

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

**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 78746**

(Address, including zip code, of Registrant's principal executive offices)

**2009 Equity Plan**

(Full title of the plan)

**Patrick Goepel  
Chief Executive Officer  
Asure Software, Inc.**

**110 Wild Basin Road, Suite 100**

**Austin, Texas 78746**

**(512) 437-2700**

(Name, address, and telephone number, including area code, of agent for service)

**Copy to:**

**Jeffrey C. Robbins, Esq.  
Messerli & Kramer P.A.  
100 South Fifth Street, Suite 1400  
Minneapolis, Minnesota 55402  
Telephone: (612) 672-3600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, par value \$0.01	1,050,000	\$ 4.62 <sup>(2)</sup>	\$ 4,851,000 <sup>(2)</sup>	\$ 488.50

(1) All of the shares of common stock are offered under the 2009 Equity Plan. Pursuant to Rule 416(a), this registration statement also covers an indeterminate number of additional shares that may be issuable under the 2009 Equity Plan by reason of any stock split, stock dividend or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(h), the price is based on the average of the high and low price of registrant's common stock on June 24, 2016 as quoted on the Nasdaq Capital Market.

#### **EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,050,000 shares of Common Stock of Asure Software, Inc. under the 2009 Equity Plan. In accordance with Section E of the General Instructions to Form S-8, the Registration Statement previously filed with the Securities and Exchange Commission (the "Commission") relating to the 2009 Equity Plan (File No. 333-175186) is incorporated by reference herein.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents previously filed with the Commission by Asure Software, Inc. (the "Company") are incorporated by reference herein:

- (1) The Annual Report on Form 10-K for the year ended December 31, 2015;
- (2) The Quarterly Report on Form 10-Q for the quarter ended March 31, 2016;
- (3) The Current Reports on Form 8-K filed on April 21, May 12 and May 20, 2016;
- (4) The Current Report on Form 8-K/A filed on May 12, 2016
- (5) The description of common stock contained in the Registration Statement on Form 8-A filed on March 31, 1992, including any amendment or report filed for the purpose of updating this description; and.
- (6) The description of certain rights in connection with each outstanding share of our common stock contained in the Registration Statement on Form 8-A filed on November 2, 2009, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (other than information deemed to have been "furnished" rather than "filed") after the date hereof and before the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing those documents.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes the statement. Any statement so modified or superceded shall not be deemed, except as so modified or superceded, to constitute a part of this registration statement.

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**Item 8. Exhibits.**

<b>Number</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 in registrant's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2004).
4.2	Certificate of Amendment to the Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to registrant's Current Report on Form 8-K dated December 24, 2009).
4.3	(Second) Certificate of Amendment to the Restated Certificate of Incorporation (Incorporated by reference to Appendix C to registrant's Definitive Proxy Statement on Schedule 14A filed on May 23, 2012).
4.4	Amended and Restated Bylaws (Incorporated by reference to Exhibit 10.1 to registrant's Current Report on Form 8-K dated September 27, 2012).
4.5	Amended and Restated Rights Agreement dated as of October 28, 2009 (Incorporated by reference to Exhibit 4.2 to registrant's Current Report on Form 8-K dated October 28, 2009).
4.6	2009 Equity Plan (Incorporated by reference to (Incorporated by reference to Exhibit 10.1 to registrant's Current Report on Form 8-K dated September 21, 2009).
5.1*	<a href="#">Legal Opinion of Messerli &amp; Kramer P.A.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP</a>
23.2*	<a href="#">Consent of Marcum LLP</a>
23.3*	<a href="#">Consent of Messerli &amp; Kramer P.A. (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on signature page)</a>

\* Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on June 29, 2016.

### ASURE SOFTWARE, INC.

By: /s/ Patrick Goepel  
Patrick Goepel, Chief Executive Officer

### POWER OF ATTORNEY

Each of the undersigned directors and officers of Asure Software, Inc. hereby constitutes and appoints Patrick Goepel and Brad Wolfe, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick Goepel</u> Patrick Goepel	Chief Executive Officer and Director (Principal Executive Officer)	June 29, 2016
<u>/s/ Brad Wolfe</u> Brad Wolfe	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2016
<u>/s/ David Sandberg</u> David Sandberg	Chairman of the Board of Directors	June 29, 2016
<u>/s/ Adrian Pertierra</u> Adrian Pertierra	Director	June 29, 2016
<u>/s/ Matthew Behrent</u> Matthew Behrent	Director	June 29, 2016
<u>/s/ J. Randall Waterfield</u> J. Randall Waterfield	Director	June 29, 2016

## EXHIBIT INDEX

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\* Filed herewith

[Letterhead of Messerli & Kramer P.A.]

June 29, 2016

Asure Software, Inc.  
110 Wild Basin Road, Suite 100  
Austin, Texas 78746

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Asure Software, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") relating to the registration of an additional 1,050,000 shares of common stock (the "Shares"), par value \$.01 per share, under the Company's 2009 Equity Plan (the "2009 Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and relevant for the purpose set forth below. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the 2009 Plan and any relevant agreements thereunder, the Shares will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ MESSERLI & KRAMER P.A.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the 2009 Equity Plan of Asure Software, Inc. of our report dated March 30, 2016, with respect to the consolidated financial statements of Asure Software, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas  
June 29, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Asure Software, Inc. on Form S-8 of our report dated March 17, 2016, with respect to our audits of the special purpose carve-out financial statements of Mangrove Employer Services – Payroll Division as of December 31, 2015 and 2014 and for the years then ended appearing in the Current Report on Form 8-K of Asure Software, Inc. dated March 18, 2016.

/s/ Marcum LLP

Marcum LLP  
Irvine, California  
June 29, 2016