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

FORM 8-K/A

CURRENT REPORT

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

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

Asure Software, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**0-20008**	**74-2415696**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

110 Wild Basin Rd	
Austin, TX	**78746**
(Address of principal executive offices)	(Zip Code)

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

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))

This Form 8-K/A is filed as an amendment to the Current Report on Form 8-K filed by Asure Software, Inc. on December 14, 2011. This Amendment is being filed to include the financial statements of W.G. Ross Corp., d/b/a Legiant and pro forma information listed below.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

(1) Exhibit 99.1 - Audited Financial Statements for W.G. Ross Corp. as of and for the years ended December 31, 2009 and 2010 and the accompanying Report of Independent Auditors; and

(2) Exhibit 99.2 - Unaudited Financial Statements for W.G. Ross Corp. as of and for the nine months ended September 30, 2011 and 2010.

(b) Pro forma financial information—Included herein as Exhibit 99.3 are the unaudited pro forma condensed combined Balance Sheet as of September 30, 2011 and the pro forma condensed combined Statements of Operations for the twelve months ended December 31, 2010 and nine months ended September, 2011.

(c) Exhibits.

Exhibit	Description
23.1	Consent of Padgett Stratemann & Co., L.L.P.
99.1	Audited Financial Statements for W.G. Ross Corp. as of and for the years ended December 31, 2010 and 2009 and the accompanying Report of Independent Auditors.
99.2	Unaudited Balance Sheet for W.G. Ross Corp. for the period ended December 31, 2010 and September 30, 2011 and Income Statement and Cash Flows for the nine months ended September 30, 2011 and 2010.
99.3	Asure Software, Inc. unaudited pro forma condensed combined Balance Sheet as of September 30, 2011 and the condensed combined Statements of Operations for the nine month period ended September 30, 2011 and the fiscal year ended December 31, 2010 with respect to the acquisition of W.G. Ross Corp. C

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.

Date: February 29, 2012	By: /s/David Scoglio David Scoglio Chief Financial Officer

EXHIBIT INDEX

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EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in the Registration Statements (No. 333-77733, 333-44533, 333-48885, 333-28499, 333-51822, 333-64212, 333-65472, 333-65464, 333-95754, 333-65478) on Form S-8 of Asure Software, Inc. of our report dated January 17, 2012, relating to our audits of the financial statements of W.G. Ross Corporation as of and for the years ended December 31, 2010 and 2009, included in this Current Report on Form 8-K/A.

/s/Padgett Stratemann & Co., L.L.P.
San Antonio, TX

February 28, 2012

EXHIBIT 99.1

W. G. Ross Corporation, dba Legiant

Financial Statements

December 31, 2010 and 2009

W. G. Ross Corporation, dba Legiant

Table of Contents

Padgett Stratemann & Co., L.L.P.

Independent Auditors' Report

To the Stockholder
W. G. Ross Corporation, dba Legiant
Austin, Texas

We have audited the accompanying balance sheets of W. G. Ross Corporation, dba Legiant (the "Company") as of December 31, 2010 and 2009, and the related statements of income, changes in stockholder's deficit, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of W. G. Ross Corporation, dba Legiant as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Padgett, Stratemann & Co., L.L.P.

Certified Public Accountants
January 17,
2012

SAN ANTONIO	**AUSTIN**	
100 N.E. LOOP 410, SUITE 1100	811 BARTON SPRINGS ROAD, SUITE 550	TOLL FREE: 800 879 4966
SAN ANTONIO, TEXAS 78216	AUSTIN, TEXAS 78704	WEB: PADGETT-CPA.COM
210 828 6281	512 476 0717	

W. G. Ross Corporation, dba Legiant
Balance Sheets
December 31, 2010 and 2009

Assets

Current Assets		**2010**		**2009**
Cash and cash equivalents	$	50,827	$	323,330
Accounts receivable		184,400		83,297
Employee receivable		7,281		-
Total current assets		242,508		406,627
Property and Equipment — net		64,123		77,388
	$	306,631	$	484,015

