

**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: July 17, 2012
(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)

110 Wild Basin Rd

(Address of principal executive offices)

78746

(Zip Code)

512-437-2700

(Registrant's telephone number, including area code)

(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))
-

Item 7.01 Regulation FD Disclosure

The attached presentation will be provided at future investor presentations, including but not limited to the presentation at the South Florida Stock & Bond Club event on Wednesday, July 18, 2012 in Boca Raton, Florida.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 ['Q3 2012 Investor Deck – Asure Software Inc.pptx](#)

The information contained in this report (including items 7.01 and 9.01) and the exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), or otherwise subject to the liabilities of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information set forth herein, or in the exhibit, shall not be deemed an admission as to the materiality of any information herein or in the exhibit that is required to be disclosed to satisfy the requirements of Regulation FD.

About Asure

Asure Software, Inc. (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 11,000 clients worldwide. 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.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

Statements in this disclosure 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.

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.

Dated: July 17, 2012

ASURE SOFTWARE, INC.

By: /s/ David Scoglio
David Scoglio
Chief Financial Officer

ASURE SOFTWARE

Patrick Goepel, Chief Executive Officer



"Safe Harbor" Statement

(Under the Private Securities Litigation Reform Act of 1995):

Statements made in this presentation 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 materially from those contained in the forward-looking statements.



Asure Software

Asure Software is an industry leader in providing cloud-based workplace management solutions. Over 11,000 clients deploy our workplace management software products, hardware products, services and support to improve their workforce and workplace processes.

Key Statistics	
Corporate headquarters	Austin, Texas
Company footprint	Global presence with offices in TX, RI, MN, MA, MI & the UK
Founded	1985
Ownership	Publicly traded (NasdaqCM: ASUR)
2013 revenue guidance	\$31 million
Number of clients	11,000 and growing
Industry expertise	The Asure senior management team has more than 50 years of collective experience in workplace management





ASURE
SOFTWARE

Our mission is to deliver innovative technology with the passion to empower every client's workplace and a commitment to make each workday easier.



Innovative & Flexible
Technology



Industry Expertise



Global & Compliant



Asset Optimization



Education & Adoption



Workspace Productivity



ASURE
SOFTWARE

Asure Software Businesses



ASURE
S O F T W A R E

ASURESPACE™

- Meeting Room Manager
- Resource Scheduler
- Workspace Manager
- PeopleCounter & Workplace BI
- Energy Management
- LCD displays

ASUREFORCE™

- Time & Labor Management
- Workforce scheduling
- Leave requests / PTO mgmt
- Payroll interfaces mgmt
- Timeclocks



