

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Kelly Dylan		2. Issuer Name and Ticker or Trading Symbol Resonant Inc [RESN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer						
(Last) (First) (Middle) C/O RESONANT INC. 10900 STONELAKE BLVD., SUITE 100, OFFICE 02-130		3. Date of Earliest Transaction (Month/Day/Year) 12/01/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person						
(Street) AUSTIN, TX 78759		4. If Amendment, Date Original Filed (Month/Day/Year)								
(City) (State) (Zip)		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	12/01/2020		M		50,000	A	(1)	65,292	D	
Common Stock	12/01/2020		M		12,500	A	(1)	77,792	D	
Common Stock	12/01/2020		M		37,500	A	(1)	115,292	D	
Common Stock	12/02/2020		S	(2)	36,670	D	\$ 2.1791 (3)	78,622	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	12/01/2020		M			50,000	(4)	(4)	Common Stock	50,000	\$ 0	150,000	D	
Restricted Stock Units	(1)	12/01/2020		M			12,500	(5)	(5)	Common Stock	12,500	\$ 0	37,500	D	
Restricted Stock Units	(1)	12/01/2020		M			37,500	(6)	(6)	Common Stock	37,500	\$ 0	112,500	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Dylan C/O RESONANT INC. 10900 STONELAKE BLVD. SUITE 100, OFFICE 02-130 AUSTIN, TX 78759			Chief Operating Officer	

Signatures

/s/Martin S. McDermut, Attorney-In-Fact		12/03/2020
--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).

(1) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock.

(2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock units.

(3) This transaction was executed in multiple trades at prices ranging from \$2.17 to \$2.18. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) 50,000 restricted stock units vested on December 1, 2020, and installments of 50,000 restricted stock units will vest on each of December 1, 2021, December 1, 2022, and December 1, 2023.

(5) 12,500 restricted stock units vested on December 1, 2020, and installments of 12,500 restricted stock units will vest on each of December 1, 2021, December 1, 2022, and December 1, 2023.

(6) 37,500 restricted stock units vested on December 1, 2020, and installments of 37,500 restricted stock units will vest on each of December 1, 2021, December 1, 2022, and December 1, 2023.

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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