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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2014

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to ______

Commission file number: 0-20008

ASURE SOFTWARE, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	**74-2415696** (I.R.S. Employer Identification No.)
110 Wild Basin Road, Suite 100 **Austin, Texas** (Address of Principal Executive Offices)	**78746** (Zip Code)

(512) 437-2700
(Registrant's Telephone Number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 12, 2014, the registrant had outstanding 5,979,426 shares of its Common Stock, $0.01 par value.

TABLE OF CONTENTS

Table of Contents

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)
(Unaudited)

	March 31, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	$ 1,672	$ 3,938
Restricted cash	400	400
Accounts receivable, net of allowance for doubtful accounts of $146 and $168 at March 31, 2014 and December 31, 2013, respectively	4,213	3,902
Inventory	79	77
Notes receivable	4	9
Prepaid expenses and other current assets	1,234	1,334
Total current assets	**7,602**	**9,660**
Property and equipment, net	1,287	1,233
Goodwill	15,006	15,005
Intangible assets, net	9,106	9,679
Other assets	33	38
Total assets	**$ 33,034**	**$ 35,615**
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of notes payable	$ 992	$ 4,308
Accounts payable	1,850	1,669
Accrued compensation and benefits	219	473
Other accrued liabilities	825	988
Deferred revenue	10,042	10,059
Total current liabilities	**13,928**	**17,497**
Long-term liabilities:		
Deferred revenue	669	759
Notes payable	14,250	12,698
Other liabilities	448	444
Total long-term liabilities	**15,367**	**13,901**
Stockholders' equity:		
Preferred stock, $.01 par value; 1,500 shares authorized; none issued or outstanding	-	-
Common stock, $.01 par value; 11,000 shares authorized; 6,363 and 6,353 shares issued, 5,979 and 5,969 shares outstanding at March 31, 2014 and December 31, 2013, respectively	63	63
Treasury stock at cost, 384 shares at March 31, 2014 and December 31, 2013	(5,017)	(5,017)
Additional paid-in capital	278,219	278,159
Accumulated deficit	(269,414)	(268,884)
Accumulated other comprehensive loss	(112)	(104)
Total stockholders' equity	**3,739**	**4,217**
	$ 33,034	**$ 35,615**

The accompanying notes are an integral part of these condensed consolidated financial statements.

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Amounts in thousands, except share and per share data)
(Unaudited)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2014	**2013**
Revenues	$ 6,527	$ 5,975
Cost of sales	1,558	1,777
Gross margin	**4,969**	**4,198**
Operating expenses		
Selling, general and administrative	3,362	3,276
Research and development	721	700
Amortization of intangible assets	497	582
Total operating expenses	**4,580**	**4,558**
Income (loss) from operations	**389**	**(360)**
Other income (loss)		
Gain on settlement of note payable and litigation	1,034	-
Loss on debt refinancing	(1,402)	-
Foreign currency translation gain (loss)	(2)	(21)
Interest expense and other	(457)	(530)
Interest expense – amortization of original issue discount (OID)	(50)	(150)
Total other income (loss), net	**(877)**	**(701)**
Loss from operations before income taxes	**(488)**	**(1,061)**
Income tax provision	(42)	(39)
Net loss	**$ (530)**	**$ (1,100)**
Other comprehensive income (loss):		
Foreign currency gain (loss)	(8)	38
Other comprehensive income (loss)	**$ (538)**	**$ (1,062)**
Basic and diluted net loss per share		
Basic	$ (0.09)	$ (0.21)
Diluted	$ (0.09)	$ (0.21)
Weighted average basic and diluted shares		
Basic	5,970,870	5,261,000
Diluted	5,970,870	5,261,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

	FOR THE THREE MONTHS ENDED MARCH 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (530)	$ (1,100)
Adjustments to reconcile net loss to net cash provided by operations:		
Depreciation and amortization	686	764
Provision for doubtful accounts	-	2
Share-based compensation	39	24
Amortization of original issue discount (OID)	50	150
Gain on settlement of note payable and litigation	(1,034)	-
Loss on debt refinancing	1,402	-
Changes in operating assets and liabilities:		
Accounts receivable	(311)	(184)
Inventory	(2)	(82)
Prepaid expenses and other assets	(17)	(172)
Accounts payable	181	(151)
Accrued expenses and other long-term obligations	(286)	405
Deferred revenue	(107)	420
Net cash provided by operating activities	71	76
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net purchases of property and equipment	(168)	(140)
Collection of note receivable	5	-
Net cash used in investing activities	(163)	(140)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on notes payable	(16,248)	(363)
Proceeds from notes payable	15,000	-
Payments on amendment of senior notes payable	(704)	(188)
Debt financing fees	(575)	-
Insurance proceeds for settlement of notes payable dispute, net of expenses	373	-
Payments on capital leases	(32)	(24)
Net proceeds from exercise of options	21	5
Net cash used in financing activities	(2,165)	(570)
Effect of translation exchange rates	(9)	45
Net increase (decrease) in cash and cash equivalents	(2,266)	(589)
Cash and equivalents at beginning of period	**3,938**	**2,177**
Cash and equivalents at end of period	**$ 1,672**	**$ 1,588**
SUPPLEMENTAL INFORMATION:		
Cash paid for:		
Interest	$ 484	$ 399

The accompanying notes are an integral part of these condensed consolidated financial statements.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION

Asure Software, Inc., a Delaware corporation, is a provider of cloud-based software-as-a-service ("SaaS") time & labor management and workspace management solutions that enable organizations to manage their office environments as well as their human resource and payroll processes effectively and efficiently. Asure develops, markets, sells and supports its offerings worldwide through its principal office in Austin, Texas and through additional offices in Warwick, Rhode Island; Framingham, Massachusetts; Traverse City, Michigan and Staines, United Kingdom.

We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with the rules and regulations of the Securities and Exchange Commission and accordingly, they do not include all information and footnotes required under U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, these interim financial statements contain all adjustments, consisting of normal, recurring adjustments, necessary for a fair presentation of our financial position as of March 31, 2014 and December 31, 2013, the results of operations for the three months ended March 31, 2014 and 2013, and the cash flows for the three months ended March 31, 2014 and 2013.

You should read these condensed consolidated financial statements in conjunction with our audited consolidated financial statements and notes thereto filed with the Securities and Exchange Commission in our annual report on Form 10-K for the fiscal year ended December 31, 2013. The results for the interim periods are not necessarily indicative of results for a full fiscal year.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash deposits and highly liquid investments with an original maturity of three months or less when purchased.

RESTRICTED CASH

Restricted cash represents a certificate of deposit held in a cash collateral account as required by JPMorgan Chase Bank N.A. ("Bank"), to secure our obligations under our credit card line with the Bank.

