

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): April 11, 2013**

**ASURE SOFTWARE, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**0-20008**  
(Commission File No.)

**74-2415696**  
(IRS Employer Identification No.)

**110 Wild Basin Road, Suite 100, Austin, Texas 78746**  
(Address of principal executive offices)

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

**N/A**  
(Former Name and Address)

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

(a) On April 11, 2013, we received a written notice of deficiency from The Nasdaq Stock Market (“Nasdaq”) on account of our failure to comply with Nasdaq’s Marketplace Rule 5550(b)(2) requiring us to maintain a \$35 million minimum Market Value of Listed Securities (“MVLS”) for our common stock. The Nasdaq notification has no immediate effect on the listing of our common stock. We have 180 calendar days (i.e., until October 8, 2013) to regain compliance with the Rule. If prior to that date, we achieve a MVLS for our common stock of \$35 million or more for at least 10 consecutive business days, Nasdaq will provide written notification that we have achieved compliance with the Rule. If we cannot demonstrate compliance with the Rule by October 8, 2013, Nasdaq may notify us of its intent to delist our common stock. In this case, we can appeal any delisting determination by the Nasdaq staff to a Nasdaq Hearings Panel.

Nasdaq also advised us in its letter that we do not meet the requirements under Nasdaq Marketplace Rule 5550(b)(1), which requires maintenance of \$2.5 million of stockholders’ equity, and Rule 5550(b)(3), which requires net income from continuing operations of \$500,000 or more in 2012 or in two of the three years 2010, 2011 and 2012. However, Nasdaq did not advise us that our failure to meet those Rules subjects us to potential delisting.

Under Rule 5550, we can regain compliance and avoid the potential for delisting of our common stock by satisfying any one of the MVLS test, the minimum equity test or the minimum net income test. We will continue to monitor the MVLS for our common stock and consider various options available to us if our common stock does not trade at a level that is likely to regain compliance within the requisite grace period. We also will consider raising additional equity capital to bolster our stockholders’ equity.

We issued a press release on April 17, 2013 to disclose our receipt of the Nasdaq letter. We have attached a copy of the press release as Exhibit 99.1 to this Report.

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

(d) Exhibits

99.1 [Press Release dated April 17, 2013.](#)

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**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: April 17, 2013

By: /s/ JENNIFER CROW  
Jennifer Crow  
Chief Financial Officer

## Exhibit 99.1

### Asure Software Receives NASDAQ Letter Regarding Non-Compliance with Minimum Market Value of Listed Securities Rule

AUSTIN, Texas, April 17, 2013 (GLOBE NEWSWIRE) -- Asure Software, Inc. (Nasdaq:ASUR), a leading provider of workplace management software, announced that on April 11, 2013, it received a letter from The NASDAQ Stock Market ("NASDAQ") stating that pursuant to Rule 5550(b)(2), the \$35 million minimum Market Value of Listed Securities ("MVLS") for its common stock was not met.

The NASDAQ notification has no immediate effect on the listing of the Company's common stock and Asure will be provided a grace period of 180 calendar days, or until October 8, 2013, to regain compliance. After the grace period expires, NASDAQ may notify the Company of its intent to delist its common stock to which the Company may appeal any delisting determination by the NASDAQ staff to a NASDAQ Hearings Panel.

Under Rule 5550, the Company can regain compliance and avoid the potential for delisting by satisfying any one of the minimum MVLS test, the minimum equity test or the minimum net income test. NASDAQ has advised the Company in its letter that it did not meet the requirements under NASDAQ Marketplace Rule 5550(b)(1), which requires maintenance of \$2.5 million of stockholders' equity, and Rule 5550(b)(3), which requires net income from continuing operations of \$500,000 or more in 2012 or in two of the three years 2010, 2011 and 2012. However, NASDAQ did not advise the Company that its failure to meet those Rules subjects it to potential delisting.

Although the Company cannot control the stock price or market capitalization, Asure will continue to monitor the MVLS for its common stock and consider various options available if the common stock does not trade at a level that is likely to regain compliance within the requisite grace period. One of those options available to the Company is to issue common stock to meet the minimum equity requirement.

Stated Pat Goepel, Asure's Chief Executive Officer, "We expected this notification and understand that it has no immediate effect on the listing of our stock on the NASDAQ. We are evaluating our options to best meet the requirements of Rule 5550 while continuing to execute our growth strategy. Although we believe our share price remains undervalued and the business continues to generate positive EBITDA and free cash flow, we may issue shares to satisfy NASDAQ stockholder's equity criteria. We note that in Q4 2012, Asure filed a shelf registration statement which allows it the ability to raise funds via the issuance of equity. We believe that either through an increase in MVLS or increase in equity, we will become compliant in advance of the 180 day grace period."

#### About Asure Software

Asure Software, Inc., (Nasdaq:ASUR) headquartered in Austin, Texas, offers cloud-based time and labor management and workspace management solutions that enable businesses to control their biggest costs -- labor, real estate and technology -- and prepare for the workforce of the future in a highly mobile, geographically disparate and technically wired work environment. Asure serves approximately 5,000 clients worldwide and currently offers two main product lines: AsureSpace<sup>™</sup> workplace management solutions enable organizations to maximize the ROI of their real estate, and AsureForce<sup>®</sup> time and labor management solutions deliver efficient management of human resource and payroll processes. For more information, please visit [www.asuresoftware.com](http://www.asuresoftware.com)

The Asure Software, Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=11986>

"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 could cause actual results to differ from those contained in the forward-looking statements.

For more information contact:  
Jennifer Crow, Chief Financial Officer  
Asure Software, Inc.  
888-323-8835  
[jcrow@asuresoftware.com](mailto:jcrow@asuresoftware.com)

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