

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under Rule 14a-12

Forgent Networks, Inc.
108 Wild Basin Road, Austin, Texas 78746

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

The Red Oak Fund, LP, a Delaware limited partnership;
Pinnacle Fund, LLLP, a Colorado limited liability limited partnership;
Bear Market Opportunity Fund, L.P., a Delaware limited partnership;
Pinnacle Partners, LLC, a Colorado limited liability company;
Red Oak Partners, LLC, a New York limited liability company;
David Sandberg.

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1. Title of each class of securities to which transaction applies:
 2. Aggregate number of securities to which transaction applies:
 3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 4. Proposed maximum aggregate value of transaction:
 5. Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
1. Amount Previously Paid:
 2. Form, Schedule or Registration Statement No.:
 3. Filing Party:
 4. Date Filed:

On May 29, 2009 Red Oak filed an amended Schedule 13D which included Exhibits 99.A, 99.B, 99.C, and 99.D. These Exhibits are hereby filed separately as Exhibits 99.A, 99.B, 99.C, and 99.D. Additionally, on May 29, 2009 Red Oak and the Pinnacle Fund, LLLP issued a press release which is included as Exhibit E.

Important Information

Pinnacle Fund, LLLP ("Pinnacle") filed a definitive proxy statement with the Securities and Exchange Commission on May 28, 2009, in connection with the special meeting of stockholders of Forgent Networks, Inc. (the "Company") to be held on June 2, 2009. Stockholders are strongly advised to carefully read Pinnacle's definitive proxy statement, as it contains important information. Pinnacle and certain other persons are deemed participants in the solicitation of proxies from stockholders in connection with the special meeting of stockholders. Information concerning such participants is available in Pinnacle's definitive proxy statement. Stockholders may obtain, free of charge, copies of Pinnacle's definitive proxy statement and any other documents Pinnacle files with or furnishes to the Securities and Exchange Commission in connection with the special meeting of stockholders through the Securities and Exchange Commission's website at www.sec.gov, and through the following website: www.ourmaterials.com/pinnaclefund.

After the Company announces its annual meeting at which the Company's stockholders will elect a new board of directors, Pinnacle intends to file a definitive proxy statement soliciting votes for Pinnacle's nominees to the Company's board of directors. Pinnacle is not asking you at this time to vote on its slate of directors. Once Pinnacle's definitive proxy statement for the annual meeting becomes available, Pinnacle strongly advises stockholders to carefully read that definitive proxy statement, as it will contain important information. Information concerning Pinnacle and any other persons deemed participants in Pinnacle's solicitation of proxies from stockholders in connection with the annual meeting will be available in Pinnacle's definitive proxy statement for the annual meeting. Once Pinnacle's definitive proxy statement for the annual meeting becomes available, stockholders will be able to obtain, free of charge, copies of that statement and any other documents Pinnacle files with or furnishes to the Securities and Exchange Commission through the Securities and Exchange Commission's website at www.sec.gov.

PINNACLE PARTNERS, LLC
654 Broadway, Suite 5 | New York, New York 10012
Telephone (212) 614-8952 | Facsimile (646) 390-6784

May 28, 2009

Asure Software
108 Wild Basin Road
Austin, TX 78746
Attention: Corporate Secretary

Re: Director Nominations

Dear Corporate Secretary:

We are sending you this notice that we intend to nominate six directors for election to the Company's board of directors at the upcoming annual meeting - Cornelius Ferris, Pat Goepel, Robert Graham, Adrian Pertierra, David Sandberg, and Jeffrey Vogel to be nominated for election for the Director class that expires in 2009. We intend to deliver a proxy statement and form of proxy to holders of at least the percentage of the Common Stock required under applicable law to elect our nominees.

Stockholder who intends to make the nominations:
The Pinnacle Fund, LLLP
Address: 32065 Castle Court, Suite 100, Evergreen, CO 80439-3501

The Pinnacle Fund, LLLP ("Pinnacle Fund") is the registered holder of 500,000 shares of common stock of Asure Software ("ASUR", "Forgent Networks" or the "Company"), a Delaware corporation and beneficially owns 946,950 shares of the common stock of ASUR. The Red Oak Fund, L.P. ("RO Fund") beneficially owns 812,177 shares of common stock of ASUR. The RO Fund also manages the Bear Market Opportunity Fund ("Bear Fund") which beneficially owns 526,669 shares of the common stock of ASUR. Red Oak Partners, LLC ("RO Partners") is the general partner of RO Fund and altogether, RO Partners may be deemed to beneficially own 2,285,796 shares of the common stock of ASUR, representing 7.3% of the common stock outstanding as of March 11, 2009 as reported by ASUR. Based on the number of shares outstanding as of that reporting date, RO Fund is the Company's largest shareholder. David Sandberg is the managing member of RO Partners, such that RO Partners, the RO Fund, and David Sandberg have shared power to vote or direct the vote of, or to dispose or direct the disposition of the 946,950 shares of common stock held by Pinnacle Fund. Pinnacle Fund intends to appear in person through its representatives or by proxy at the meeting to nominate the persons specified in this notice.