Liabilities and Stockholder's Deficit

Current Liabilities				
Lines of credit	$	330,000	$	350,000
Current portion of note payable		93,031		88,149
Accounts payable		48,024		64,012
Accrued expenses		59,979		113,740
Deferred revenue		719,616		713,077
Customer advances		14,202		14,199
Total current liabilities		1,264,852		1,343,177
Note Payable — less current portion		463,101		563,399
Total liabilities		1,727,953		1,906,576
Stockholder's Deficit				
Common stock— no par value; 1,000,000 shares authorized; 500,000 shares issued and outstanding		500		500
Accumulated deficit		(1,421,822)		(1,423,061)
Total stockholder's deficit		(1,421,322)		(1,422,561)
	$	306,631	$	484,015

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Income
December 31, 2010 and 2009

	2010	2009
Revenue:		
Sales	$ 1,868,025	$ 2,063,850
Service	1,271,807	1,731,458
Total revenue	3,139,832	3,795,308
Cost of revenue	965,162	927,318
Gross profit	2,174,670	2,867,990
General and administrative expenses	1,929,195	2,613,091
Operating income	245,475	254,899
Other income and expense:		
Mergers and acquisition costs		(125,211)
Interest expense	(45,374)	(17,366)
Other income	42,419	37,215
Total other income and expense	(2,955)	(105,362)
Net income	$ 242,520	$ 149,537

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Changes in Stockholder's Deficit
December 31, 2010 and 2009

	Common Stock						
	Shares		**Amount**		**Accumulated Deficit**		**Total**
Balance at December 31, 2008	1,000,000	$	1,000	$	(419,090)	$	(418,090)
Net income	-		-		149,537		149,537
Acquisition and retirement of treasury stock	(500,000)		(500)		(999,500)		(1,000,000)
Distributions	-		-		(154,008		(154,008)
Balance at December 31, 2009	500,000		500		(1,423,061)		(1,422,561)
Net income	-		-		242,520		242,520
Distributions	-		-		(241,281)		(241,281)
Balance at December 31, 2010	500,000	$	500	$	(1,421,822)	$	(1,421,322)

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Cash Flows
Years Ended December 31, 2010 and 2009

	2010	2009
Cash Flows From Operating Activities		
Net income	$ 242,520	$ 149,537
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,355	46,651
Changes in operating assets and liabilities:		
Accounts receivable	(101,103)	170,874
Employee receivable	(7,281)	-
Accounts payable	(15,988)	50,752
Accrued expenses	(53,761)	71,530
Deferred revenue	6,539	(131,535)
Customer advances	3	14,199
Net cash provided by operating activities	88,284	372,008
Cash Flows From Investing Activities — purchase of property and equipment	(4,090)	(26,698)
Net cash used in investing activities	(4,090)	(26,698)

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Cash Flows
Years Ended December 31, 2010 and 2009
(Continued)

	2010	2009
Cash Flows From Financing Activities		
Proceeds from (payments on) lines of credit— net	$ (20,000)	$ 138,827
Purchase of common stock		(300,000)
Payments on note payable	(95,416)	(48,452)
Stockholder's distributions	(241,281)	(154,008)
Net cash used in financing activities	(356,697)	(363,633)
Net decrease in cash and cash equivalents	(272,503)	(18,323)
Cash and cash equivalents at beginning of year	323,330	341,653
Cash and cash equivalents at end of year	$ 50,827	$ 323,330
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest	$ 45,374	$ 17,366
Supplemental Disclosures of Noncash Financing Activity		
Purchase of common stock with a note payable	$ -	$ 700,000

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Notes to Financial Statements

1. Summary of Significant Accounting Policies

Reporting Entity and Nature of Operations

W. G. Ross Corporation, dba Legiant (the "Company") integrates software, hardware, and professional services to create a comprehensive time accounting solution. The Company is headquartered in Austin, Texas.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

Improvements to Financial Reporting by Enterprises Involved With Variable Interest Entities

On January 1, 2010, the Company adopted Accounting Standards Codification ("ASC"), *Consolidations — Improvements to Financial Reporting by Enterprises Involved With Variable Interest Entities.* The new guidance identifies the primary beneficiary of a variable interest entity ("VIE") as the enterprise that has both the power to direct the activities of a VIE that most significantly impacts the entity's economic performance, and the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. The new guidance also provides information on additional disclosures and ongoing reassessments of whether an enterprise is the primary beneficiary of a VIE.

