

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ASURE SOFTWARE, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**74-2415696**  
(I.R.S. Employer Identification Number)

**405 Colorado St. #1800  
Austin, Texas 78701  
(512) 437-2700**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**ASURE SOFTWARE, INC. 2018 INCENTIVE AWARD PLAN**  
(Full Title of Plan)

**Patrick Goepel  
Chief Executive Officer  
Asure Software, Inc.  
405 Colorado St. #1800  
Austin, Texas 78701  
(512) 437-2700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Kenneth A. Schlesinger, Esq.  
Olshan Frome Wolosky LLP  
1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 451-2300  
Facsimile: (212) 451-2222**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Asure Software, Inc. (the “Company”) for the purpose of registering an additional 2,000,000 shares of the Company’s common stock, par value \$0.01 (the “Common Stock”), under the 2018 Plan. The Form S-8 Registration Statement (File No. 333-230967) filed with the Securities and Exchange Commission (the “Commission”) on April 19, 2019, the Form S-8 Registration Statement (File No. 333-232754) filed with the Commission on July 22, 2019, and the Form S-8 Registration Statement (File No. 249986) filed with the Commission on November 9, 2020, relating to the 2018 Plan, are incorporated by reference herein.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents previously filed with the Commission by the Company are incorporated by reference herein:

- (1) The Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Commission on March 14, 2022;
- (2) The Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022, filed with the Commission on May 9, 2022, the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2022, filed with the Commission on August 8, 2022, and the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2022, filed with the Commission on November 7, 2022;
- (3) The Current Reports on Form 8-K, filed with the Commission on April 15, 2022 and June 3, 2022;
- (4) The description of common stock contained in the Registration Statement on Form 8-A filed with the Commission on March 31, 1992, including any amendment or report filed for the purpose of updating this description; and
- (5) The description of certain rights in connection with each outstanding share of our common stock contained in the Registration Statement on Form 8-A filed with the Commission on November 2, 2009, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (other than documents or information deemed to have been “furnished” and not “filed”) after the date hereof and before the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing those documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

As permitted by Section 102 of the Delaware General Corporation Law, or DGCL, the Company has adopted provisions in its certificate of incorporation that limit or eliminate the personal liability of directors for monetary damages for a breach of their fiduciary duty of care as a director, except for liability for:

- any breach of the director’s duty of loyalty to the corporation or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any act related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not affect the availability of equitable remedies such as injunctive relief.

The Company’s certificate of incorporation also authorizes the indemnification of its officers, directors and other agents to the fullest extent permitted under Delaware law. As permitted by the DGCL, the certificate of incorporation provides that:

- the Company may indemnify its directors, officers, and employees to the fullest extent permitted by the DGCL, subject to limited exceptions;
- Company may advance expenses to its directors, officers and employees in connection with a legal proceeding to the fullest extent permitted by the DGCL, subject to limited exceptions; and
- the rights provided in the certificate of incorporation are not exclusive.

The Company has also entered into separate indemnification agreements with its directors and officers that may be broader than the specific indemnification provisions contained in the DGCL.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Number</b>	<b>Description</b>
4.1	<a href="#"><u>Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017 filed with the Commission on May 11, 2017).</u></a>
4.2	<a href="#"><u>Certificate of Amendment to Certificate of Incorporation, (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K/A filed with the Commission on June 2, 2020).</u></a>
4.3	<a href="#"><u>Third Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the Commission on November 9, 2018).</u></a>
4.4	<a href="#"><u>Amendment No. 1 to Third Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on April 6, 2020).</u></a>
4.5	<a href="#"><u>Specimen Certificate for the Common Stock (Incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 filed with the Commission on December 13, 2012).</u></a>
4.6	<a href="#"><u>Third Amended and Restated Rights Agreement between Asure Software, Inc. and American Stock Transfer &amp; Trust Company, LLC effective October 28, 2022 (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on June 3, 2022).</u></a>
5.1	<a href="#"><u>Legal Opinion of Olshan Frome Wolosky LLP (filed herewith).</u></a>
23.1	<a href="#"><u>Consent of Marcum LLP (filed herewith).</u></a>
23.2	<a href="#"><u>Consent of Olshan Frome Wolosky LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
99.1	<a href="#"><u>2018 Incentive Award Plan, as amended, (Incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14 A filed with the Commission on April 26, 2022).</u></a>
99.2	<a href="#"><u>Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Incentive Award Plan (Incorporated by reference to Exhibit 99.2 of the Company's Registration Statement on Form S-8 filed with the Commission on July 22, 2019).</u></a>
99.3	<a href="#"><u>Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Incentive Award Plan (Incorporated by reference to Exhibit 99.3 of the Company's Registration Statement on Form S-8 filed with the Commission on July 22, 2019).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

## Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in this registration statement.