Asure Software's Client Promise

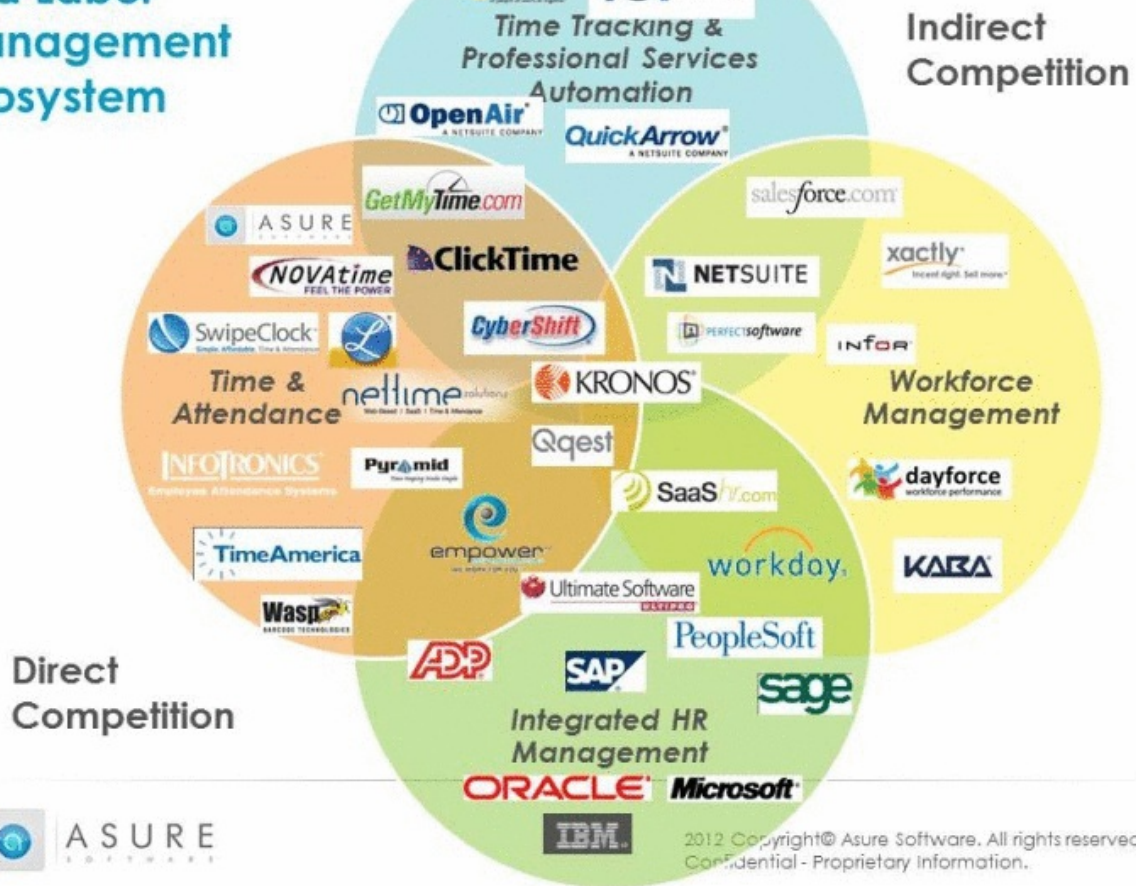


Create Measurable Value

- We will...
- Work hard to delight each of our clients every day
 - Provide collaborative expertise for our clients
 - Develop smart reliable solutions that make our clients successful



Asure's Time and Labor Management Ecosystem



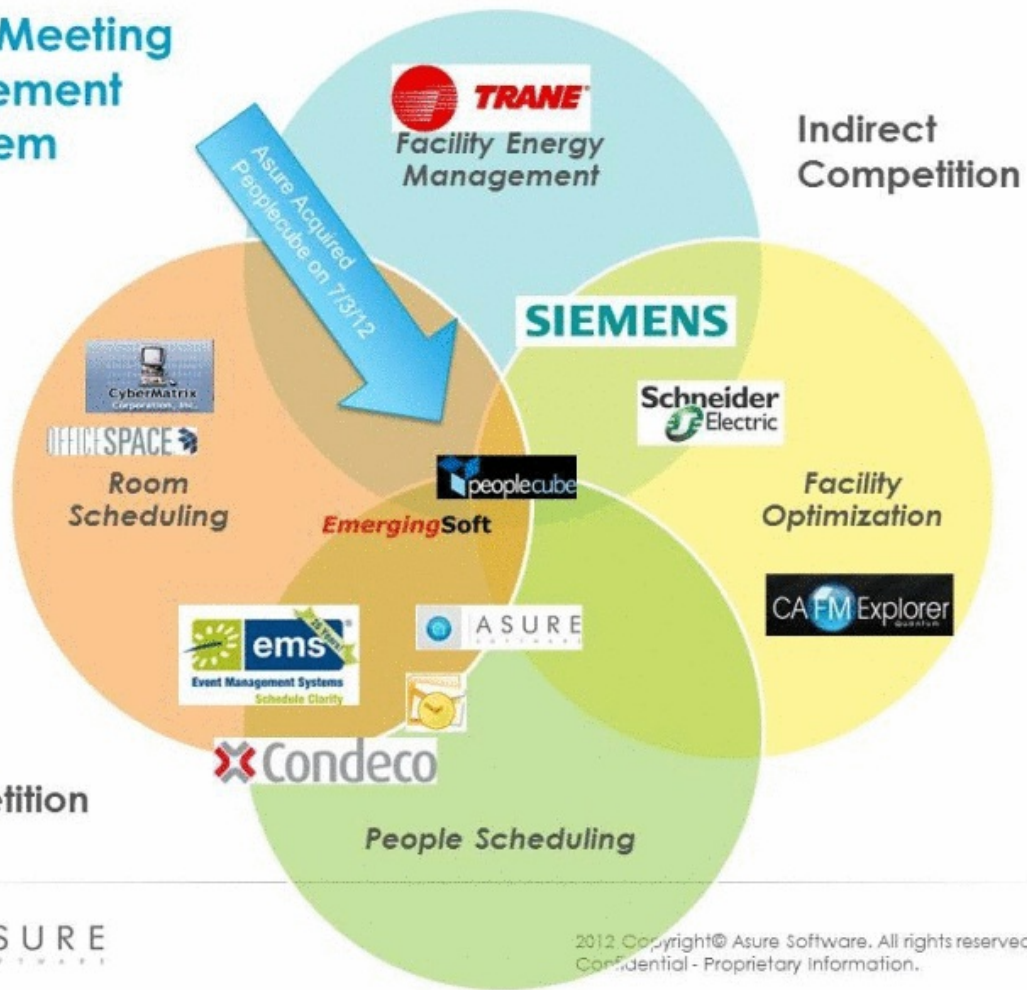
T&LM Market Vendor Positioning



** Source : Census.gov (620k firms with 25 – 500 EEs)

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Asure's Meeting Management Ecosystem



