000 |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | | 0 |
| EACH | 9 | SOLE DISPOSITIVE POWER | |
| REPORTING | | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER | 1,000,000 |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

1,000,000

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.8%

TYPE OF REPORTING PERSON

14

IN

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 December 10, 2014 (as amended, the “Schedule 13D” or this “Statement”), with respect to to the Common Stock, par value \$.001 per share (the “Common Stock”), of ARI Network Services, Inc., a Wisconsin 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 4. Purpose of Transaction.

On October 7, 2016, Park City Capital, LLC and Park City Capital Offshore Master, Ltd. submitted a notice to the Company pursuant to the Company’s by-laws nominating a slate of two directors for election to three-year terms at the Company’s annual meeting of shareholders expected to be held in January 2017.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own in the aggregate 1,000,000 shares of Common Stock, which represents approximately 5.8% of the Company’s outstanding shares of Common Stock. The Master Fund directly holds, and has the shared power to direct the voting and disposition of, 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. None of the other Reporting Persons directly hold any of the shares of Common Stock disclosed in this Statement.

The percentage ownership of shares of Common Stock set forth in this Statement is based on 17,265,315 shares of Common Stock issued and outstanding as of June 8, 2016, as reported in the Company’s Quarterly Report on Form 10-Q filed with the SEC on June 14, 2016.

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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.

Dated: October 7, 2016

**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