The new provisions shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. The Company adopted this guidance for its year ended December 31, 2010. The adoption of this guidance did not have a material effect on the Company's financial position, results of operations, or cash flows.

Cash Equivalents

Cash equivalents for purposes of the statements of cash flows are all highly liquid debt instruments purchased with a maturity of three months or less.

1. Summary of Significant Accounting Policies (continued)

Accounts Receivable

The allowance for doubtful accounts is established as losses are estimated to have occurred through a provision for bad debts charged to earnings. Losses are charged against the allowance when management believes the uncollectibility of a receivable is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for doubtful accounts is evaluated on a regular basis by management and is based on historical experience and specifically identified questionable receivables. The evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. There was no allowance for doubtful accounts at December 31, 2010 and 2009.

Depreciation and Amortization

Property and equipment are stated at cost. Depreciation and amortization are calculated using the straight-line method based on the following estimated useful lives: vehicles — 7 years; furniture and fixtures —7 years; computers —5 years; and computer software —3 years.

Impairment of Long-Lived Assets

The Company reviews the carrying value of property and equipment for impairment whenever events and circumstances indicate the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, and the effects of obsolescence, demand, competition, and other economic factors. The Company did not recognize an impairment loss during the years ended December 31, 2010 and 2009.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable.

1. Summary of Significant Accounting Policies (continued)

Revenue Recognition (continued)

The Company earns revenue from two primary sources: the sale and installation of time accounting software and hardware and related maintenance and service contracts. In some instances, these are sold together in a multiple-element arrangement. When a multiple-element arrangement exists, the Company will allocate the value of the arrangement to each unit of accounting based on vendor-specific objective evidence of selling price, typically the estimated selling price of the undelivered element on a stand-alone basis. In this case, the software license and hardware revenue will be recognized upon installation, setup, and customer acceptance, and the associated maintenance and support revenue will be deferred and recognized ratably over the contractual period (typically one year).

If hardware devices are sold on a stand-alone basis, revenue is recognized upon shipment of the hardware.

The Company also offers its products as software-as-a-service ("SaaS") which is offered on a subscription basis. Recently, this type of software subscription has also become known as "cloud-based" software subscriptions. The Company recognizes SaaS revenue pro-rata over the life of the software subscription contract.

Deferred revenue includes collected retainer amounts for product installations which have yet to be finalized and software and hardware maintenance amounts collected for which the service period has not yet elapsed.

Cost of Revenue

Cost of revenue consists primarily of hardware and software products purchased from third-party vendors which are then rebranded and sold under the Legiant name.

Income Taxes

The Company, with the consent of its stockholder, has elected under the Internal Revenue Code to be taxed as an S Corporation. The stockholders of an S Corporation are taxed on their proportionate share of the entity's taxable income. Therefore, no provision or liability for federal income taxes has been included in the financial statements. Certain specific deductions and credits flow through the Company to its stockholder.

The Company is subject to the Texas gross margin tax. In 2010, the Company recorded $19,544 ($5,936 in 2009) of Texas gross margin tax, which is included in general and administrative expenses in the statements of income.

1. Summary of Significant Accounting Policies (continued)

Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Advertising and Promotion

Advertising and promotion costs totaled approximately $104,000 and $193,000 for the years ended December 31, 2010 and 2009, respectively, and are expensed as incurred.

2. Property and Equipment

Property and equipment consists of the following:

	December 31, 2010	December 31, 2009
Vehicles	$ 86,743	$ 86,742
Furniture and fixtures	80,213	80,213
Computers	75,794	73,816
Computer software	18,040	15,929
	260,790	256,700
Less accumulated depreciation and amortization	196,667	179,312
Net property and equipment	$ 64,123	$ 77,388

3. Lines of Credit

The Company has two revolving lines of credit with a total capacity of $350,000 from a commercial bank, bearing interest at the bank's prime lending rate. At December 31, 2010 and 2009, there were outstanding balances of $330,000 and $350,000, respectively. The stockholder of the Company has unconditionally guaranteed the debt. In addition, all accounts receivable, equipment, and general intangibles of the Company are collateralized under the loan agreements. The lines of credit, including any accrued interest, are due on demand.

