

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

April 21, 2017

**VIA EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Asure Software, Inc.  
Registration Statement on Form S-3  
File No. 333-216075**

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Asure Software, Inc. (the "Registrant") hereby requests that the effective date of the above-referenced Registration Statement be accelerated so that it will be declared effective at 4:00 p.m. Eastern Time on April 25, 2017, or as soon thereafter as possible.

If you have any questions, please call Jeffrey C. Robbins of Messerli & Kramer P.A. at (612) 672-3706. Thank you for your assistance.

Very truly yours,

ASURE SOFTWARE, INC.

By /s/ Patrick Goepel  
Patrick Goepel, President and CEO