LIQUIDITY

As of March 31, 2014, Asure's principal source of liquidity consisted of $1,672 of current cash and cash equivalents as well as future cash generated from operations. We believe that we have and/or will generate sufficient cash for our short- and long-term needs, including meeting the requirements of our Term Loan, and the related debt covenant requirements. We are continuing to reduce expenses as a percentage of revenue and thus may utilize our cash balances in the short-term to reduce long-term costs. Based on current internal projections, we believe that we currently have and/or will generate sufficient cash for our operational needs, including any required debt payments, for at least the next twelve months.

Management is focused on growing our existing product offering as well as our customer base to increase our recurring revenues. We are also exploring additional strategic acquisitions in the near future, although we have no agreements to make any acquisition at this time. We would fund any acquisitions with equity, available cash, future cash from operations, or debt from outside sources.

We cannot assure that we can grow our cash balances or limit our cash consumption and thus maintain sufficient cash balances for our planned operations or future acquisitions. Future business demands may lead to cash utilization at levels greater than recently experienced. We may need to raise additional capital in the future. However, we cannot assure that we will be able to raise additional capital on acceptable terms, or at all. Subject to the foregoing, management believes that we have sufficient capital and liquidity to fund and cultivate the growth of our current and future operations for at least the next 12 months and to maintain compliance with the terms of our debt agreements and related covenants or to obtain compliance through debt repayments made with the available cash on hand or anticipated for receipt in the ordinary course of operations.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

RECENT ACCOUNTING PRONOUNCEMENTS

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2013-11 (ASU 2013-11), which updated the guidance in Accounting Standards Codification ("ASC") Topic 740, Income Taxes. The amendments in ASU 2013-11 generally provide guidance for the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. The guidance requires an unrecognized tax benefit to be presented as a decrease in a deferred tax asset where a net operating loss, a similar tax loss, or a tax credit carryforward exists and certain criteria are met. This guidance became effective for us as of January 1, 2014 and is consistent with our present practice.

In April 2014, the FASB issued ASU No. 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity", which changes the criteria for reporting discontinued operations and requires additional disclosures about discontinued operations. ASU 2014-08 requires that an entity report as a discontinued operation only a disposal that represents a strategic shift in operations that has a major effect on its operations and financial results. ASU 2014-08 is effective for us beginning on or after December 15, 2014. Early adoption is permitted, but only for a disposal (or classification as held for sale) that has not been reported in financial statements previously issued or made available for issuance. The ASU must be applied prospectively. We believe that its adoption will not have a material impact on our consolidated results of operations or financial condition.

CONTINGENCIES

In February 2014, we reached an agreement to settle all claims and dismiss all pending litigation with PeopleCube Holding B.V. and Meeting Maker Holding B.V., the sellers of the capital stock of Meeting Maker – United States, Inc. (dba PeopleCube) that we purchased in July 2012.

Under the settlement agreement, the parties agreed to dismiss the litigation and we settled the remaining balance due by us of $2,460 on the Subordinated Notes Payable: PeopleCube Acquisition Note for $1,700. Separately, our insurance carrier agreed to pay us $500 in conjunction with the settlement. With the insurance proceeds and after offsetting any related litigation and other settlement costs incurred in 2014 of $226, we recorded a net gain of $1,034 on the settlement in the first quarter of 2014. We paid this note in full in the first quarter of 2014. Finally, as part of the original purchase price in the Meeting Maker acquisition, we issued 255,000 shares of our common stock subject to a lockup expiring as to 125,000 shares in June 2013 and 130,000 shares in June 2014. This settlement also removed the lockup for the remaining 130,000 shares.

Although Asure has been the defendant or plaintiff in various actions that arose in the normal course of business, as of March 31, 2014, we are not party to any pending legal proceedings.

NOTE 3 – FAIR VALUE MEASUREMENTS

Effective August 1, 2008, Asure adopted Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures.* ASC 820 defines fair value, establishes a framework for measuring fair value in U.S. generally accepted accounting principles and expands disclosures about fair value measurements.

ASC 820 establishes a three-tier fair value hierarchy, which is based on the reliability of the inputs used in measuring fair values. These tiers include:

Level 1: Quoted prices in active markets for *identical* assets or liabilities;

Level 2: Quoted prices in active markets for *similar* assets or liabilities; quoted prices in markets that are not active for identical or similar assets or liabilities; and model-driven valuations whose significant inputs are observable; and

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

The following table presents the fair value hierarchy for our financial assets measured at fair value on a recurring basis as of March 31, 2014 and December 31, 2013, respectively:

		Fair Value Measure at March 31, 2014		
Description	Total Carrying Value at March 31, 2014	Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and Cash Equivalents	$ 1,672	$ 1,672	$ -	$ -
Restricted cash- certificate of deposit	$ 400	$ -	$ 400	$ -
Total	$ 2,072	$ 1,672	$ 400	$ -

		Fair Value Measure at December 31, 2013		
Description	Total Carrying Value at December 31, 2013	Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and Cash Equivalents	$ 3,938	$ 3,938	$ -	$ -
Restricted cash- certificate of deposit	$ 400	$ -	$ 400	$ -
Total	$ 4,338	$ 3,938	$ 400	$ -

For our level 2 asset, the fair value is based on information obtained from our third party service provider and approximates carrying value.

NOTE 4 – ACQUISITIONS

2012 Acquisition

In July 2012, Asure acquired the capital stock of Meeting Maker – United States, Inc., doing business as ("dba") PeopleCube, for a combination of cash and Asure common stock. The 2012 acquisition of PeopleCube gave Asure a product line that includes software to assist customers in driving integrated facility management of offices, conference rooms, video conferencing, events and training, alternative workspaces and lobby use.

The purchase price was composed of $9,800 in cash, subject to a post-closing working capital adjustment, (ii) 255,000 shares of our common stock, par value $0.01 per share, representing just under five percent of Asure's outstanding shares and valued at $2.94 per share and (iii) an additional $3,000 note from us due on October 31, 2014, subject to offset of any amounts owed by the seller under the indemnification provisions of the stock purchase agreement. The note was adjusted to a fair value of $2,404 at the date of purchase based on our incremental borrowing rate. We recorded the note at fair value using a discount rate of 10%, which resulted in an original issue discount of $622, which will accrete up the note to its aggregate principal amount over the course of the life of the loan using the effective interest method. Details regarding the financing of the acquisition are described in the below Notes Payable table. Transactions costs for this acquisition were $905 and we expensed them as incurred.