Information on each Nominee:

Cornelius (Neil) Ferris
Residence Address: 59 Presidential Drive, Southborough, MA 01772
Business Consultant

Pat Goepel
Residence Address: 16 Abbottswood Drive, Sudbury, Mass. 01776
Group COO, Patersons Global Payroll and HR

Robert (Bob) Graham
Residence Address: 400 Panamint Road, Reno, NV 89521
Manager, Ridge Partners LLC

David Sandberg
Business Address: 654 Broadway, Suite 5, New York, NY 10012
Residence Address: 121 Hillair Circle, White Plains, NY 10605
Managing Member and Portfolio Manager, Red Oak Partners, LLC

Adrian Pertierra
Business Address: 654 Broadway, Suite 5, New York, NY 10012
Residence Address: 222 East 19th St., Apt. 4E, New York, NY 10003
Senior Analyst, Red Oak Partners, LLC

Jeffrey Vogel

Residence Address: 319 Blackstone blvd, Providence RI 02906
Partner, Liberty Capital

RO Partners manages the investments of, and has the authority to make investment decisions on behalf of, Bear Market Opportunity Fund, L.P. White Peaks Holdings LLC, and Red Oak Partners, LLC are both managers of Pinnacle Partners, LLC, the general partner of Pinnacle Fund, LLLP. White Peaks Holdings, LLC and Red Oak Partners LLC are both managers of Pinnacle Capital, LLC, the investment advisor of Pinnacle Fund, LLLP. Red Oak Partners, LLC, as manager of the Pinnacle Capital, LLC, has authority to make investment decisions on behalf of Pinnacle Fund, LLLP.

Attached in Exhibit A is a true and correct copy of the DTC report, serving as documentary evidence that Pinnacle Fund, LLLP is a holder of record of 500,000 shares of Forgent Networks as of May 15, 2009.

Of the nominees, Mr. Sandberg beneficially owns or controls 2,285,796 common shares through his affiliation with RO Partners, Mr. Graham directly owns 82,275 common shares and beneficially controls 746,829 common shares through Global Accelerator, Mr. Goepel beneficially owns or controls 87,785 common

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shares and Mr. Vogel owns 25,000 common shares. Mr. Pertierra works for RO Partners which owns or controls 2,285,796 common shares of ASUR securities and Mr. Ferris does not own any ASUR securities.

None of the proposed nominees has during the past five years (1) filed a petition under federal bankruptcy laws or any state insolvency law, (2) been convicted in a criminal proceeding or been a named subject of a criminal proceeding (excluding traffic violations and other minor offenses), (3) been found by any court or competent jurisdiction to have violated any federal or state securities law or federal commodities law, or (4) been the subject of any order, judgment or decree limiting him from engaging in any type of business practice or in any activity in connection with the purchase or sale of any security or commodity. There is no arrangement or understanding among any of the nominees named in this letter other than their agreement to serve if elected. All nominees meet the qualifications for an "independent" director under the standards of the NASDAQ Stock Exchange. None of the proposed nominees has engaged in any transactions with the Company during the most recently ended fiscal year or the current fiscal year, except as follows: At the time Iemployee was acquired by Asure in Asure's fiscal 2008, Bob Graham owned approximately 8.6% of Iemployee and received Asure stock and cash for his Iemployee shares. Additionally, Pat Goepel - through his A.P.P.D investment vehicle - owned less than 2% of Iemployee at the time of that transaction and received both ASUR stock and cash in that transaction.

Attached as Exhibit B is a description of the principal occupation or employment of each nominee during the past five years. Also attached as Exhibit C is the consent of each nominee to serve as a director if so elected. Our representative will appear in person at the meeting to nominate our nominees.

