

**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: August 19, 2019**

(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)

**3700 N. Capital of Texas Hwy, Suite 350, Austin, TX**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company .

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On August 19, 2019, our board of directors elected Charles W. Lathrop, Jr., age 62, to serve as a director until the next annual meeting of stockholders or until his successor is duly elected and qualified, effective immediately.

Mr. Lathrop has over thirteen years' experience as Chairman, President and CEO of two HCM companies, as well as multiple directorships, including iSystems, which we acquired in 2017. Mr. Lathrop was formerly Chairman, CEO and President of CompuPay for fourteen years. Prior to joining CompuPay, Lathrop was CEO of Advantage Payroll Services, which was sold to Paychex in September 2002.

Mr. Lathrop does not have any family relationships with any of our executive officers or directors. There are no arrangements or understandings between Mr. Lathrop and any other person pursuant to which Mr. Lathrop was elected as a director. There are no related party transactions between Mr. Lathrop and our company.

Upon his election as a director, Mr. Lathrop was granted 4,000 restricted stock units and options to purchase 10,000 shares of our common stock. The restricted stock units vest in two equal installments of 2,000 restricted stock units: one on August 19, 2019 and the other on May 20, 2020. All of the options awarded to Mr. Lathrop vest in one installment on March 31, 2020. In addition, as a non-employee director, Mr. Lathrop will participate in our standard non-equity compensation plan for non-employee directors, under which he will be eligible to receive a base compensation of \$22,500 per year, plus applicable committee and attendance fees, for his service as a director. Mr. Lathrop will also be eligible to receive stock options or other equity awards as a non-employee director, as approved by our board upon the recommendation of the compensation committee.

In addition, in connection with his election to our board, Mr. Lathrop will enter into our standard form of indemnification agreement, a copy of which was filed as Exhibit 10.1 to our Current Report on Form 8-K filed with the Securities and Exchange Commission on December 21, 2017.

A copy of the press release announcing Mr. Lathrop's appointment is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
99.1	<a href="#">Press Release of Registrant dated August 22, 2019</a>

**SIGNATURES**

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.

**ASURE SOFTWARE, INC.**

Dated: August 22, 2019

By: /s/ Kelyn Brannon  
Kelyn Brannon, Chief Financial Officer



## Asure Software Welcomes Charlie Lathrop to Board of Directors

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**AUSTIN, TEXAS — Aug. 22, 2019** — Asure Software (NASDAQ: ASUR), the leading provider of workforce and workspace software solutions, announced the appointment of Charlie Lathrop to the company's board of directors.

Lathrop brings 14 years of leadership experience in the workforce management space, including a seven year stint as chairman, president and chief executive officer of CompuPay. With a focus on organic growth and acquisitions, Lathrop played an integral role in rapidly tripling the size of CompuPay - a small, regional company in South Florida at the time - to become one of the largest payroll processing and related service providers in the U.S. Prior to CompuPay, Lathrop was chairman, president and chief executive officer of Advantage Payroll Services where he successfully grew the company from \$12 million in annual revenue in 1997 to over \$75 million before managing the sale of the company to Paychex in September 2002.

Before joining the Asure Software board of directors, Lathrop previously served as a board member to the following companies:

- Construction Labor Contractors (CLC), a leading provider of temporary staffing of skilled tradesmen for the commercial construction market. The company, headquartered in Richfield, Ohio, has 15 sales office throughout the Midwest, Mid-Atlantic and Southwest that service clients in all 50 states. CLC provides a variety of skilled trades to construction sites, including electricians, plumbers, carpenters and HVAC technicians.
- iSystems, a leading national Software as a Service (“SaaS”) provider of human capital management software for service bureaus including independent payroll processors, banks and CPAs that was acquired by Asure in 2017. The company's HCM software includes payroll, tax, HR management, time and labor, business analytics, and more. iSystems has approximately 100 licensees who in turn process payroll for roughly 75,000 small and mid-sized businesses.
- Glazer-Kennedy Insider's Circle a leading provider of marketing training and advice to entrepreneurs and small businesses.
- Cast & Crew Entertainment Services, a leading provider of technology-enabled payroll and related business process outsourcing (BPO) services to the film, television, live entertainment and commercial production markets in North America.

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“We are pleased to welcome Charlie to our board of directors and look forward to leveraging his extensive background in successfully developing and growing companies in the workforce management industry,” said Pat Goepel, CEO of Asure Software. “I look forward to the insights and great value Charlie can bring to the board as Asure continues to grow at an astounding pace through our innovative smart office suite of workforce and workspace solutions that are helping modern companies embrace the new normal of when, where, and how people work today and far into the future.”

### About Asure Software

Asure Software, Inc., headquartered in Austin, Texas, provides innovative and flexible SaaS-based cloud platforms that help clients worldwide elevate how, when, and where work gets done throughout the employee lifecycle. More than a Human Capital Management (HCM) software program, our Smart Office suite capitalizes on the intrinsic value between workforce and workspace so organizations of all sizes can

better compete for talent, space, time, and capital assets. Asure Software's offerings include a fully-integrated HCM platform, Time & Attendance, Talent Management, Employee Benefits, Benefits Administration, Payroll & Tax, Asset & Move Management, Full-Service Room Scheduling, Hoteling & Mobile Workforce and Workplace Occupancy Sensors. Visit us at [www.asureosoftware.com](http://www.asureosoftware.com).

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