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Meeting Management Vendor Positioning



Enterprise



Asure Acquired
Peoplecube on 7/3/12

Mid-sized
Business



EmergingSoft



>\$100M Market**

Small
Business



rendezvous



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Market Landscapes

Meeting Room Resource Management

- Asure is the clear market leader
- Asure is the only publically traded company with a solution
- Market data is not independently analyzed
- Greater than \$100M market potential*

Time & Attendance

- Subset of \$32B Human Resource Management Market
- Fragmented mid-sized business space
- Mid-sized business market is more than \$300M annually**
- Asure holds 2% market share of mid-market space
- 88% of the Asure business is based in US

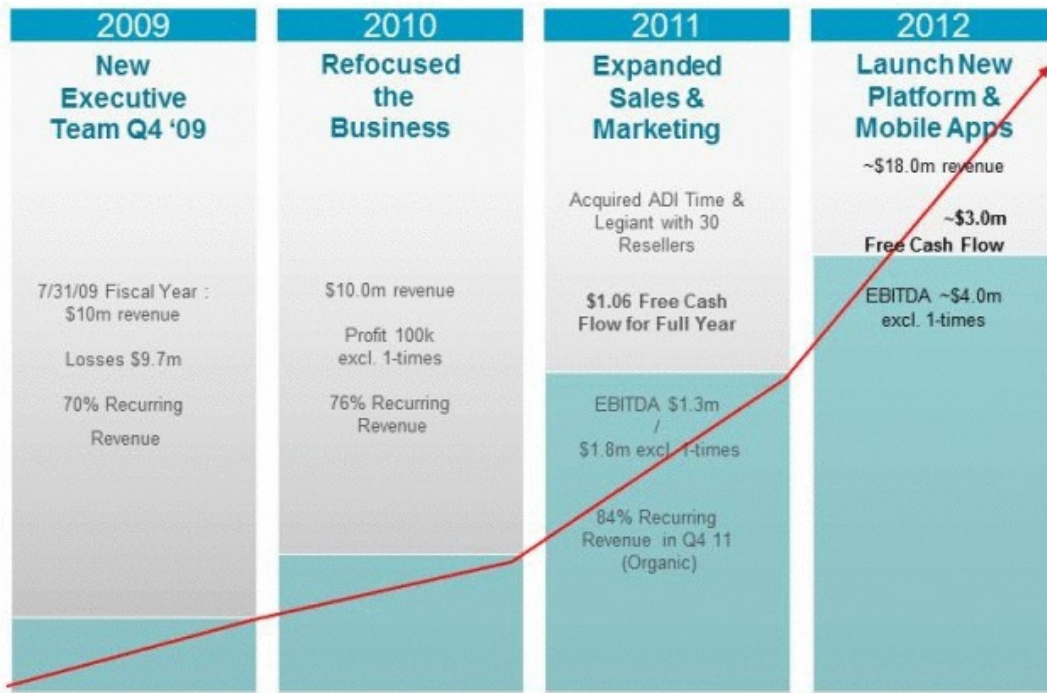


ASURE

* Source : Census.gov (Higher Education, Legal and Healthcare)
** Source : Census.gov (620k firms with 25 – 500 Ees)

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Asure History To Date (Excl. Acquisition of Peoplecube)



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Recent Progress, \$M (Excl. Acquisition of Peoplecube)