4. Note Payable

In 2009, the Company issued a $700,000 note payable to a former stockholder, for the purchase of 500,000 shares of common stock. The note requires monthly principal and interest payments of $9,894, at an interest rate of 5.0%, and matures on June 11, 2016. The note is secured by 250,000 shares of common stock of the Company.

4. Note Payable (continued)

Future payments required under the stock repurchase note as of December 31, 2010 are as follows:

Year ending December 31,		
2011		93,031
2012		97,052
2013		102,017
2014		107,237
2015		112,723
Thereafter		44,072
	$	556,132

5. Retirement Plan

The Company sponsors a 401(k) employee retirement savings plan with discretionary employer matching. The Company contributed $17,038 and $29,696 of matching contributions during 2010 and 2009, respectively.

6. Lease Commitments

The Company leases facilities in Austin, Texas under a lease agreement, which expires March 31, 2013.

Future annual minimum lease payments required under the agreement as of December 31, 2010 are as follows:

Year ending December 31,		
2011	$	44,766
2012		52,923
2013		13,231
	$	110,920

7. Mergers and Acquisition Costs

During 2009, the Company incurred a one-time expense totaling $125,211 as a result of a potential purchase of the Company. These costs were related to travel, legal counsel, and accounting services.

8. Treasury Stock

In 2009, the Board of Directors authorized the purchase of 500,000 shares of the Company's common stock. The Company repurchased 500,000 shares of common stock for $300,000 in cash and a $700,000 note payable. The Company retired all 500,000 shares in 2009.

9. Customers and Credit Risk

In 2010 and 2009, 83% and 95%, respectively, of the Company's cost of revenue purchases were value-added-reseller software from two providers. Disruption of the supply of this software platform would severely impact the Company's source of modifiable software and ability to earn revenue.

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation up to a minimum of $250,000. The Company has not experienced any losses in such accounts.

10. Subsequent Events

Effective December 14, 2011, the Company sold substantially all its assets to a third party.

The Company has evaluated subsequent events through December 14, 2011.

W. G. Ross Corporation, dba Legiant

Table of Contents

W. G. Ross Corporation, dba Legiant
Balance Sheets
September 30, 2011 and December 31, 2010

Assets

Current Assets		2011		2010
Cash and cash equivalents	$	190,438	$	50,827
Accounts receivable		70,328		184,400
Employee receivable		-		7,281
Total current assets		260,766		242,508
Property and Equipment net		58,631		64,123
	$	319,397	$	306,631

Liabilities and Stockholder's Deficit

Current Liabilities				
Lines of credit	$	25,495	$	330,000
Current portion of note payable		492,946		93,031
Accounts payable		28,123		48,024
Accrued expenses		56,460		59,979
Deferred revenue		910,063		719,616
Customer advances		-		14,202
Total current liabilities		1,513,087		1,264,852
Note Payable — less current portion		-		463,101
Total liabilities		1,513,087		1,727,953
Stockholder's Deficit				
Common stock— no par value; 1,000,000 shares authorized; 500,000 shares issued and outstanding		500		500
Accumulated deficit		(1,194,190)		(1,421,822)
Total stockholder's deficit		(1,193,690)		(1,421,322)
	$	319,397	$	306,631

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Income
For the Nine months ended September 30, 2011 and 2010

	2011	2010
Revenue:		
Sales	$ 1,189,027	$ 1,543,539
Service	849,284	985,735
Total revenue	2,038,311	2,529,274
Cost of revenue	410,585	746,063
Gross profit	1,627,726	1,783,211
General and administrative expenses	1,261,079	1,672,578
Operating income	366,647	110,633
Other income and expense:		
Mergers and acquisition costs		-
Interest expense	(24,609)	(34,565)
Other income	(1,459)	(107)
Total other income and expense	(26,068)	(34,672)
Net income	$ 340,579	$ 75,961

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Cash Flows
For the Nine months ended September 30, 2011 and 2010

	2011	2010
Cash Flows From Operating Activities		
Net income	$ 340,579	$ 75,961
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,644	15,668
Changes in operating assets and liabilities:		
Accounts receivable	114,072	(89,279)
Employee receivable	7,281	(9,654)
Accounts payable	12,929	71,100
Accrued expenses	(10,855)	(29,043)
Deferred revenue	-	-
Customer advances	176,245	(64,064)
Net cash provided by operating activities	657,895	(29,311)
Cash Flows From Investing Activities — purchase of property and equipment	(12,152)	(4,222)
Net cash used in investing activities	(12,152)	(4,222)

Notes to financial statements form an integral part of these statements.