In December 2012, we demanded a purchase price adjustment from PeopleCube Holding B.V. and Meeting Maker Holding B.V., the sellers of the capital stock of Meeting Maker – United States, Inc. (dba PeopleCube) that we purchased in July 2012, based on matters we discovered after closing. In the third quarter of 2013, we reached an agreement to settle our post-closing working capital adjustment dispute. The parties agreed to a post-closing working capital adjustment due to us of $496, with accrued interest of $44, totaling $540. The parties agreed to reduce the original $3,000 deferred purchase payment by the post-closing adjustment amount of $540. This also had the effect of reducing our long-term debt by a like amount and $496 was deducted from our goodwill balance. The remaining deferred purchase price balance under the Subordinated Notes Payable: Peoplecube Acquisition Note then became $2,460.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

In February 2014, we reached an agreement to settle all claims and dismiss all pending litigation with the sellers of PeopleCube. Under the settlement agreement, the parties agreed to dismiss the litigation and settle the remaining balance due of $2,460 on the Subordinated Notes Payable: PeopleCube Acquisition Note for $1,700. Separately, our insurance carrier agreed to pay us $500 in conjunction with the settlement. With the insurance proceeds and after offsetting any related litigation costs incurred in 2014, we recorded a net gain of $1,034 on the settlement in the first quarter of 2014. We paid this note in full in 2014. Finally, as part of the original purchase price in the Meeting Maker acquisition, we issued 255,000 shares of our common stock subject to a lockup expiring as to 125,000 shares in June 2013 and 130,000 shares in June 2014. This settlement also removed the lockup for the remaining 130,000 shares.

NOTE 5 – GOODWILL AND OTHER INTANGIBLE ASSETS

Asure accounted for its historical acquisitions in accordance with ASC 805, *Business Combinations*. We recorded the amount exceeding the fair value of net assets acquired at the date of acquisition as goodwill. We recorded intangible assets apart from goodwill if the assets had contractual or other legal rights or if the assets could be separated and sold, transferred, licensed, rented or exchanged. Asure's goodwill relates to the acquisitions of ADI and Legiant in 2011 and the acquisition of PeopleCube in July 2012.

In accordance with ASC 350, *Intangibles-Goodwill and Other,* we review and evaluate our long-lived assets, including intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that we may not recover their net book value. We test goodwill for impairment on an annual basis in the fourth fiscal quarter of each year, and between annual tests, if indicators of potential impairment exist, using a fair-value-based approach. There has been no impairment of goodwill for the periods presented. We amortize intangible assets not considered to have an indefinite useful life using the straight-line method over their estimated period of benefit, which generally ranges from one to ten years. Each reporting period, we evaluate the estimated remaining useful life of intangible assets and assess whether events or changes in circumstances warrant a revision to the remaining period of amortization or indicate that impairment exists. We have not identified any impairments of finite-lived intangible assets during any of the periods presented.

The following table summarizes the changes in our goodwill:

Balance at December 31, 2013	$	15,005
Adjustments to goodwill		1
Balance at March 31, 2014	$	15,006

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

The gross carrying amount and accumulated amortization of our intangible assets as of March 31, 2014 and December 31, 2013 are as follows:

		March 31, 2014		
Intangible Asset	**Weighted Average Amortization Period (in Years)**	**Gross**	**Accumulated Amortization**	**Net**
Developed Technology	8.3	$ 3,407	$ (1,499)	$ 1,908
Customer Relationships	7	12,481	(5,834)	6,647
Reseller Relationships	7	853	(305)	548
Trade Names	-	659	(659)	-
Covenant not-to-compete	2	205	(202)	3
		$ 17,605	**$ (8,499)**	**$ 9,106**

		December 31, 2013		
Intangible Asset	**Weighted Average Amortization Period (in Years)**	**Gross**	**Accumulated Amortization**	**Net**
Developed Technology	8.3	$ 3,407	$ (1,424)	$ 1,983
Customer Relationships	7	12,481	(5,370)	7,111
Reseller Relationships	7	853	(274)	579
Trade Names	-	659	(659)	-
Covenant not-to-compete	2	205	(199)	6
		$ 17,605	**$ (7,926)**	**$ 9,679**

We record amortization expense using the straight-line method over the estimated economic useful lives of the intangible assets, as noted above. Amortization expenses for the three months ended March 31, 2014 and 2013 were $497 and $582, respectively, included in Operating Expenses. Amortization expenses recorded in Cost of Sales were $76 and $70 for the three months ended March 31, 2014 and 2013, respectively.

The following table summarizes the future estimated amortization expense relating to our intangible assets:

Twelve Months Ended	
December 31, 2014 (remaining)	$ 1,712
December 31, 2015	2,128
December 31, 2016	1,600
December 31, 2017	1,586
December 31, 2018	1,238
Thereafter	842
	$ 9,106

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

NOTE 6 – NOTES PAYABLE

The following table summarizes our outstanding debt as of the dates indicated:

Notes Payable	Maturity	Interest Rate	Balance as of March 31, 2014	Balance as of December 31, 2013
Subordinated Convertible Notes Payable – 9% Notes	9/30/2014	9.00%	242	238
Subordinated Notes Payable: PeopleCube Acquisition Note	10/31/2014	10.0%	-	2,220
Senior Note Payable	7/01/2016	11.50%	-	14,548
Term Loan - Wells Fargo	3/31/2019	5.00%	15,000	-
Total Notes Payable			**15,242**	**17,006**
Short-term notes payable			992	4,308
Long-term notes payable			14,250	12,698

The following table summarizes the future principal payments related to our outstanding debt:

Year Ended	Gross Amount
December 31, 2014	$ 813
December 31, 2015	750
December 31, 2016	1,031
December 31, 2017	1,406
December 31, 2018	1,500
Thereafter	9,750
Gross Notes Payable	**$ 15,250**
Unamortized Original Issue Discount	**$ 8**
Total Notes Payable	**$ 15,242**

Subordinated Notes Payable: ADI - Acquisition Note

In conjunction with the acquisition of the assets of ADI in October 2011, our wholly-owned subsidiary issued a $1,095 note payable to the seller. This note bore interest at an annual rate of 0.16%, had a maturity date of October 1, 2014 and was guaranteed by us. We recorded the note at fair value using a discount rate of 9%, which resulted in an original issue discount of $244, which will accrete up the note to its aggregate principal amount over the course of the life of the loan using the effective interest method. We made a principal payment of $245 in July 2012 and the balance of $811 in October 2013. This note was paid in full in October 2013, less a 5% discount for early payment.

Subordinated Notes Payable: Legiant Acquisition

In conjunction with the acquisition of Legiant in December 2011, our wholly-owned subsidiary issued three separate promissory notes to the seller. We guaranteed all three promissory notes, which are subordinated to our Senior Note Payable discussed below. The details of each of the notes are as follows:

Legiant Acquisition - Note #1

Legiant Acquisition - Note #1 was for an aggregate principal amount of $250, bore interest at an annual rate of 0.20% and matured in February 2012. We paid this note in full in 2012.

