

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

FORM 8-K

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

Date of Report: **June 13, 2018**
(Date of earliest event reported)

Asure Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20008
(Commission File Number)

74-2415696
(IRS Employer
Identification Number)

3700 N. Capital of Texas Hwy, Suite 350, Austin, TX
(Address of principal executive offices)

78746
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company .

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

We are filing this Current Report on Form 8-K to provide the (i) consent of Marcum LLP to the incorporation by reference in our registration statements on Form S-3 (File Nos. 333-224068 and 333-224088) of each of its reports relating to the financial statements of Compass HRM, Inc., Personnel Management Systems, Inc., Corporate Payroll Inc. — Payroll Division, Payroll Specialties NW, Inc., and Mangrove Employer Services — Payroll Division, all of which such reports have been included in Form 8-Ks previously filed by us; and (ii) the consent of RSM US LLP to the incorporation by reference in our registration statements on Form S-3 (File No. 333-224068 and No. 333-224088) of its report relating to the consolidated financial statements of iSystems Holdings LLC and Subsidiaries, which report has been included in a Form 8-K previously filed by us.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of Marcum LLP
23.2	Consent of RSM US LLP
23.3	Consent of Marcum LLP

23.4
23.5
23.6

[Consent of Marcum LLP](#)
[Consent of Marcum LLP](#)
[Consent of Marcum LLP](#)

SIGNATURE

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: June 13, 2018

By: /s/ Kelyn Brannon
Kelyn Brannon, Chief Financial Officer

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the preliminary prospectus supplement to the Registration Statements of Asure Software, Inc. on Form S-3 (File Nos. 333-224068 and 333224088) of our report dated August 8, 2017, with respect to our audit of the financial statements of Compass HRM, Inc. as of December 31, 2016 and for the year then ended, which report is included in the Current Report on Form 8-K/A of Asure Software, Inc. dated May 25, 2017 and filed with the U.S. Securities and Exchange Commission on August 9, 2017. We also consent to the reference to our firm under the heading "Experts" in the Preliminary Prospectus Supplement.

/s/ Marcum LLP

Marcum LLP
Irvine, California
June 13, 2018

Consent of Independent Auditor

We consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-224068 and 333-224088) of our report dated May 22, 2017, relating to the consolidated financial statements of iSystems Holdings LLC and Subsidiaries, appearing in the Form 8-K as filed on May 26, 2017.

We also consent to the reference of our firm under the heading “Experts” in the Prospectus Supplement related to the Registration Statements on Form S-3 (Nos. 333-224068 and 333-224088).

/s/ RSM US LLP

Boston, MA
June 13, 2018

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the preliminary prospectus supplement to the Registration Statements of Asure Software, Inc. on Form S-3 (File Nos. 333-224068 and 333-224088) of our report dated March 17, 2017, with respect to our audits of the financial statements of Personnel Management Systems, Inc. as of December 31, 2016 and 2015 and for the years then ended, which report is included in the Current Report on Form 8-K/A Amendment No. 1 of Asure Software, Inc. dated January 3, 2017 and filed with the U.S. Securities and Exchange Commission on March 20, 2017. We also consent to the reference to our firm under the heading "Experts" in the Preliminary Prospectus Supplement.

/s/ Marcum LLP

Marcum LLP
Irvine, California
June 13, 2018

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the preliminary prospectus supplement to the Registration Statements of Asure Software, Inc. on Form S-3 (File Nos. 333-224068 and 333-224088) of our report dated March 17, 2017, with respect to our audits of the special purpose carve-out financial statements of Corporate Payroll Inc. — Payroll Division (a carve-out of Corporate Payroll, Inc.) as of December 31, 2016 and 2015 and for the years then ended, which report is included in the Current Report on Form 8-K/A Amendment No. 1 of Asure Software, Inc. dated January 3, 2017 and filed with the U.S. Securities and Exchange Commission on March 20, 2017. We also consent to the reference to our firm under the heading “Experts” in the Preliminary Prospectus Supplement.

/s/ Marcum LLP

Marcum LLP
Irvine, California
June 13, 2018

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the preliminary prospectus supplement to the Registration Statements of Asure Software, Inc. on Form S-3 (File Nos. 333-224068 and 333-224088) of our report dated March 17, 2017, with respect to our audits of the financial statements of Payroll Specialties NW, Inc. as of December 31, 2016 and 2015 and for the years then ended, which report is included in the Current Report on Form 8-K/A Amendment No. 1 of Asure Software, Inc. dated January 3, 2017 and filed with the U.S. Securities and Exchange Commission on March 20, 2017. We also consent to the reference to our firm under the heading "Experts" in the Preliminary Prospectus Supplement.

/s/ Marcum LLP

Marcum LLP
Irvine, California
June 13, 2018

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the preliminary prospectus supplement to the Registration Statements of Asure Software, Inc. on Form S-3 (File Nos. 333-224068 and 333-224088) of our report dated March 17, 2016, with respect to our audits of the special purpose carve-out financial statements of Mangrove Employer Services — Payroll Division (a carve-out of Mangrove Employer Services, Inc.) as of December 31, 2015 and 2014 and for the years then ended, which report is included in the Current Report on Form 8-K of Asure Software, Inc. dated March 18, 2016 and filed with the U.S. Securities and Exchange Commission on March 22, 2016. We also consent to the reference to our firm under the heading “Experts” in the Preliminary Prospectus Supplement.

/s/ Marcum LLP

Marcum LLP
Irvine, California
June 13, 2018
