

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

FORM 8-K

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

Date of Report (Date of earliest event reported): December 14, 2011

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 Rd., 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 1.01. Entry into a Material Definitive Agreement.

The information set forth in Item 2.01 is incorporated herein by reference in its entirety.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On December 14, 2011, the Company, through Asure Legiant, LLC, a wholly owned subsidiary of the Company ("Purchaser"), purchased substantially all of the assets and assumed certain liabilities of WG Ross Corp., d/b/a Legiant ("Seller"), relating to its cloud computing time and attendance software and management services pursuant to an Asset Purchase Agreement ("APA") by and among the Company, Purchaser, Seller and, with respect to Section 6.6 only, ADI Software, LLC, a wholly owned subsidiary of the Company. The APA contains certain customary representations, warranties, indemnities and covenants of the Company, Purchaser and Seller.

The purchase price for the assets was \$4,000,000, consisting of \$1,511,231.98 in cash and three subordinated promissory notes of the Purchaser in the aggregate principal amount of \$2,488,768.02, as adjusted pursuant to the terms of the APA. One of the promissory notes is for an aggregate principal amount of \$250,000, bears interest at an annual rate of 0.20%, and will mature on February 1, 2012. The second promissory note is for an aggregate principal amount of \$477,536.05, bears interest at an annual rate of 5.00%, and will mature on October 1, 2014. The third promissory note is for an aggregate principal amount of \$1,761,231.97, bears interest at an annual rate of 0.20%, and will mature on October 1, 2014. The Purchaser may offset any indemnification payments owed by the Seller under the APA against up to \$1 million under the third promissory note. All three promissory notes are guaranteed by the Company and are subordinated to the Company's bank financing. The cash portion of the purchase price was funded with the Company's cash on hand and proceeds from the Company's bank financing.

Item 8.01. Other Events.

On December 14, 2011, the Company issued a press release announcing the acquisition. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference in its entirety.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

(b) Pro forma financial information.

Any financial statements and pro forma financial information required by this Item will be filed by amendment to this Current Report on Form 8-K within 71 calendar days from the date that this Current Report on Form 8-K must be filed with the Securities and Exchange Commission.

(d) Exhibits

99.1 [Press Release dated December 14, 2011.](#)

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: December 14, 2011
David Scoglio

By /s/ David Scoglio
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 14, 2011.

Exhibit 99.1

Asure Software Acquires Legiant, Raises 2012 Guidance

- \$4 million purchase price recognizes high synergy and low 1-time cost (\$100,000)
- Transaction expected to contribute \$1 million to EBITDA
- Increasing 2012 Revenue and EBITDA guidance to \$18.0 million and \$4.0 million respectively
- Expect to generate \$1/share of free cash flow in 2012

AUSTIN, Texas, (December 14th, 2011) – Asure Software, Inc. (NASDAQ-CM: ASUR), a leading provider of workforce management software, announced today that it has acquired Legiant, an Austin, Texas-based provider of cloud computing time and attendance software and management services.

On December 14, 2011 Asure entered into an asset purchase agreement to acquire Legiant for \$4 million, comprised primarily of \$1.2 million cash paid at closing, a \$1.8 million seller's note, \$0.5 million in assumed debt, \$0.25 million in cash acquired as part of the acquisition, and \$0.25 million in a short term note due in January, 2012.

	Guidance	
	Q4 '11	FY '12
Revenue (\$000s)	\$3,530 - \$3,630	18,000
EBITDA Gain (\$000s)	n/a	4,000
Net Earnings Per Share	Positive for Q4 & '11	tba
EBITDA Gain (\$000s) excl. 1Time	540 -- 630	n/a

“This acquisition fits with our cloud growth strategy via high synergy / low integration risk transactions.” said Pat Goepel, Asure's Chief Executive Officer. “We are excited to enhance our workforce management solution while utilizing our sizable tax loss asset to create meaningful client and shareholder value.

David Scoglio, Asure's Chief Financial Officer explained, “Due to continued strong cash generation, projected at \$0.75 million in the fourth quarter, we are pleased to announce the acquisition of Legiant without any additional third party debt. With the addition of Legiant, Asure is upgrading its guidance for 2012 to \$18 million in revenue and \$4 million in EBITDA*. Guidance for the current fourth quarter of 2011 remains unchanged. Please see the table above and the upcoming 8-K for additional details.”

Steven Rodriguez, Asure's Chief Operating Officer, added, “Asure Software provides the technology behind the Legiant Timecard product which creates a natural synergy between the two companies. The Legiant mobile solutions are an exciting addition to the Asure time and labor management product suite.”

About Asure Software

Asure Software, Inc. (NASDAQ-CM: ASUR), headquartered in Austin, Texas, offers intuitive and innovative technologies that enable companies of all sizes and complexities to operate more efficiently. The company ensures a high-performing work environment by integrating its "keep it simple" solutions and expertise to more than 3,500 clients world-wide; Asure Software's suite of solutions range from time and attendance workforce management solutions to asset optimization and meeting room management. For more information, please visit www.asuresoftware.com.

Legiant is a reseller of ADI Time based time and attendance solutions that deliver improvements in workforce productivity through a software-as-a-service (SaaS) platform. The integration of software, hardware and professional services creates a comprehensive suite of time accounting solutions that is easy to use and accessible with a Web browser.

The Asure Software, Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=8565>

"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.

***Non-GAAP Financial Measures: EBITDA**

This press release includes the following financial measures defined as a non-GAAP financial measure by the Securities and Exchange Commission: EBITDA. This supplemental financial measure is not required by GAAP, nor is the presentation of this financial information intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Management recognizes that non-GAAP financial measures have limitations in that they do not reflect all of the items associated with Asure's earnings results as determined in accordance with GAAP. However, for the reasons described below, management uses this non-GAAP measure to evaluate the performance of Asure's business. Asure's management believes that it is important to provide investors with these same tools, together with reconciliation to GAAP, for evaluating the performance of Asure's business, as it may provide additional insight into Asure's financial results. In addition, this measure is presented because management believes it is frequently used by securities analysts, investors and others in the evaluation of companies.

EBITDA is calculated by adding income taxes, interest expense, depreciation and amortization and stock compensation expense to net earnings, EBITDA is not defined under GAAP and should not be considered in isolation or as a substitute for net earnings and other consolidated earnings data prepared in accordance with GAAP or as a measure of Asure's profitability.