W. G. Ross Corporation, dba Legiant
Statements of Cash Flows
For the Nine months ended September 30, 2011 and 2010
(Continued)

	2011	2010
Cash Flows From Financing Activities		
Proceeds from (payments on) lines of credit— net	$ -	-
Purchase of common stock		-
Wachovia Line of Credit	(330,000)	(40,000)
Payments on note payable	(63,185)	(72,875)
Stockholder's distributions	(112,947)	(1,000)
Net cash used in financing activities	(506,132)	(113,875)
Net increase/(decrease) in cash and cash equivalents	139,611	(147,408)
Cash and cash equivalents at beginning of year	50,827	323,330
Cash and cash equivalents at end of year	$ 190,438	$ 175,922
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest	$ 24,609	$ 34,565
Supplemental Disclosures of Noncash Financing Activity		
Purchase of common stock with a note payable	$ -	-

Notes to financial statements form an integral part of these statements.

Notes to Unaudited Financial Statements

1. Summary of Significant Accounting Policies

Reporting Entity and Nature of Operations

W. G. Ross Corporation, dba Legiant (the "Company") integrates software, hardware, and professional services to create a comprehensive time accounting solution. The Company is headquartered in Austin, Texas.

Use of Estimates

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Recent Accounting Pronouncements

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The new provisions shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. The Company adopted this guidance for its year ended December 31, 2010. The adoption of this guidance did not have a material effect on the Company's financial position, results of operations, or cash flows.

Cash Equivalents

Cash equivalents for purposes of the statements of cash flows are all highly liquid debt instruments purchased with a maturity of three months or less.

1. Summary of Significant Accounting Policies (continued)

Accounts Receivable

The allowance for doubtful accounts is established as losses are estimated to have occurred through a provision for bad debts charged to earnings. Losses are charged against the allowance when management believes the uncollectibility of a receivable is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for doubtful accounts is evaluated on a regular basis by management and is based on historical experience and specifically identified questionable receivables. The evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. There was no allowance for doubtful accounts at December 31, 2010 and September 30, 2011.

Depreciation and Amortization

Property and equipment are stated at cost. Depreciation and amortization are calculated using the straight-line method based on the following estimated useful lives: vehicles — 7 years; furniture and fixtures —7 years; computers —5 years; and computer software —3 years.

Impairment of Long-Lived Assets

The Company reviews the carrying value of property and equipment for impairment whenever events and circumstances indicate the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, and the effects of obsolescence, demand, competition, and other economic factors. The Company did not recognize an impairment loss during the years ended December 31, 2010 and September 30, 2011.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable.

1. Summary of Significant Accounting Policies (continued)

Revenue Recognition (continued)

The Company earns revenue from two primary sources: the sale and installation of time accounting software and hardware and related maintenance and service contracts. In some instances, these are sold together in a multiple-element arrangement. When a multiple-element arrangement exists, the Company will allocate the value of the arrangement to each unit of accounting based on vendor-specific objective evidence of selling price, typically the estimated selling price of the undelivered element on a stand-alone basis. In this case, the software license and hardware revenue will be recognized upon installation, setup, and customer acceptance, and the associated maintenance and support revenue will be deferred and recognized ratably over the contractual period (typically one year).

If hardware devices are sold on a stand-alone basis, revenue is recognized upon shipment of the hardware.

The Company also offers its products as software-as-a-service ("SaaS") which is offered on a subscription basis. Recently, this type of software subscription has also become known as "cloud-based" software subscriptions. The Company recognizes SaaS revenue pro-rata over the life of the software subscription contract.

Deferred revenue includes collected retainer amounts for product installations which have yet to be finalized and software and hardware maintenance amounts collected for which the service period has not yet elapsed.

Cost of Revenue

Cost of revenue consists primarily of hardware and software products purchased from third-party vendors which are then rebranded and sold under the Legiant name.

