

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

FORM 8-K

CURRENT REPORT

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

Date of Report: May 12, 2010
(Date of earliest event reported)

Asure Software, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20008
(Commission File
Number)

74-2415696
(IRS Employer
Identification Number)

108 Wild Basin Rd
(Address of principal executive offices)

78746
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if changed since last report)

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 2.02. Results of Operations and Financial Condition

Asure Software, Inc. announces results for Fiscal Q1 2010 ending March 31, 2010

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 [Press Release of Asure Software, Inc. dated May 12, 2010](#)

SIGNATURE

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.

Dated: May 12, 2010

ASURE SOFTWARE, INC.

By: /s/ David Scoglio

David Scoglio

CFO

Exhibit Index

Exhibit No.

99.1

Description

Press Release of Asure Software, Inc. dated May 12, 2010

Asure Software Reports Positive EBITDA* Results for Fiscal Q1 2010 Ending March 31, 2010 and Reiterates Positive Outlook

AUSTIN, TX -- (Marketwire - May 12, 2010) - Asure Software, Inc. (NASDAQ: ASUR), a leading provider of workforce management software, today announced financial results for the fiscal first quarter 2010, ended March 31, 2010.

Q1 Highlights:

- Revenue growth of 2%, excluding divested Visual Asset Manager (VAM), \$0.1M%, over the comparable period in 2009. iEmployee grew 5% vs. the comparable period in 2009; while Netsimplicity, excluding VAM, was neutral on a year over year basis for the same period in 2009.
- EBITDA* gain of \$0.1M vs. a loss (\$1.0M) in the same period in 2009 (See "Non-GAAP Financial Measures" section below).
- Net loss of (\$0.2M), (\$0.06) per share vs. a loss of (\$1.4M), (\$0.44) per share, for the same period in 2009. The net loss is comprised of (\$0.1M) related to Austin HQ excess lease impact and (\$0.1M) related to the core business lines margin.
- Operating Expenses reduced by 44%, or (\$1.5M) compared to the same period in 2009 largely due to both headcount & rate per head efficiencies as well as other cost reductions. One-time costs in both Q1 2009 and Q1 2010 were immaterial.

Asure's Chief Executive Officer, Pat Goepel, remarked: "On the heels of positive results last reporting period, we're satisfied with our performance for our fiscal first quarter. Last earnings call, we discussed an outlook of positive EBITDA and potentially breakeven results for our core business operations, excluding the negative impact of our prior Austin headquarters lease arrangement. As part of this turnaround effort, and as was recently announced, we have solved our lease problem, and have guided for strong positive results in the 2nd half of 2010 and as we move forward. Although our core business reported a slight operating loss in the first quarter, we expect improved and positive results beginning in the current second fiscal quarter, excluding one-time charges related to the lease termination. With the distraction, and P&L drain of our lease behind us, we are laser focused on improving our top line and keeping our low cost structure intact."

Dave Scoglio, Asure's Chief Financial Officer, added: "In light of the expected (\$0.41) per share charge related to the termination of our lease in fiscal Q2 2010, we are expecting our core business to begin to perform to shareholder's expectations, including double digit revenue growth vs. the comparable period in 2009. We would like to confirm our operational outlook, included below, at this time, and are hopeful that shareholders will be pleased with future results as our renewed cost structure begins to bear fruit. Additionally, as net profits materialize, we expect to utilize our significant Net Operating Loss carry forwards."

Pat Goepel continued, "In addition to our focus on revenue, Asure is investing in new products and services which should add to our momentum, and ultimately drive our 20/20 plan for growth in Revenue and EBITDA. We remain optimistic that we can achieve our revenue plan including preserving a substantial proportion of our Ceridian related revenue stream. In addition, we are already launching new products and partner channels, like NetSimplicity's public calendar module, and iEmployee's newest premier payroll partner, Advantec. We've made great strides in leveraging partnerships, and continue to look for value added resellers to facilitate further penetration into existing and new markets in the near future."

2010 Outlook:

2010 OUTLOOK	Q2	Q3	Q4
Estimated Real Estate Charges	(\$ 0.41)	(\$ 0.01)	n/a
Core Software Business	\$ 0.02 - \$ 0.04	\$ 0.05 - \$ 0.10	\$ 0.08 - \$ 0.15
Net Earnings Per Share	(\$ 0.39) - (\$ 0.37)	\$ 0.04 - \$ 0.09	\$ 0.08 - \$ 0.15

Conference Call Details:

Asure Software has scheduled a conference call for Wednesday, May 12, 2010 at 11:00 a.m. ET (10:00 a.m. CT) to discuss its most recent financial results and outlook. Participating in the call will be Pat Goepel, Chief Executive Officer and David Scoglio, Chief Financial Officer.

To take part, please dial 866-578-5747 ten minutes before the conference call begins, ask for the Asure Software event and use passcode 38176622. International callers should dial 617-213-8054 and reference the same passcode, 38176622.

Investors, analysts, media and the general public will also have the opportunity to listen to the conference call in listen-only mode via the Internet by visiting the investor relations page of Asure's web site at www.asuresoftware.com. To monitor the live call, please visit the web site at least 15 minutes early to register, download and install any necessary audio software. For those who cannot listen to the live broadcast, an archived replay will be available shortly after the call on the investor relations page of the Company's web site at www.asuresoftware.com.