Kind Regards,

THE PINNACLE FUND, LLLP

By: PINNACLE PARTNERS LLC,
its general partner

By: _____
David Sandberg, Managing Member

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EXHIBIT B

DIRECTOR NOMINEE BIOGRAPHIES

NEIL FERRIS, 63, is an active advisor and executive consultant to technology companies and venture capital investors and has been engaged in such as his principal activity for the last 5 years. Prior to his current assignments, he was CEO of Giganet, a storage networking company which he sold to Emulex for \$650 million. His previous CEO roles included Open Data which was sold to a private company and Fluent, a multimedia software company, which was sold to Novell. Mr. Ferris was part of the founding team and vice president of Apollo Computer, which enjoyed a successful IPO and was sold to HP. For almost ten years, Mr. Ferris held senior management positions with Data General where he joined shortly after formation. He is also a board member of Enfora, Intersense, and BTI Systems corporations. Mr. Ferris holds MBA and BS degrees from Northeastern University.

BOB GRAHAM, 60, has been a Partner at Ridge Partners LLC, a consulting and investment firm, since 2002. He is also the Senior Technology Advisor to Cascadia Capital, a mid market M&A firm. In addition, Mr. Graham is the Manager of Global Accelerator LLC, a Fund that originally invested in iEmployee that still holds shares in ASUR. Previously, Mr. Mr. Graham started as an IT Professional and progressed to key executive roles including Group Manager at Digital Equipment Corporation, Executive Vice President and Division President at Sun Microsystems. He was a Co-Founder and Chief Operating Officer at Manufacturer's Services Limited, the Chairman & CEO of Ridge Technologies, and a President at Adaptec. Mr. Graham was also instrumental in the founding and exit of a number of technology companies including Crag Systems and iEmployee where he served on the Board of Directors prior to its acquisition by ASUR. He presently serves on the Boards of Global Accelerator Management and 54th Street Systems.

PAT GOEPEL, 47, has over 20 years of progressive leadership positions in the HR outsourcing industry. A frequent speaker and industry expert, Pat currently serves as the COO of Patersons Global Payroll and HR. Previously, he was the President and CEO of Fidelity Investment's HR Services Division from 2006-2008 and served as the Executive Vice President of Business Development and US Operations at Ceridian until 2005. A former board member of Iemployee, he currently serves on the Boards of Patersons and Allover Media.

ADRIAN PERTIERRA, 37, is the Senior Analyst at Red Oak Partners, LLC, a NY-based hedge fund. Prior to joining Red Oak in 2007, Mr. Pertierra served as Vice President of Global Markets at Deutsche Bank Alternative Trading. From 2006-2007 Mr. Pertierra worked at Tradition Asiel Securities, Inc.

Previously, Mr. Pertierra served as the Vice President of Institutional Equity Sales and Trading at BGC Partners, LP, from 2002-2006. Mr. Pertierra received a BA in Economics from the College of Holy Cross.

DAVID SANDBERG, 36, is a managing member, founder, and portfolio manager of Red Oak Partners, LLC, a NY-based hedge fund, since its March 2003 inception. Previously, Mr. Sandberg co-managed JH Whitney & Co's Green River Fund from 1998-2002. Mr. Sandberg received a BA in Economics and a BS in Industrial Management from Carnegie Mellon University. He presently serves on the Board of SMTC Corp.

JEFFREY VOGEL, 41, has 20 years experience in operating, financing, and advising companies - primarily high-tech software companies. Since 2008 Jeff has been a Partner with Liberty Capital Partners. Previously (in 2001), Jeff co-founded Velocity Equity Partners, a \$50 million early stage technology fund, where he remained until 2007. Prior to co-founding Velocity, Jeff was Chief Technology Officer and Vice President of Research and Development for eBusiness Technologies, a leader in XML Content Management Systems, where he led a team of 100 software professionals. In 1989, Jeff co-founded Electronic Book Technologies (EBT), a pioneer in SGML and XML information systems. At EBT

Jeff led R&D until 1996 when he helped sell the company to Inso, a publicly traded company. From 1996 to 1998, Jeff was Vice President of Engineering at Inso's Electronic Publishing Solutions business unit and was also very active in the company's corporate development activities where he helped acquire and integrate a half dozen acquisitions. Jeff graduated from Brown University in 1990 with degrees in Economics and Computer Science. Jeff serves on the Boards of Dynadec, Rent Marketer, BEZ, and Dynadec.

EXHIBIT C

CONSENTS OF NOMINEES

From: neilaferris@gmail.com [mailto:neilaferris@gmail.com]
Sent: Tuesday, May 26, 2009 4:48 PM
To: David Sandberg
Subject: Consent

David

I hereby consent to being nominated and to serving on the Board of Directors of Asure Software is so elected"

Neil ferris
Sent from my Verizon Wireless BlackBerry

From: Bob Graham [mailto:BGraham@ridgellc.com]
Sent: Tuesday, May 19, 2009 2:49 PM
To: David Sandberg
Subject: Board Nomination

You have my consent to nominate me to the Board of ASUR and if elected I will serve. I am a share holder in the company and as the Managing Partner of Global Accelerator, LLC will represent their interests in the company. Having been involved with the company since the original funding of iEmployee I believe I can help the firm be successful and profitable.