*Provided, however,* that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that for the purpose of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, and will be governed by the final adjudication of such issue.



**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Asure Software, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Title of Each Class of Securities to be Registered	Fee Calculation Rule	Amount to be Registered <sup>(1)(2)</sup>	Proposed Maximum Offering Price Per Share <sup>(3)</sup>	Maximum Aggregate Offering Price <sup>(3)</sup>	Fee Rate	Amount of Registration Fee <sup>(3)</sup>
Equity	Common Stock, par value \$0.01	Rule 457(h)	2,000,000	\$6.60	\$13,200,000	\$110.20 per \$1,000,000	\$1,454.64
<b>Total Offering Amounts</b>					\$13,200,000		\$1,454.64
<b>Total Fee Offsets</b>							\$0.00
<b>Net Fee Due</b>							\$1,454.64

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable under the registrant's 2018 Stock Incentive Plan, as amended (the "Plan"), by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of consideration that results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) Represents 2,000,000 additional shares of the registrant's common stock reserved for issuance pursuant to the Plan.
- (3) Estimated pursuant to Rule 457(h) of the Securities Act, solely for purposes of calculating the registration fee, which is the average of the high sales price and low sales price of the registrant's common stock on November 3, 2022 as quoted on the Nasdaq Capital Market.



1325 AVENUE OF THE AMERICAS • NEW YORK, NEW YORK 10019  
TELEPHONE: 212.451.9300 • FACSIMILE: 212.451.9222

November 7, 2022

Asure Software, Inc.  
3700 N. Capital of Texas Hwy, Suite 350  
Austin, TX

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Asure Software, Inc., a Delaware corporation (the “Company”), in connection with the filing of its registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”), relating to the registration of 2,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock” or the “Shares”), issuable pursuant to the terms of and in the manner set forth in the Asure Software, Inc. 2018 Incentive Award Plan, as amended (“2018 Plan”).

This opinion letter is being delivered at the request of the Company and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

We advise you that we have examined executed originals or copies certified or otherwise identified to our satisfaction of (i) the Registration Statement, (ii) the Company’s Restated Certificate of Incorporation and the Company’s Third Amended and Restated Bylaws, each as amended to date, (iii) the 2018 Plan, and (iv) corporate proceedings of the Company, and such other documents, instruments and certificates of officers and representatives of the Company and of public officials, and we have made such examination of fact and law, as we have deemed necessary or appropriate for purposes of the opinion expressed below. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of officers and representatives of the Company and of public officials.

We have assumed for purposes of rendering the opinion set forth herein, without verification, the genuineness of all signatures, the legal capacity of all natural persons to execute and deliver documents, the authenticity and completeness of documents submitted to us as originals and the completeness and conformity with authentic original documents of all documents submitted to us as copies.

On the basis of the foregoing and in reliance thereon and subject to the assumptions, qualifications and limitations set forth herein, we advise you that in our opinion, the Shares, when issued and paid for pursuant to the terms of and in the manner set forth in the 2018 Plan will be duly and validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York. We express no opinion as to the effect of any laws other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal laws of the United States of America, each as in effect on the date hereof.

This opinion speaks only at and as of its date and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in fact or law that may hereafter occur.



November 7, 2022  
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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that our firm is within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/Olshan Frome Wolosky LLP

OLSHAN FROME WOLOSKY LLP

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Independent Registered Public Accounting Firm's Consent

We consent to the incorporation by reference in this Registration Statement of Asure Software, Inc. on Form S-8 of our report dated March 14, 2022, with respect to our audits of the consolidated financial statements of Asure Software, Inc. as of December 31, 2021 and 2020 and for the years ended December 31, 2021 and 2020, appearing in the Annual Report on Form 10-K of Asure Software, Inc. for the year ended December 31, 2021.

/s/ Marcum LLP

Marcum LLP  
Costa Mesa, California  
November 7, 2022

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