*** Non-GAAP Financial Measures: EBITDA**

This press release includes the following financial measure defined as a non-GAAP financial measure by the Securities and Exchange Commission: EBITDA. This supplemental financial measure is not required by GAAP, nor is the presentation of this financial information intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Management recognizes that non-GAAP financial measures have limitations in that they do not reflect all of the items associated with Asure's earnings results as determined in accordance with GAAP. However, for the reasons described below, management uses this non-GAAP measure to evaluate the

performance of Asure's business. Asure's management believes that it is important to provide investors with these same tools, together with reconciliation to GAAP, for evaluating the performance of Asure's business, as it may provide additional insight into Asure's financial results. See "Reconciliation of GAAP Net Earnings to Earnings Before Interest, Taxes, Depreciation, Amortization and Stock Compensation Expense (EBITDA)" table included in this press release for further information regarding these non-GAAP financial measures. In addition, EBITDA is presented because management believes it is frequently used by securities analysts, investors and others in the evaluation of companies.

EBITDA is calculated by adding income taxes, interest expense, depreciation and amortization to net earnings, EBITDA is not defined under GAAP and should not be considered in isolation or as a substitute for net earnings and other consolidated earnings data prepared in accordance with GAAP or as a measure of Asure's profitability.

Reconciliation of GAAP Net Earnings to Earnings Before Interest, Taxes,
Depreciation, Amortization and Stock Compensation Expense (EBITDA)

Amounts in Thousands	Q1 '10	Q1 '09
Net Loss	\$ (188)	\$ (1,379)
Interest	21	16
Tax	15	21
Depreciation	71	115
Amortization	194	195
Stock Comp. Expense	15	14
EBITDA	\$ 128	\$ (1,018)

About Asure Software, Inc.:

Headquartered in Austin, Texas, Asure Software, Inc. (ASUR), empowers small to mid-size organizations and divisions of large enterprises to operate more efficiently, increase worker productivity and reduce costs through a comprehensive suite of on-demand workforce management software and services. Asure's market-leading suite includes products that optimize workforce time and attendance tracking, benefits enrollment and tracking, pay stubs and W2 documentation, and meeting and event management. With additional offices in Warwick, Rhode Island, Vancouver, British Columbia, and Mumbai, India, Asure serves 3,500 customers around the world. For more information, please visit www.Asuresoftware.com.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Asure's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. Such risks and uncertainties, which include those associated with continued listing of the Company's securities on the NASDAQ Capital Market, could cause actual results to differ from those contained in the forward-looking statements.

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2010	December 31, 2009
ASSETS		
Current Assets:		
Cash and equivalents	\$ 1,991	\$ 2,263
Accounts receivable, net of allowance for doubtful accounts of \$58 and \$34 at March 31, 2010 and December 31, 2009, respectively	1,082	1,526
Inventory	24	49
Prepaid expenses and other current assets	213	213
Total Current Assets	3,310	4,051
Property and equipment, net	590	581
Intangible assets, net	3,429	3,623
Total Assets	\$ 7,329	\$ 8,255
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 795	\$ 1,039
Accrued compensation and benefits	47	79
Lease impairment and advance	322	562
Other accrued liabilities	452	411
Deferred revenue	1,587	1,744
Total Current Liabilities	3,203	3,835

Long-term deferred revenue	125	134
Long-term lease impairment and advance	174	196
Other long-term obligations	189	212
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Total Liabilities	3,691	4,377
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Stockholders' Equity:		
Preferred stock, \$.01 par value; 1,500 shares authorized; none issued or outstanding	--	--
Common stock, \$.01 par value; 6,500 shares authorized; 3,341 and 3,341 shares issued; 3,085 and 3,128 shares outstanding at March 31, 2010 and December 31, 2009, respectively	334	334
Treasury stock at cost, 256 and 213 shares at March 31, 2010 and December 31, 2009, respectively	(5,017)	(4,907)
Additional paid-in capital	270,940	270,925
Accumulated deficit	(262,592)	(262,404)
Accumulated other comprehensive loss	(27)	(70)
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Total Stockholders' Equity	3,638	3,878
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Total Liabilities and Stockholders' Equity	\$ 7,329	\$ 8,255
	=====	=====

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

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

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2010	2009
	-----	-----
Revenues	\$ 2,460	\$ 2,510
Cost of Sales	(638)	(493)
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Gross Margin	1,822	2,017
	-----	-----
Operating Expenses:		
Selling, general and administrative	1,441	2,758
Research and development	342	523
Amortization of intangible assets	149	149
	-----	-----
Total Operating Expenses	1,932	3,430
	-----	-----
Loss From Operations	(110)	(1,413)
	-----	-----
Other Income (Expenses):		
Interest income	1	24
Gain/(loss) on sale of assets	-	30
Foreign currency translation (loss) gain	(43)	17
Interest expense and other	(21)	(16)
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Total Other Income (Expense)	(63)	55
	-----	-----
Loss from operations, before tax	(173)	(1,358)
Provision for income taxes	(15)	(21)
	-----	-----

Net Loss	\$ (188)	\$ (1,379)
	=====	=====
Basic and diluted net loss per share	\$ (0.06)	\$ (0.44)
Shares used in computing basic and diluted net loss per share	3,095	3,111

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

David Scoglio
512-437-2732