

**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): October 4, 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 8.01 Other Events**

On October 4, 2013, we received notification from The Nasdaq Stock Market (“Nasdaq”) that we have regained compliance with Listing Rule 5635(c) and Listing Rule 5550(b).

As previously disclosed, on April 17, 2013, Nasdaq notified us that we had failed to maintain a minimum market value of listed securities of \$35,000,000 over the previous 30 consecutive business days as required by The Nasdaq Capital Market set forth in Listing Rule 5550(b). Nasdaq also advised us in its letter that we 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. In order to meet the minimum equity requirement, we bolstered stockholders’ equity by selling 662,000 shares in May 2013. On August 14, 2013, we filed our Form 10-Q for the quarter ended June 30, 2013 and reported stockholders’ equity of \$4,076,000. Also, as previously disclosed on August 21, 2013, Nasdaq notified us that since the May 2013 sale of securities, which was at a discount to the then current market price, included certain officers and directors, the private placement required shareholder approval under Listing Rule 5635(c). In our Form 8-K filed on September 30, 2013, we reported that at a special meeting held on September 30, 2013, our stockholders voted to ratify this sale of shares to our officers and directors.

Accordingly, Nasdaq has determined that we have regained compliance with Listing Rules 5635(c) and 5550(b) and this matter is now closed.

We issued a press release on October 7, 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 October 7, 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: October 7, 2013

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

## Exhibit 99.1

### Asure Software Regains Compliance with NASDAQ Listing Rules

AUSTIN, Texas, Oct. 7, 2013 – Asure Software (Nasdaq: ASUR) CEO Pat Goepel announced today that on October 4, 2013, the company received notice from The Nasdaq Stock Market (“Nasdaq”) confirming that Asure has now regained full compliance with the Nasdaq’s Marketplace Rule 5550(b) and Rule 5635(c).

“We executed on our plan to raise capital in order to bolster stockholders equity. We obtained shareholder approval and now have confirmation from Nasdaq of our compliance with the listing rules. Nasdaq has deemed this matter closed and we are happy to have it behind us,” said Goepel. “I am proud of our entire team and we all remain firmly committed to executing on our business initiatives to drive growth and shareholder value.”

#### 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 6,000 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)

#### Cautionary Note Regarding Forward Looking Statements

This release may contain forward-looking statements that involve risks and uncertainties. Any forward-looking statements and all other statements that may be made in this news release that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to Asure Software’s filings with the Securities and Exchange Commission (SEC) for more information on the risk factors that could cause actual results to differ. Copies for Asure Software’s filing are available from the SEC, may be found on Asure Software’s website, or may be obtained upon request from Asure Software.

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