Legiant Acquisition - Note #2

Legiant Acquisition - Note #2 was for the principal amount of $478, bore interest at an annual rate of 5.00% and required monthly payments of $10 until June 2012. Asure made a principal payment of $235 in July 2012. No further cash interest or principal was payable until the maturity date of October 1, 2014. We paid the balance in full in September 2013, less a 15% discount for early payment, in connection with the additional borrowing under our Senior Note Payable, as described below.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

Legiant Acquisition - Note #3

Legiant Acquisition - Note #3 was for an aggregate principal amount of $1,761, bore interest at an annual rate of 0.20%, and was due in a single lump sum on October 1, 2014. We recorded the note at fair value using a discount rate of 9%, resulting in an original issue discount of $382, which will accrete up the note to its aggregate principal amount over the course of the life of the loan using the effective interest method. We paid the balance in full in September 2013, less a 15% discount for early payment, in connection with the additional borrowing under our Senior Note Payable, as described below.

Subordinated Convertible Notes Payable - 9% Notes

In September 2011, we sold $1,500 of our 9% subordinated convertible notes ("9% Notes") in a private placement to accredited investors to finance the ADI acquisition.

The 9% Notes - As Originally Issued

The 9% Notes pay interest on each of March 31, June 30, September 30 and December 31, beginning on December 31, 2011, at a rate of 9% per year. The 9% Notes will mature on September 30, 2014. The 9% Notes are secured by all of our assets, but are subordinated to our obligations under the Term Loan discussed below.

The 9% Notes - Amendments

In March 2012, we amended the terms of the 9% Notes to eliminate the embedded derivative features resulting in a settlement or extinguishment of the derivative liability. Under the terms of the amendment, each holder of 9% Notes was permitted to convert the outstanding principal balance due there under into shares of our common stock at the conversion price originally set forth in the 9% Notes ($5.00 per share of common stock) on or before March 15, 2012. Holders of approximately $1,150 of the total $1,500 of principal amount of 9% Notes converted their 9% Notes to common stock. The amendment to the 9% Notes eliminated the derivative liability. At March 31, 2014 and December 31, 2013, we had $242 and $238 outstanding, respectively, under the 9% Notes with a September 30, 2014 maturity.

Subordinated Notes Payable - 15% Notes

In September 2011, we sold $1,700 of our 15% subordinated notes ("15% Notes") in a private placement to accredited investors. The 15% Notes paid interest on each of March 31, June 30, September 30 and December 31, beginning on December 31, 2011, at a rate of 15% per year. The 15% Notes had a maturity date of September 30, 2014. In July 2012, Asure prepaid $900 from proceeds of the Senior Note Payable. Mr. Goepel, our Chief Executive Officer, originally purchased $500 of the 15% Notes. Pinnacle Fund, LLLP originally purchased $300 of the 15% Notes. Mr. Sandberg, our Chairman, is the controlling member of Red Oak Partners, LLC, which owns 50% of Pinnacle Partners, LLC, the general partner of the Pinnacle Fund, LLLP. Red Oak Partners, LLC is also the manager of the Pinnacle Fund, LLLP. We expensed $115 of fees for this transaction during 2012. The 15% Notes were secured by all of our assets, but were subordinated to our obligations to the Senior Note Payable discussed below. The 15% Notes also contained customary terms of default. We paid these notes in full in 2013.

Subordinated Notes Payable: PeopleCube Acquisition Note

In July 2012, we issued a $3,000 Note to the seller in the PeopleCube stock acquisition. The note was due October 31, 2014, subject to offset of any amounts owed by the seller to us under the indemnification provisions of the stock purchase agreement. We recorded the note at fair value using a discount rate of 10%, which resulted in an original issue discount of $622, which will accrete up the note to its aggregate principal amount over the course of the life of the loan using the effective interest method.

In the third quarter of 2013, we reached an agreement to settle our post-closing working capital adjustment dispute with PeopleCube Holding B.V. and Meeting Maker Holding B.V., the sellers of the capital stock of Meeting Maker – United States, Inc. (dba PeopleCube). The parties agreed to a post-closing adjustment due to us of $496, with accrued interest of $44, totaling $540. The parties agreed to reduce the original $3,000 deferred purchase payment by the post-closing adjustment amount of $540. This also had the effect of reducing our note by a like amount. The remaining deferred purchase price balance under the Subordinated Notes Payable: PeopleCube Acquisition Note became $2,460.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

In February, 2014, we reached an agreement to settle all claims and dismiss all pending litigation with PeopleCube Holding B.V. and Meeting Maker Holding B.V., the sellers of the capital stock of Meeting Maker – United States, Inc. (dba PeopleCube). Under the settlement agreement, the parties agreed to dismiss the litigation and we settled the remaining balance due by us of $2,460 on the Subordinated Notes Payable: PeopleCube Acquisition Note for $1,700. Separately, our insurance carrier agreed to pay us $500 in conjunction with the settlement. With the insurance proceeds and after offsetting any related litigation costs incurred in 2014, we recorded a net gain of $1,034 on the settlement in the first quarter of 2014. We paid this note in full in the first quarter of 2014. Finally, as part of the original purchase price in the Meeting Maker acquisition, we issued 255,000 shares of our common stock subject to a lockup expiring as to 125,000 shares in June 2013 and 130,000 shares in June 2014. This settlement also removed the lockup for the remaining 130,000 shares.

Senior Note Payable

In July 2012, we and our wholly-owned subsidiaries entered into a loan agreement with Deerpath Funding, LP, a Delaware limited partnership, as lender, administrative agent and collateral agent ("Deerpath"). Under the loan agreement, we borrowed $14,500 to (i) finance the cash purchase consideration for the acquisition of PeopleCube, (ii) pay outstanding indebtedness under the 15% Notes (including partial interest and subordination consent payments of $134 to Mr. Goepel, our Chief Executive Officer, and $81 to Pinnacle Fund, which is controlled by David Sandberg, our Chairman) and our bank line of credit, and (iii) pay transaction costs and expenses of the term loan and the acquisition of PeopleCube.

The first amendment in March 2013 required an additional $2,000 principal payment by October 31, 2013 which we paid in May 2013. In addition, in connection with the first amendment, we paid a $240 loan amendment fee, of which $52 was recorded to interest expense and $188 was recorded as a prepaid expense that we amortizing to interest expense over the term of the note payable.

In September 2013, we entered into a third amendment to our loan agreement. Under this amendment and as part of the conditional term loan commitment, we borrowed an additional $2,500 in September 2013 and borrowed an additional $1,500 in December 2013. The third amendment increased the amount outstanding to $13,411.

In connection with the third amendment in September 2013, we recorded $110 of loan amendment fees as a prepaid expense and are amortizing this amount to interest expense over the term of the note payable.

In March 2014, this note was refinanced under a new facility with Wells Fargo Bank, N.A., as discussed below.

