

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 27, 2012

**ASURE SOFTWARE, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**0-20008**  
(Commission File No.)

**74-2415696**  
(IRS Employer Identification No.)

**110 Wild Basin Road, Suite 100, Austin, Texas 78746**  
(Address of principal executive offices)

**512-437-2700**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name and Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On July 27, 2012, our board approved a 2012 cash bonus plan for our Chief Executive Officer, Chief Operating Officer and Chief Financial Officer. Under the plan, these executive officers may earn a cash bonus for 2012 (payable early in 2013) of between 50% and 125% of a target amount. The target amounts for the executive officers are between 37.5% and 50.0% of their respective base salaries. The compensation committee has discretion to determine the executive officers' satisfaction of the quantitative (70% of the bonus) and subjective (30% of the bonus) metrics for bonus eligibility. The quantitative metrics include EBITDA (adjusted for matters as the compensation committee determines appropriate), orders booked for our software-as-a-service product offerings and customer retention. The subjective metrics vary for each officer based on organizational responsibility.

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**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 hereunto duly authorized.

**ASURE SOFTWARE, INC.**

Dated: July 27, 2012

By: /s/ David Scoglio

David Scoglio  
Chief Financial Officer