

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

April 4, 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.**  
**Withdrawal of Acceleration Request**  
**Registration Statement on Form S-3**  
**File No. 333-216075**

Ladies and Gentlemen:

Asure Software, Inc. hereby withdraws its acceleration request dated March 31, 2017 with respect to the above-referenced Registration Statement.

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