The senior note payable bore interest at a floating annual rate equal to LIBOR plus 8.0%, subject to a LIBOR floor of 9.5%, or a minimum of 11.5%. It required monthly payments of interest only and quarterly principal payments of $362 from October 1, 2012. With the additional borrowing in September 2013 and beginning January 1, 2014, the quarterly principal payments became $462 with any remaining principal due on July 1, 2016.

The loan agreement contained customary covenants, which were amended effective September 30, 2013, including but not limited to limitations with respect to debt, liens, mergers and acquisitions, sale of assets, loans or advances to and investments in others, dividends or other distributions, capital expenditures and management compensation.

We used the net proceeds from the third amendment to pay the two Legiant Acquisition Notes totaling $1,700, as well as the two related party 15% Notes totaling $800. These loans were all due in October 2014. Under the latest amendment, we also changed certain financial covenants. We were in compliance with the covenant requirements as of December 31, 2013 and through the payoff in conjunction with the new term loan with Wells Fargo Bank entered into in March 2014, discussed below.

We made quarterly principal payments of $362 each on the senior note payable beginning October 1, 2012. We paid the required $2,000 principal payment in May 2013. The balance of this note of $14,085 was repaid under a new facility with Wells Fargo Bank, N.A. in the first quarter of 2014 We recorded a loss on debt refinancing of $1,402 in the first quarter of 2014, of which $704 is a pre-payment premium and $698 is non-cash deferred financing costs.

(Amounts in thousands, except share and per share data unless otherwise noted)

Term Loan - Well Fargo

In March, 2014, we entered into a Credit Agreement with Wells Fargo Bank, N.A., as administrative agent, and the lenders that are party thereto. We used the proceeds of the term loan to finance the repayment of all amounts outstanding under our loan agreement with Deerpath.

The Credit Agreement provides for a term loan in the amount of $15,000. The term loan will mature in March 2019. The outstanding principal amount of the term loan is payable follows:

- $188 on June 30, 2014 and the last day of each fiscal quarter thereafter up to March 31, 2016;
- $281 on June 30, 2016 and the last day of each fiscal quarter thereafter up to March 31, 2017; and
- $375 on June 30, 2017 and the last day of each fiscal quarter thereafter, with a final payment of the remaining balance due on March 31, 2019

In March 2014, we used the proceeds of the term loan to finance the repayment of all amounts outstanding under our loan agreement with Deerpath Funding, LP (“Deerpath”) and the payment of certain fees, cost and expenses related to the Credit Agreement.

The Credit Agreement also provides for a revolving loan commitment in the aggregate amount of up to $3,000. The outstanding principal amount of the revolving loan is due and payable in March 2019. Additionally, the Credit Agreement provides for a $10,000 uncommitted incremental term loan facility to support permitted acquisitions. Under the revolver, no amounts were outstanding and $2,580 was available for borrowing at March 31, 2014.

The term loan and revolving loan will bear interest, at our option, at (i) the greater of 1% or LIBOR, plus an applicable margin or (ii) a base rate (as defined in the Credit Agreement) plus an applicable margin. We have elected to use the Libor rate plus the applicable margin, which is 5% for the first six months. The interest rate is 5% for the 6 month period ended August 20, 2014. Interest is payable monthly and the margin varies based upon our leverage ratio. See table below of applicable margin rates.

Total Leverage Ratio	Base Rate Margin	LIBOR Rate Margin
> 2.75:1.0	3.00%	4.00%
< 2.75:1.0 but > 2.25:1	2.50%	3.50%
< 2.25:1	2.00%	3.00%

We may voluntarily prepay the principal amount outstanding under the revolving loan at any time without penalty or premium. We must pay a premium if we make a voluntary prepayment of outstanding principal under the term loan during the first two years following the closing date or if we are required to prepay outstanding principal under the Credit Agreement with proceeds resulting from certain asset sales or debt incurrence. The premium is 1% or 0.5% of the principal amount being prepaid depending on whether the prepayment occurs on or before the first anniversary of the closing date or subsequent to the first anniversary date through the second anniversary of the closing date. In addition, we are required to repay outstanding principal on an annual basis with 50% of excess cash flow, certain over advances, asset sale proceeds, debt proceeds, and proceeds from judgments and settlements.

Under the Credit Agreement, we are required to maintain a fixed charge coverage ratio of not less than 1.5 to 1.0 beginning with the quarter ending June 30, 2014 and each calendar quarter thereafter, and a leverage ratio of not greater than 3.5 to 1.0 beginning with the quarter ending June 30, 2014 with the levels stepping down thereafter.

The Credit Agreement contains customary affirmative and negative covenants, including, among others, limitations with respect to debt, liens, fundamental changes, sale of assets, prepayment of debt, investments, dividends, and transactions with affiliates.

We were in compliance with the covenant requirements as of March 31, 2014 and expect to be in compliance or be able to obtain compliance through debt repayments with the available cash on hand or as expected to be generated from operations over the subsequent twelve month period.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

The Credit Agreement contains customary events of default, including, among others, payment defaults, covenant defaults, judgment defaults, bankruptcy and insolvency events, cross defaults to certain indebtedness, incorrect representations or warranties, and change of control. In some cases, the defaults are subject to customary notice and grace period provisions.

In connection with the Credit Agreement, we and our wholly owned active subsidiaries entered into a Guaranty and Security Agreement, in March 2014, with Wells Fargo Bank. Under the Guaranty and Security Agreement, we and each of our wholly owned active subsidiaries have guaranteed all obligations under the Credit Agreement and granted a security interest in substantially all of our and our subsidiaries' assets.

NOTE 7 – SHARE BASED COMPENSATION

Share based compensation for our stock option plans for the three months ended March 31, 2014 and 2013 were $39 and $24, respectively. We issued 10,000 and 2,500 shares of common stock related to exercises of stock options granted from our Stock Option Plan for the three months ended March 31, 2014 and 2013, respectively.

Asure has one active equity plan, the 2009 Equity Plan (the "2009 Plan"). The 2009 Plan provides for the issuance of non-qualified and incentive stock options to our employees and consultants. We generally grant stock options with exercise prices greater than or equal to the fair market value at the time of grant. The options generally vest over three to four years and are exercisable for a period of five to ten years beginning with date of grant. Our shareholders approved an amendment to the 2009 Plan in June 2013 to increase the number of shares reserved under the plan from 900,000 to 1,200,000. We have a total of 772,000 options granted and outstanding pursuant to the 2009 Plan as of March 31, 2014.

NOTE 8 – OTHER COMPREHENSIVE LOSS

Comprehensive loss represents a measure of all changes in equity that result from recognized transactions and other economic events other than those resulting from investments by and distributions to shareholders. Our other comprehensive loss includes foreign currency translation adjustments.