Income Taxes

The Company, with the consent of its stockholder, has elected under the Internal Revenue Code to be taxed as an S Corporation. The stockholders of an S Corporation are taxed on their proportionate share of the entity's taxable income. Therefore, no provision or liability for federal income taxes has been included in the financial statements. Certain specific deductions and credits flow through the Company to its stockholder.

The Company is subject to the Texas gross margin tax. In 2010, the Company recorded $19,544 of Texas gross margin tax, which is included in general and administrative expenses in the statements of income.

1. Summary of Significant Accounting Policies (continued)

Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates a potentially material loss contingency is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Advertising and Promotion

Advertising and promotion costs totaled approximately $90,000 and $99,000 for the nine months ended September 30, 2010 and 2011, respectively.

2. Property and Equipment

Property and equipment consists of the following:

	December 31 2010	September 30 2011
Vehicles	$ 86,743	$ 86,743
Furniture and fixtures	80,213	83,243
Computers	75,794	84,916
Computer software	18,040	18,040
	260,790	272,942
Less accumulated depreciation and amortization	196,667	214,311
Net property and equipment	$ 64,123	$ 58,631

3. Lines of Credit

The Company has two revolving lines of credit with a total capacity of $350,000 from a commercial bank, bearing interest at the bank's prime lending rate. At December 31, 2010 and September 30, 2011, there were outstanding balances of $330,000 and $0, respectively. The stockholder of the Company has unconditionally guaranteed the debt. In addition, all accounts receivable, equipment, and general intangibles of the Company are collateralized under the loan agreements. The lines of credit, including any accrued interest, are due on demand.

4. Note Payable

In 2009, the Company issued a $700,000 note payable to a former stockholder, for the purchase of 500,000 shares of common stock. The note requires monthly principal and interest payments of $9,894, at an interest rate of 5.0%, and matures on June 11, 2016. The note is secured by 250,000 shares of common stock of the Company.

4. Note Payable (continued)

Future payments required under the stock repurchase note as of December 31, 2010 are as follows:

Year ending December 31,		
2011	$	93,031
2012		97,052
2013		102,017
2014		107,237
2015		112,723
Thereafter	$	44,072
		556,132

5. Retirement Plan

The Company sponsors a 401(k) employee retirement savings plan with discretionary employer matching. The Company contributed $17,038 and $29,696 of matching contributions during 2010 and 2009, respectively.

6. Lease Commitments

The Company leases facilities in Austin, Texas under a lease agreement, which expires March 31, 2013.

Future annual minimum lease payments required under the agreement as of December 31, 2010 are as follows:

Year ending December 31,		
2011		44,766
2012		52,923
2013		13,231
	$	110,920

7. Mergers and Acquisition Costs

During 2009, the Company incurred a one-time expense totaling $125,211 as a result of a potential purchase of the Company. These costs were related to travel, legal counsel, and accounting services.

8. Treasury Stock

In 2009, the Board of Directors authorized the purchase of 500,000 shares of the Company's common stock. The Company repurchased 500,000 shares of common stock for $300,000 in cash and a $700,000 note payable. The Company retired all 500,000 shares in 2009.

9. Customers and Credit Risk

In 2010 and 2009, 83% and 95%, respectively, of the Company's cost of revenue purchases were value-added-reseller software from two providers. Disruption of the supply of this software platform would severely impact the Company's source of modifiable software and ability to earn revenue.

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation up to a minimum of $250,000. The Company has not experienced any losses in such accounts.

10. Subsequent Events

Effective December 14, 2011, the Company sold substantially all its assets to a third party.

The Company has evaluated subsequent events through December 14, 2011.

EXHIBIT 99.3

ASURE SOFTWARE, INC.

INDEX TO PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

INTRODUCTION TO ASURE SOFTWARE, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

(Amounts in thousands, except per share data)

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.

