SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Red Oak Partners, LLC	ASURE SOFTWARE INC [ASUR]	X Director; 10% Owner; Officer (give title below); Other (specify below)
(Last) (First) (Middle): 40 RICHARDS AVE. SUITE 300	3. Date of Earliest Transaction (Month/Day/Year): 11/20/2019	
(Street): NORWALK CT 06854	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): Form filed by One Reporting Person; X Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	11/20/2019		S		14,786	D	$8.488(5)	591,407	I	By The Red Oak Fund, LP directly(1)(2)
Common Stock	11/20/2019		S		3,580	D	$8.488(5)	143,197	I	By The Red Oak Long Fund, LP directly(1)(3)
Common Stock	11/20/2019		S		4,634	D	$8.488(5)	185,366	I	By The Red Oak Institutional Founders Long Fund, LP directly(1)(4)
Common Stock	11/21/2019		S		55,929	D	$8.564(6)	535,478	I	By The Red Oak Fund, LP directly(1)(2)
Common Stock	11/21/2019		S		13,543	D	$8.564(6)	129,654	I	By The Red Oak Long Fund, LP directly(1)(3)
Common Stock	11/21/2019		S		17,528	D	$8.564(6)	167,838	I	By The Red Oak Institutional Founders Long Fund, LP directly(1)(4)
Common Stock								22,415	I	By David Sandberg Directly

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)

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	Amount or Number of Shares				

1. Name and Address of Reporting Person

Red Oak Partners, LLC

(Last) (First) (Middle)

40 RICHARDS AVE.

SUITE 300

(Street)

NORWALK CT 06854

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Sandberg David

(Last) (First) (Middle)

150 E PALMETTO PARK ROAD

SUITE 800

(Street)

BOCA RATON FL 33432

(City) (State) (Zip)

Explanation of Responses:

1. Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

2. Red Oak Partners, LLC ("ROP") serves as the general partner of The Red Oak Fund, LP, a Delaware limited partnership (the "Red Oak Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Red Oak Fund's portfolio manager.

3. ROP serves as the general partner of The Red Oak Long Fund, LP, a Delaware limited partnership (the "Red Oak Long Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Red Oak Long Fund's portfolio manager.

4. ROP serves as the general partner of The Red Oak Institutional Founders Long Fund, LP, a Delaware limited partnership (the "Red Oak Founders Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Red Oak Founders Fund's portfolio manager.

5. These transactions were executed in multiple trades at prices ranging from $8.415 to $8.650. The price reported in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which each of the individual transactions was effected.

6. These transactions were executed in multiple trades at prices ranging from $8.510 to $8.635. The price reported in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which each of the individual transactions was effected.

David Sandberg 11/22/2019

** 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.