Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
rvasiliigtoii,	D.C.	20040	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) FRANKLIN COVEY CO [FC] Covey Michael Sean Merrill Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Middle) (Last) (First) 08/04/2023 President, Education Division 2200 WEST PARKWAY BLVD. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person X **SALT LAKE** Form filed by More than One Reporting UT 84119 CITY Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Form: Direct
(D) or Indirect of Indirect Beneficial **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. (Month/Day/Year) Beneficially if any 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Transaction(s) (A) or (D) Price Code Amount (Instr. 3 and 4) 08/04/2023 common shares G 5,000 D 207,145 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Conversion Date (Month/Day/Year) Execution Date, Expiration Date (Month/Day/Year) Derivative Security or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial Price of Derivative Securities Acquired Underlying Derivative Beneficially Owned Direct (D) or Indirect Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) (Instr. 5) (A) or Disposed of (D) (I) (Instr. 4) Security Security (Instr. Following 3 and 4) Reported Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount

Date

Exercisable

Explanation of Responses:

/s/ Stephen D. Young, Attorney-in-Fact

Title

Expiration

Date

Number

Shares

08/15/2023

** Signature of Reporting Person Date

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

- * 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).

Code

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

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 Number.

(A) (D)