The business combination was accounted for under ASC 805, *"Business Combinations."* The application of purchase accounting under ASC 805 requires the total purchase price to be allocated to the fair value of assets acquired and liabilities assumed based on their fair values at the acquisition date, with amounts exceeding fair value being recorded as goodwill. The Company is currently in the process of assessing and finalizing the fair value of the assets acquired and the liabilities assumed. The following table summarizes the preliminary estimated fair values of the assets and liabilities assumed (in thousands):

Assets Acquired		
Cash	$	-
Short-term investments		-
Accounts receivable		5
Inventory		26
Fixed assets		30
Other assets		-
Goodwill		2,167
Customer relationships (7 year useful life)		801
Reseller Relationship (7 years useful life)		709
Trade names (1 year useful life)		30
Non-compete agreements (3 year useful life)		26
Total assets acquired		**3,794**
Liabilities assumed		
Accounts payable		(10)
Accrued compensation and benefits		-
Accrued other liabilities		(88)
Deferred revenue		-
Total liabilities assumed		**(98)**
Net assets acquired	**$**	**3,696**

The following unaudited pro forma condensed combined balance sheet assumes the acquisition occurred on September 30, 2011 and the unaudited pro forma condensed combined statements of operations and notes thereto, assume that the Acquisition occurred at the beginning of the periods presented. The unaudited pro forma condensed combined financial information is derived from, and should be read in conjunction with, the consolidated financial statements of Asure Software for the year ended December 31, 2010 filed on Form 10-K and Legiant for the year ended December 31, 2010 included herein and the unaudited interim consolidated financial statements of Asure Software for the nine months ended September 30, 2011 filed on Form 10-Q and Legiant for the nine months ended September 30, 2011 included herein. The unaudited pro forma condensed combined financial information includes unaudited pro forma adjustments that are factually supportable and directly attributable to the Acquisition. In addition, with respect to the unaudited pro forma condensed combined financial information, the unaudited pro forma adjustments are expected to have a continuing impact on the combined results. The unaudited pro forma condensed combined financial information was prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 805 – *Business Combinations.* Certain amounts in the Legiant historical financial statements have been reclassified to conform to classifications used by Asure Software, Inc.

The unaudited pro forma condensed combined statements of operations do not include non-recurring transaction costs associated with the Acquisition that are no longer capitalized as part of the acquisition.

The following pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of (i) the results of operations and financial position that would have been achieved had the Acquisition taken place on the dates indicated or (ii) the future operations of the combined company. The following information should be relied on only for the limited purpose of presenting what the results of operations and financial position of the combined businesses of Asure Software and Legiant might have looked like had the Acquisition taken place at an earlier date.

Unaudited Pro Forma Condensed Balance Sheet

(Amounts in thousands, except per share data)

	Asure 09/30/11	Legiant 09/30/11	Pro Forma Combined Adjustments		Pro Forma Combined 9/30/11
ASSETS					
Current Assets:					
Cash and cash equivalents	6,082	190	(1,511)	a	4,761
Accounts receivable trade	996	70			1,066
Allowance	(17)	-			(17)
Notes receivable	120	-			120
Inventory	6	-			6
Prepaid expenses and other current assets	227	-			227
Total Current Assets	7,414	260	(1,511)		6,163
Property and equipment, net	221	59	(17)	b	263
Intangible assets, net	2,258	-	1,566	c	3,824
Goodwill	-	-	2,166	d	2,166
Total Assets	**9,893**	**319**	**2,204**		**12,416**
LIABILITIES AND STOCKHOLDERS'EQUITY					
Current Liabilities:					
Accounts payable	686	54	(11)	e	729
Line of Credit	500				500
Accrued compensation and benefits	72	-			72
Other accrued Liabilities	399	56			455
Deferred Revenue	2,522	910			3,432
Total Current Liabilities	4,179	1,020	(11)		5,188
Long-term deferred revenue	150	-			150
Subordinated notes (related parties $800)	1,450	493	1,985	f	3,928
Subordinated convertible notes (related parties $800)	1,400	-			1,400
Other long-term obligations	4	-			4
Total Liabilities	7,183	1,513	1,974		10,670
Owner's Equity	2,710	(1,194)	230	g	1,746
Total Liabilities and Stockholders' Equity	**9,893**	**319**	**2,204**		**12,416**

(The accompanying notes are an integral part of the Pro Forma consolidated financial information)

Unaudited Pro Forma Condensed Statement of Operations

(Amounts in thousands, except per share data)