The following table presents the changes in each component of accumulated other comprehensive loss, net of tax:

	Foreign Currency Items	Accumulated Other Comprehensive Loss Items
Beginning balance, December 31, 2013	$ (104)	$ (104)
Other comprehensive loss before reclassifications	(8)	(8)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—
Net current-period other comprehensive loss	(8)	(8)
Ending balance, March 31, 2014	$ (112)	$ (112)

The following table presents the tax benefit (expense) allocated to each component of other comprehensive income (loss):

	Three Months Ended March 31, 2014		
	Before Tax	Tax Benefit	Net of Tax
Foreign currency translation adjustments	$ (8)	$ —	$ (8)
Other comprehensive loss	$ (8)	$ —	$ (8)

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data unless otherwise noted)

NOTE 9 – NET LOSS PER SHARE

We compute net loss per share based on the weighted average number of common shares outstanding for the period. Diluted net loss per share reflects the maximum dilution that would have resulted from incremental common shares issuable upon the exercise of stock options. We compute the number of common share equivalents, which includes stock options, using the treasury stock method. We have excluded stock options to acquire 772,000 and 677,000 shares as of March 31, 2014 and 2013, respectively, from the computation of the dilutive stock options because the effect of including the stock options would have been anti-dilutive.

The following table sets forth the computation of basic and diluted net loss per common share for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Net loss	(530)	(1,100)
Weighted-average shares of common stock outstanding	5,970,870	5,261,000
Basic and diluted net loss per share	(0.09)	(0.21)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following review of Asure's financial position as of and for the three months ended March 31, 2014 and 2013 should be read in conjunction with our 2013 Annual Report on Form 10-K filed with the Securities and Exchange Commission. Asure's internet website address is http://www.asuresoftware.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available through the investor relations page of our internet website free of charge as soon as reasonably practicable after they are electronically filed, or furnished to, the Securities and Exchange Commission. Asure's internet website and the information contained therein or connected thereto is not incorporated into this Quarterly Report on Form 10-Q.

Asure is a leading global provider of cloud-based software-as-a-service ("SaaS") time & labor management and workspace management solutions that enable companies of all sizes and complexities to operate more efficiently and proactively manage costs associated with their most expensive assets: real estate, labor and technology.

We currently offer two main product lines, AsureSpace™ and AsureForce®. Our AsureSpace™ workplace management solutions enable organizations to manage their office environments and optimize real estate utilization. Our AsureForce® time and labor management solutions help organizations optimize labor and labor administration costs and activities. For both product lines, support and professional services are other key elements of our software and services business. As an extension of our perpetual software product offerings, Asure offers our customers maintenance and support contracts that provide ready access to qualified support staff, software patches and upgrades to our software products. We also provide installation of and training on our products, add-on software customization and other professional services.

We target our sales and marketing efforts to a wide range of audiences, from small and medium-sized businesses to Fortune 500 companies and divisions of enterprise organizations throughout the United States, Europe and Asia/Pacific. We generate sales of our solutions through our direct sales teams and indirectly through our channel partners. We are expanding our investment in our direct sales teams to continue to address our market opportunity.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Report represent forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results of operations, levels of activity, economic performance, financial condition or achievements to be materially different from future results of operations, levels of activity, economic performance, financial condition or achievements as expressed or implied by such forward-looking statements. Asure has attempted to identify these forward-looking statements with the words "believes," "estimates," "plans," "expects," "anticipates," "may," "could" and other similar expressions. Although these forward-looking statements reflect management's current plans and expectations, which we believe are reasonable as of the filing date of this report, they inherently are subject to certain risks and uncertainties. These risks and uncertainties include — but are not limited to — adverse changes in the economy, financial markets, and credit markets; delays or reductions in information technology spending; the development of the market for cloud based workplace applications; product development; market acceptance of new products and product improvements; our ability to retain or increase our customer base; security breaches; errors, disruptions or delays in our services; privacy concerns; changes in the our sales cycle; competition, including pricing pressures, entry of new competitors, and new technologies; intellectual property enforcement and litigation; our ability to hire, retain and motivate employees; our ability to manage our growth; our ability to realize benefits from acquisitions; changes in sales may not be immediately reflected in our operating results due to our subscription model; changes in laws and regulations; and changes in accounting standards. Asure is under no obligation to update any of the forward-looking statements after the date of this Form 10-Q to conform such statements to actual results.

RESULTS OF OPERATIONS

The following table sets forth the percentage of total revenues represented by certain items in Asure's Consolidated Statements of Comprehensive Loss for the fiscal periods indicated:

	FOR THE THREE MONTHS ENDED March 31,	
	2014	2013
Revenues	**100%**	**100%**
Gross margin	76.1	70.3
Selling, general and administrative	51.5	54.8
Research and development	11.0	11.7
Amortization of intangible assets	7.6	9.7
Total operating expenses	70.2	76.3
Other income (loss), net	(13.4)	(11.7)
Net loss	(8.1)	(18.4)

THREE MONTHS ENDED MARCH 31, 2014 AND 2013 (Amounts in thousands)

Revenue

Our revenue was derived from the following sources:

	FOR THE THREE MONTHS ENDED March 31,			
Revenue	**2014**	**2013**	**Increase (Decrease)**	**%**
Cloud revenue	$ 3,305	$ 3,070	$ 235	7.7
Hardware revenue	627	469	158	33.7
Maintenance and support revenue	1,630	1,674	(44)	(2.6)
On premise software license revenue	214	258	(44)	(17.1)
Professional services revenue	751	504	247	49
Total revenue	$ 6,527	$ 5,975	$ 552	9.2

Revenue represents our consolidated revenues, including sales of our scheduling software, time and attendance and human resource software, complementary hardware devices to enhance our software products, software maintenance and support services, installation and training services and other professional services.

Our product offerings are categorized into AsureSpace™ and AsureForce®. AsureSpace™ offers workplace management solutions that enable organizations to manage their office environments and optimize real estate utilization, and AsureForce® offers time and labor management solutions which help organization optimize labor and labor administration costs and activities. Both product groupings include cloud revenue, hardware revenue, maintenance and support revenue, on premise software license revenue and professional services revenue. AsureSpace™ revenues include PeopleCube and Meeting Room Manager revenues. AsureForce® revenues include ADI, Legiant and iEmployee revenues.

Revenue for the three months ended March 31, 2014 was $6,527, an increase of $552 or 9.2%, from the $5,975 reported for the three months ended March 31, 2013. Cloud revenue, hardware revenue and professional services revenue all increased from the first quarter of 2013 due to our continued emphasis on selling integrated cloud based solutions. AsureSpace™ revenue for the three months ended March 31, 2014 was $3,881, an increase of $662 or 20.6%, from the $3,219 recorded for the three months ended March 31, 2013. This increase was primarily due to an increase in cloud revenue, hardware revenue and professional services revenue. AsureForce® revenue for the three months ended March 31, 2014 was $2,646, a decrease of $110 or 4.0%, from the $2,756 recorded for the three months ended March 31, 2013. This decrease was primarily in legacy iEmployee cloud revenue and Legiant hardware revenue.

