

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

<b>1. Name and Address of Reporting Person*</b> <u>BRANNON KELYN</u>  (Last) (First) (Middle) <u>3700 N. CAPITAL OF TEXAS HWY</u> <u>#350</u>  (Street) <u>AUSTIN TX 78746</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ASURE SOFTWARE INC [ ASUR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/27/2020</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/27/2020		A		60,000	A	\$0 <sup>(1)</sup>	70,000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Option to Buy)	\$12.61	01/27/2020		D			100,000	(2)	10/02/2021	Common Stock	100,000	(3)	110,000	D	
Stock Option (Option to Buy)	\$14.2	01/27/2020		D			50,000	(2)	12/15/2022	Common Stock	50,000	(4)	60,000	D	

**Explanation of Responses:**

- On January 27, 2020, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on October 2, 2017 and May 16, 2018. In exchange for the options, the reporting person received a grant of restricted stock units that vest over three years, with the first installment vesting on the first anniversary of the option exchange, and the remainder vesting quarterly thereafter, subject to certain stock price performance goals as described in Section 9 of Offer to Exchange filed with the SEC on December 16, 2020.
- The canceled option provided for vesting in four equal annual installments.
- On January 27, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on October 2, 2017. In exchange for the option, the reporting person received a grant of restricted stock units.
- On January 27, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on May 16, 2018. In exchange for the option, the reporting person received a grant of restricted stock units.

**Remarks:**

Kelyn Brannon 01/29/2020

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.