except for per share data**

	2009				2010				2011				2012
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1 '12
Total Revenue	\$2.5	\$2.3	\$2.4	\$2.6	\$2.5	\$2.6	\$2.5	\$2.4	\$2.4	\$2.4	\$2.5	\$3.7	\$4.2
Total Expense	\$3.9	\$5.0	\$7.0	\$2.7	\$2.7	\$3.7	\$2.7	\$2.3	\$2.4	\$2.4	\$2.5	\$4.3	\$5.0
EBITDA	(\$1.1)	(\$2.4)	(\$4.4)	\$0.2	\$0.1	(\$0.8)	\$0.2	\$0.3	\$0.2	\$0.3	\$0.3	\$0.5	\$0.3
Net Income	(\$1.4)	(\$2.7)	(\$4.7)	(\$0.1)	(\$0.2)	(\$1.0)	\$0.0	\$0.1	(\$0.1)	\$0.0	\$0.0	(\$0.6)	(\$0.8)
Adjusted EPS**	(\$0.30)	(\$0.57)	(\$1.00)	(\$0.02)	(\$0.04)	(\$0.22)	\$0.00	\$0.01	(\$0.01)	\$0.01	\$ 0.01	(\$0.14)	(\$0.18)
Owner's Equity	\$10.4	\$5.2	\$3.9	\$3.9	\$3.6	\$2.6	\$2.6	\$2.7	\$2.7	\$2.7	\$2.7	\$2.1	\$3.5
Cash	\$11.1	\$9.8	\$3.0	\$2.3	\$2.0	\$0.7	\$0.8	\$1.1	\$1.4	\$2.0	\$2.7	\$1.1	\$1.2
New Management				->	->	->	->	->	->	->	->	->	->
Adjusted EBITDA				\$0.2	\$0.1	\$0.5	\$0.2	\$0.4	\$0.3	\$0.4	\$0.5	\$0.7	\$0.8
Adjusted EPS, exc. 1 time**				(\$0.07)	(\$0.03)	\$0.04	(\$0.01)	\$0.02	\$0.00	\$0.02	\$0.04	\$0.04	\$0.03
Recurring Revenue %*				70%	77%	73%	72%	76%	80%	80%	80%	84%	76%
Free Cash Flow				(\$1.1)	(\$0.2)	(\$1.3)	\$0.1	\$0.2	\$0.3	\$0.7	\$0.8	\$1.5	\$0.6

Includes '11 Acquisitions

New Management Q4 '09

**EPS adjusted for 3 for 2 stock split in May 2012

*Represents organic revenue only through for Q4 '11.

Note: Q4 '09 is unaudited due to fiscal to calendar year change



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Guidance – 2012 & 2013

\$000s, except for per share data

	Q2 '12	Q3 '12	Q4 '12	FY '13
Revenue	4,100 - 4,200	6,900-7,100	7,800-8,100	31,000
EBITDA Gain, excl. 1 time items	740 - 840	1,100-1,300	1,900-2,200	9,000
Free Cash Flow	-	-	-	7,000



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Organic Growth - Industry Expertise



Corporate	Education	Healthcare	Legal



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Global Expertise & Opportunity



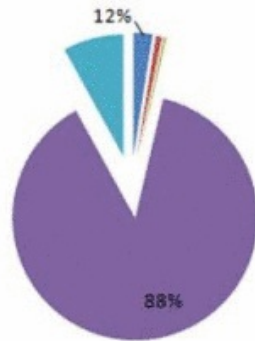
imagination at work



i'm lovin' it



Asure Global Footprint



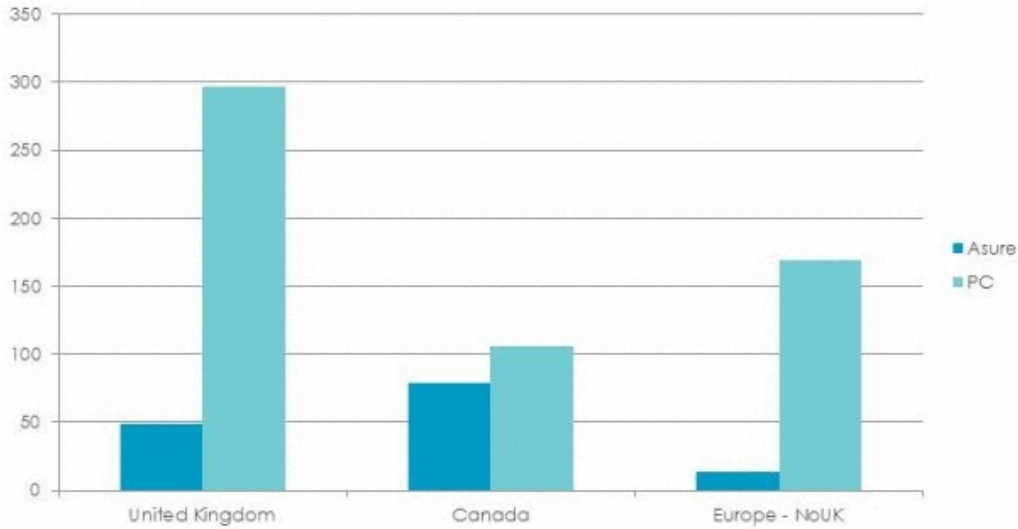
- Asia Pacific
- Eastern Europe/Mid East
- Latin America
- North America
- Western Europe