Although our sales are concentrated in certain industry sectors, including corporate, education, healthcare, government, legal and non-profit, our total customer base is widely spread across industries. Geographically, we sell our products worldwide, but sales are largely concentrated in the United States and Canada. Additionally, we have a distribution partner in Australia. We continue to target small and medium size businesses and divisions of enterprises in these same industries as prospective customers. As the overall workforce management solutions market continues to experience significant growth related to SaaS products, we will continue to focus on sales of Meeting Room Manager On Demand, PeopleCube and ADI SaaS products.

In addition to continuing to develop our workforce management solutions and release new software updates and enhancements, we continue to actively explore other opportunities to acquire additional products or technologies to complement our current software and services. Through acquisitions in 2011 of ADI and Legiant, we expanded our cloud computing time and attendance software and management services business. The 2012 acquisition of PeopleCube gave us a product line that includes software to assist customers in driving integrated facility management of offices, conference rooms, video conferencing, events and training, alternative workspaces and lobby use.

Gross Margin

Consolidated gross margin for the three months ended March 31, 2014 was $4,969, an increase of $771, or 18.4%, from the $4,198 reported for the three months ended March 31, 2013. Gross margin as a percentage of revenues was 76.1% and 70.3% for the three months ended March 31, 2014 and 2013, respectively. We attribute the increase in gross margins of $771 to gained efficiencies from the consolidation of hosting and support costs after the PeopleCube acquisition which occurred in the third quarter of 2012.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses for the three months ended March 31, 2014 were $3,362, an increase of $86 or 2.6%, from the $3,276 reported for the three months ended March 31, 2013. SG&A expenses as a percentage of revenues were 51.5% and 54.8% for the three months ended March 31, 2014 and 2013, respectively.

We continue to evaluate any unnecessary SG&A expenses and plans to further reduce expenses as appropriate.

Research and Development Expenses

Research and development ("R&D") expenses for the three months ended March 31, 2014 were $721, an increase of $21, or 3.0%, from the $700 reported for the three months ended March 31, 2013. R&D expenses as a percentage of revenues were 11.0% and 11.7% for the three months ended March 31, 2014 and 2013, respectively.

We continue to improve our products and technologies through organic improvements and through acquired intellectual property. The workforce product line continued to innovate by adding mobile solutions, world class SaaS hosting infrastructure and a proprietary time clock product set. The proprietary time clock product set includes multiple models which incorporate keypad and touch screen user interfaces, as well as proximity card, bar code card, and biometric data input. The workforce software product lines continued to evolve through quarterly feature releases and monthly maintenance releases. These product releases continued to serve client requests, and maintain in management's view a technological edge with competition.

Additionally, we continue to develop Meeting Room Manager and released a new version in November 2013. The new version includes an improved Outlook Add-in that offers easier updates and group policy distributions; provides immediate notice of potential Outlook calendar booking conflicts and improved display of available resources; facilitates easier user interaction between Meeting Room Manager and Outlook; and provides clearer distinction between prep, meeting and clean-up times so organizations have better information on how their rooms are being used.

Our development efforts for future releases and enhancements are driven by feedback received from our existing and potential customers and by gauging market trends. We believe we have the appropriate development team to design and further improve our workforce management solutions.

Amortization of Intangible Assets

Amortization expenses for the three months ended March 31, 2014 were $497, a decrease of $85, or 14.6%, from the $582 reported for the three months ended March 31, 2013. Amortization expenses as a percentage of revenues were 7.6% and 9.7% for the three months ended March 31, 2014 and 2013, respectively. This decrease is the result of some of PeopleCube's intangible assets being sold and others becoming fully amortized in the third quarter of 2013.

Other Income and Loss

Other loss for the three months ended March 31, 2014 was $877, an increase of $176, or 25.1%, from the $701 reported for the three months ended March 31, 2013. Other loss as a percentage of revenues was 13.4% and 11.7% for the three months ended March 31, 2014 and 2013, respectively. Other loss for the three months ended March 31, 2014 is composed primarily of a loss on debt refinancing of $1,402, offset by a gain on the settlement of the PeopleCube litigation of $1,034. Interest expense on notes payable was $457 for the three months ended March 31. 2014. Other loss for the three months ended March 31, 2013 is composed primarily of interest expense and amortization of OID on notes payable of $680.

Income Taxes

Income tax expense for the three months ended March 31, 2014 was $42, an increase of $3, or 7.7%, from the $39 reported for the three months ended March 31, 2013.

Net Loss

We generated a net loss of $530, or $(0.09) per share, during the three months ended March 31, 2014, compared to a net loss of $1,100 or $(0.21) per share reported for the three months ended March 31, 2013. Net loss as a percentage of total revenues was 8.1% for the three months ended March 31, 2014 compared to net loss of 18.4% of total revenues for the three months ended March 31, 2013.

We intend to continue to implement our corporate strategy for growing the software and services business by modestly investing in areas that directly generate revenue and positive cash flows for the Company. However, uncertainties and challenges remain and there can be no assurance that we can successfully grow our revenues or achieve profitability during the remainder of fiscal year 2014.

LIQUIDITY AND CAPITAL RESOURCES (Amounts in thousands)

	March 31, 2014	December 31, 2013
Working capital deficit	$ (6,326)	$ (7,837)
Cash, cash equivalents and short-term investments	1,672	3,938

	For the Three Months Ended March 31, 2014	2013
Cash provided by operating activities	$ 71	$ 76
Cash used in investing activities	(163)	(140)
Cash provided by (used in) financing activities	(2,165)	(570)

Working Capital. We had a working capital deficit of $6,326 at March 31, 2014, a decrease in our deficit of $1,511 from the $7,837 deficit at December 31, 2013. The working capital deficit at March 31, 2014 and December 31, 2013 includes $10,042 and $10,059 of deferred revenue, respectively. Deferred revenue is an obligation to perform future services. We expect that deferred revenue will convert to future revenue as we perform our services, but this does not represent future payments. We attribute the decrease in our working capital deficit to a decrease in current notes payable of $3,316, together with an increase in accounts receivable of $311 and decrease in accrued compensation and other benefits and other accrued liabilities of $417. This is offset by a decrease in cash and cash equivalents of $2,266, an increase in accounts payable of $181. Cash and current notes payable decreased primarily due to the payoff of the Deerpath note and the payoff of the PeopleCube note (through the settlement of the litigation), offset by the new term note with Wells Fargo in the first quarter of 2014.