	Asure Twelve Months Ended Dec-10	Legiant Twelve Months Ended Dec-10	Pro Forma Combined Adjustments	Pro Forma Combined Twelve Months Ended Dec-10
Revenues				
Revenues	10,033	3,139	-	13,172
Total Revenues	10,033	3,139		13,172
Cost of Sales				
Cost of sales	2,259	965	114 a	3,338
Total Cost of Sales	2,259	965	114	3,338
Gross Margin	7,774	2,174	(114)	9,834
Operating Expense				
Selling, general and administrative expenses	5,693	1,929	(61) b	7,561
Research and development	1,445			1,445
Loss on lease agreement	1,203	-		1,203
Amortization of intangibles	598	-	140 a	738
Total Operating Expenses	8,939	1,929	79	10,947
Income (Loss) from Operations	(1,165)	245	(193)	(1,113)
Other Income and (Expenses)				
Interest income	5	42		47
Gain on Investments	130	-		130
Foreign currency translation (loss) gain	(54)	-		(54)
Other income (expenses)	(61)	(45)	(34) c	(140)
Total Other Income and (Expense)	20	(3)	(34)	(17)
Income (Loss) From Operations, Before Income Taxes	(1,145)	242	(227)	(1,130)
Benefit (provision) for income taxes	8	-		8
Net Income (Loss)	$ (1,137)	242	(227)	(1,122)
Net income per common share:				
Basic	$ (0.37)			(0.36)
Diluted	$ (0.37)			(0.36)
Weighted-average common shares outstanding:				
Basic	3,087			3,087
Diluted	3,087			3,087

(The accompanying notes are an integral part of the Pro Forma consolidated financial information)

Unaudited Pro Forma Condensed Statement of Operations

(Amounts in thousands, except per share data)

	Asure Nine Months Ended 09/30/11	Legiant Nine Months Ended 09/30/11	Pro Forma Combined Adjustments		Pro Forma Combined Nine Months Ended 9/30/11
Revenues					
Revenues	7,293	2,038			9,331
Total Revenues	7,293	2,038			9,331
Cost of Sales					
Cost of sales	1,363	410	86	a	1,859
Total Cost of Sales	1,363	410	86		1,859
Gross Margin	5,930	1,628	(86)		7,472
Operating Expense					
Selling, general and administrative expenses	4,340	1,261	-		5,601
Research and development	1,150				1,150
Amortization of Intangibles	449		105	a	554
Total Operating Expenses	5,939	1,261	105		7,305
(Loss) Income from Operations	(9)	367	(191)		167
Other Income and (Expenses)					
Interest income	8	(1)			7
Foreign currency translation gain (loss)	47	-			47
Other income (expenses)	(20)	(25)	(45)	c	(90)
Total Other Income and (Expense)	35	(26)	(45)		(36)
(Loss) Income From Operations, Before Income Taxes	26	341	(236)		131
Benefits (provision) for income taxes	(30)	-			(30)
Net (Loss) Income	$ (4)	341	(236)		$ 101
Net (Loss) income per common share:					
Basic	$ (0.00)				0.03
Diluted	$ (0.00)				0.03
Weighted-average common shares outstanding:					
Basic	3,085				3,085
Diluted	3,085				3,085

(The accompanying notes are an integral part of the Pro Forma consolidated financial information)

ASURE SOFTWARE, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED
STATEMENT OF INCOME FOR TWELVE MONTHS ENDED 12/31/10
AND NINE MONTHS ENDED 09/30/11
(Amounts in thousands, except per share data)

Notes to Pro Forma Balance Sheet:

(a) Cash used in acquisition of $1,511
(b) Adjustment to FA for NBV of Vehicle & Shed not purchased
(c) Estimated value of intangible assets acquired in acquisition
(d) Estimated value of goodwill acquired in acquisition
(e) Adjustment in estimated value of accounts payable
(f) Note payable to seller
(g) Reduction in Legiant equity account at acquisition

Notes to Pro Forma Income Statement:

(a) Reflects adjustments to the historical intangible amortization expense resulting from the effects of the preliminary purchase price associated with the acquisition of Legiant. The final allocation of the actual purchase price is subject to the final valuation of the acquired assets, but that allocation is not expected to differ materially from the preliminary allocation presented in this pro forma condensed combined financial information.

(b) Expenses excluded on transaction costs associated with the Acquisition that are no longer capitalized as part of the acquisition $61k for twelve months ended December 31, 2010.

(c) Reflects Interest expense on acquisition related debt