ASURE
SOFTWARE

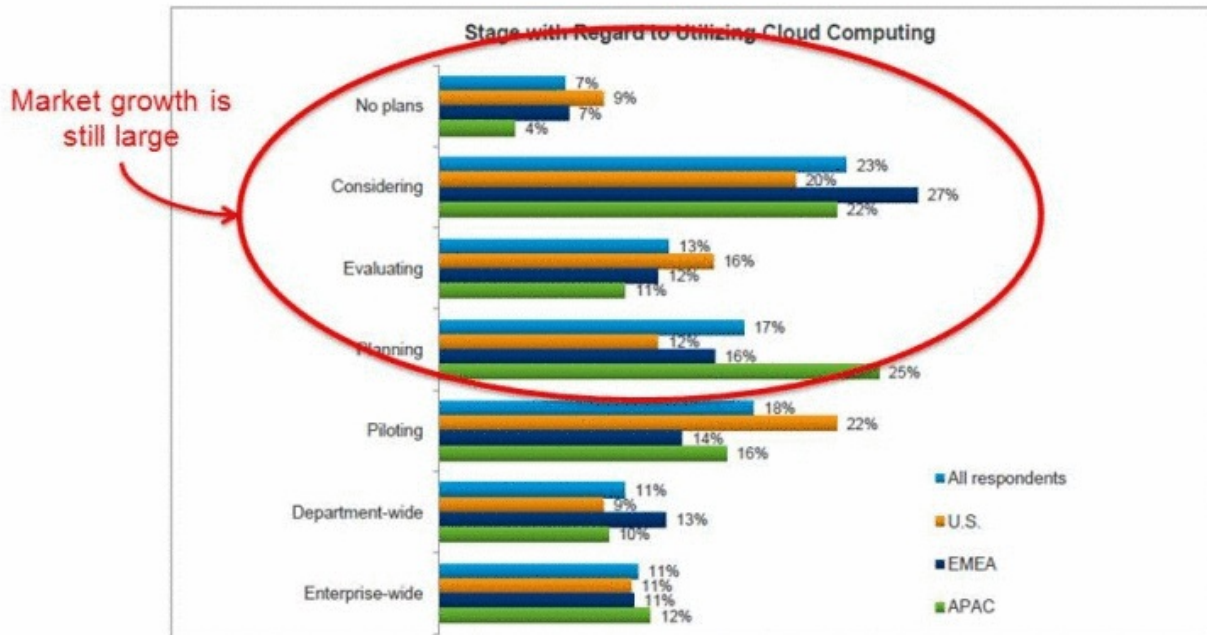
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Acquisition Opportunity : Global Coverage



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Stage of Market Implementation



Base: 636 Total respondents; 234 US respondents; 202 EMEA respondents; 200 APAC respondents
 Source: CIO Global Cloud Computing Adoption Survey January 2011



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Cloud Computing Adoption

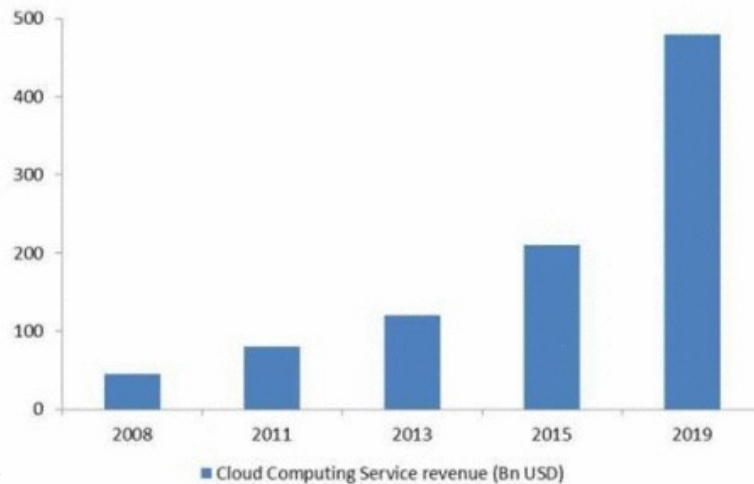
Which business units within your company are currently using cloud computing solutions?

HR functions not yet widely virtualized



Poised For Growth

- Strong financial position
- Complete solutions portfolio
- Leading cloud-based solutions
- Large market opportunity
- Proven partner channel



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