Operating Activities. Cash provided by operating activities was $71 for the three months ended March 31, 2014. The $71 of cash provided by operating activities during the first quarter of 2014 was primarily driven by net income (after adjustment for non-cash items) of $613 and an increase in accounts payable of $181, offset by a decrease in accrued expenses and deferred revenue of $286 and $107, respectively, as well as an increase in accounts receivable of $311. The $76 of cash provided by operating activities during the first quarter of 2013 was primarily driven the net loss of $1,100 which was offset by depreciation and amortization of $764, an increase in accrued expenses and deferred revenue of $825, and an increase in prepaid expenses of $172.

Investing Activities. Cash used in investing activities was $163 and $140 for the three months ended March 31, 2014 and March 31, 2013, respectively, due primarily to net purchases of property and equipment.

Financing Activities. Cash used in financing activities was $2,165 for the three months ended March 31, 2014. We incurred $15,000 of debt, as well as received cash of $373 from insurance proceeds for settlement of notes payable, net of expenses. This is offset by note payments of $16,248 and debt financing fees of $575. Cash used in financing of $570 for the three months ended March 31, 2013 consisted of payments on notes payable and capital leases.

In March, 2014, we entered into a Credit Agreement with Wells Fargo Bank, N.A., and other lenders. The Credit Agreement provides for a term loan in the amount of $15,000 that will mature in March 2019. The outstanding principal amount of the term loan is payable follows:

- $188 on June 30, 2014 and the last day of each fiscal quarter thereafter up to March 31, 2016;
- $281 on June 30, 2016 and the last day of each fiscal quarter thereafter up to March 31, 2017; and
- $375 on June 30, 2017 and the last day of each fiscal quarter thereafter, with a final payment of the remaining balance due on March 31, 2019

The Credit Agreement also provides for a revolving loan commitment in the aggregate amount of up to $3,000. The outstanding principal amount of the revolving loan is due and payable in March 2019. Additionally, the Credit Agreement provides for a $10,000 uncommitted incremental term loan facility to support permitted acquisitions. Under the revolver, no amounts were outstanding and $2,580 was available for borrowing at March 31, 2014.

The term loan and revolving loan will bear interest, at our option, at (i) the greater of 1% or LIBOR, plus an applicable margin or (ii) a base rate, plus an applicable margin, each as set forth in the Credit Agreement. The margin varies based upon our leverage ratio. We have elected to use the Libor rate plus the applicable margin. The interest rate is 5% for the 6 month period ended August 20, 2014 and is payable monthly.

The Credit Agreement contains customary affirmative and negative covenants, including a fixed charge coverage ratio and a leverage ratio. We were in compliance with the covenants as of March 31, 2014.

For additional information concerning the Credit Agreement, see Note 6 to the Condensed Consolidated Financial Statements.

Sources of Liquidity. As of March 31, 2014, Asure's principal sources of liquidity consisted of approximately $1,700 of current cash and cash equivalents as well as future cash generated from operations. We believe that we have and/or will generate sufficient cash for our short- and long-term needs. We are continuing to reduce expenses as a percentage of revenue and thus may utilize our cash balances in the short-term to reduce long-term costs. Based on current internal projections, we believe that we currently have and/or will generate sufficient cash for our operational needs, including any required debt payments, for at least the next twelve months. We currently project that we can generate positive cash flows from our operating activities in 2014.

Our management team is focused on growing our existing software operations and is also seeking additional strategic acquisitions for the near future, although we have no current agreements to acquire any technology or business. At present, we plan to fund any future acquisition with equity, existing cash, cash generated from future operations and/or cash or debt raised from outside sources.

We cannot assure that we can grow our cash balances or limit our cash consumption and thus maintain sufficient cash balances for our planned operations or future acquisitions. Future business demands may lead to cash utilization at levels greater than recently experienced. We may need to raise additional capital in the future. However, we cannot assure that we will be able to raise additional capital on acceptable terms, or at all. Subject to the foregoing, management believes that we have sufficient capital and liquidity to fund and cultivate the growth of our current and future operations for at least the next 12 months and to maintain compliance with the terms of our debt agreements and related covenants or to obtain compliance through debt repayments made with the available cash on hand or anticipated for receipt in the ordinary course of operations.

CRITICAL ACCOUNTING POLICIES

There were no material changes to our critical accounting policies and estimates since December 31, 2013. For additional information on critical accounting policies, refer to “Management’s Discussion and Analysis” in our 2013 Annual Report on Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 under the Exchange Act and are not required to provide the information required under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Control and Procedures

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for us. Based on an evaluation under the supervision and with the participation of our management, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of as of March 31, 2014 to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Change in Internal Controls over Financial Reporting

During the period ended March 31, 2014, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 . MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from Asure Software, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (Extensible Business Reporting Language): (1) the Condensed Consolidated Balance Sheets, (2) the Condensed Consolidated Statements of Comprehensive Loss, (3) the Condensed Consolidated Statements of Cash Flows, and (4) Notes to Condensed Consolidated Financial Statements.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ASURE SOFTWARE, INC.

May 14, 2014	By:	/s/ PATRICK GOEPEL Patrick Goepel Chief Executive Officer
May 14, 2014	By:	/s/ JENNIFER CROW Jennifer Crow Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from Asure Software, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (Extensible Business Reporting Language): (1) the Condensed Consolidated Balance Sheets, (2) the Condensed Consolidated Statements of Comprehensive Loss, (3) the Condensed Consolidated Statements of Cash Flows, and (4) Notes to Condensed Consolidated Financial Statements.

* Filed herewith

EXHIBIT 31.1

CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, the undersigned, Patrick Goepel, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of the Company (the “Report”);

2. Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the Report;

4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within these entities, particularly during the period in which the Report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the Report based on such evaluation; and

(d) Disclosed in the Report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the quarter ended March 31, 2014) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and to the Audit Committee of the Board of Directors:

(a) All significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 14, 2014

By: /s/ PATRICK GOEPEL
Patrick Goepel
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, the undersigned, Jennifer Crow, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Company (the “Report”);

2. Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the Report;

4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within these entities, particularly during the period in which the Report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the Report based on such evaluation; and

(d) Disclosed in the Report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the quarter ended March 31, 2014) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and to the Audit Committee of the Board of Directors:

(a) All significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 14, 2014	By:	/s/ JENNIFER CROW
		Jennifer Crow
		Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, the undersigned, Patrick Goepel, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The quarterly report on Form 10-Q of the Company for the period ended March 31, 2014 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended, and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 14, 2014	By:	/s/ PATRICK GOEPEL
		Patrick Goepel
		Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Asure Software, Inc. and will be retained by Asure Software, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

EXHIBIT 32.2

CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, the undersigned, Jennifer Crow, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The quarterly report on Form 10-Q of the Company for the period ended March 31, 2014 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended, and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 14, 2014	By:	/s/ JENNIFER CROW
		Jennifer Crow
		Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Asure Software, Inc. and will be retained by Asure Software, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.