Bob Graham
408-391-7473

From: Pat Goepel [mailto:patgoepel@msn.com]
Sent: Tuesday, May 26, 2009 6:22 PM
To: David Sandberg
Subject: consent

David,

I consent to be nominated and if elected will serve as a Board member of ASUR.

Sincerely,

Pat Goepel

Group COO

Patersons Global Payroll and HR

508 726 4663

From: apertierra@redoakpartners.com
Sent: Wednesday, May 27, 2009 2:36 PM
To: David Sandberg
Subject: ASUR Board

I hereby consent to being nominated and to serving as a Director of ASUR's Board of Directors if so elected.

Adrian Pertierra

From: David Sandberg
Sent: Monday, May 11, 2009 10:58 AM
To: David Sandberg; apertierra@redoakpartners.com
Subject: consent

I hereby consent to being nominated and to serving if so elected to the Board of Directors of Asure Software.

David

David Sandberg
Portfolio Manager
Red Oak Partners, LLC
dsandberg@redoakpartners.com
(212) 614-8952 direct
(646) 773-6277 cell
(646) 390-6784 fax
654 Broadway, Suite 5
New York , NY 10012

From: Jeffrey Vogel [mailto:jvogel@libertycapitalpartners.com]
Sent: Thursday, May 21, 2009 8:49 PM
To: David Sandberg
Subject: ASUR

Dear David,

I hereby consent to being nominated and serving on the board of Asure Software if so elected.

Yours truly,
Jeffrey Vogel

For Immediate Release

Pinnacle Fund Issues Letter to Asure Software to Nominate Directors for Election at the 2009 Annual Meeting.

New York, New York, May 29, 2009. Pinnacle Fund (controlled by Pinnacle Partners, LLC which is partly controlled by Red Oak Partners, LLC) announced today that on May 28, 2009 it sent a letter stating its intent to nominate Directors for election to Asure Software's ("ASUR's" or the "Company's") Board of Directors at the 2009 Annual Meeting. Pinnacle and Red Oak believe this slate of nominees - all directly referred by significant ASUR shareholders - possess more direct payroll industry experience, more direct Iemployee experience (including two former Iemployee Board members), and greater experience in valuing companies than ASUR's current Board.

Pinnacle notes that, ASUR management publicly confirmed its intent to hold a timely Annual Meeting in both its first and second quarter public earnings conference calls held in December 2008 and in March 2009, respectively. In the December 2008 call, ASUR stated that they would hold an Annual meeting in the March or April timeframe and in the March 2009 conference call they stated they would hold it in the May/ June/ July time-frame. To-date, ASUR's Board has failed to call or indicate its intention to call a 2009 Annual Meeting and has instead pushed aggressively for a Go-Private transaction which Pinnacle and Red Oak continue to believe deserves to be rejected and is not in shareholders' best interests. Pinnacle sent its notice now because, despite the Annual Meeting not being called, the restrictions in ASUR's charter and bylaws provide for a May 30, 2009 cutoff date for stockholders to give notice they will nominate directors.

David Sandberg, the portfolio manager of the Pinnacle Fund, states, "We have announced our slate now to comply with the deadlines established in ASUR's charter and bylaws. We continue to believe the Go-Private transactions should fail and ASUR should hold an Annual Meeting for 2009, which we will seek to compel if necessary. We would prefer to work with the Company's current board and management to address and resolve our concerns and to coordinate a smooth transition, including immediately assisting the Company in advance of the Annual Meeting to reduce excess costs which we believe will have no impact on operational performance and which should be reduced now and not months from now. However, unless the board and management demonstrate a reciprocal interest in working with their shareholders, our ability to work together appears limited and a proxy fight more inevitable for the upcoming Director elections. Due to the costs involved, this contest- like their effort to Go-Private - will be to the detriment of all shareholders."

Pinnacle's letter - including information about each Director Nominee - is contained in the notification letter filed as an exhibit to Red Oak's recently amended Schedule 13-D. Red Oak's filings can be found at www.sec.gov by selecting "Search" at the top right and then typing "forgent" into the box asking for the Company Name.

If you have further questions please contact David Sandberg at (212) 614-8952 or dsandberg@redoakpartners.com.

Important Information

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