

**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: May 27, 2020
(Date of earliest event reported)

Asure Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-34522
(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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	ASUR	Nasdaq Capital Market

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 27, 2020, the Company amended its Restated Certificate of Incorporation to increase the total number of authorized shares of capital stock from 23,500,000 to 45,500,000 and the number of authorized shares of common stock from 22,000,000 to 44,000,000. A copy of the amendment to the Company's Restated Certificate of Incorporation is attached hereto as Exhibit 3.1

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 27, 2020, we held our 2020 Annual Meeting of Stockholders, at which stockholders voted on proposals to (i) elect the seven directors listed below, each to hold office until the next annual meeting of stockholders or until their respective successors are duly elected and qualified; (ii) ratify the Audit Committee's appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2020; (iii) approve an amendment to our Restated Certificate of Incorporation to increase the total number of authorized shares of capital stock from 23,500,000 to 45,500,000 and the number of authorized shares of common stock from 22,000,000 to 44,000,000; (iv) approve an amendment to the Asure Software, Inc. 2018 Incentive Award Plan to increase the number of shares of common stock authorized for issuance by 1,000,000 shares; (v) approve an amendment to the Asure Software, Inc. Employee Stock Purchase Plan to increase the number of shares of common stock authorized for issuance by 250,000 shares; and, (vi) approve, on a non-binding advisory basis, the compensation of our named executive officers.

The final voting results for each of these proposals are as follows:

Election of Directors (Item 1):

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David Sandberg	7,881,363	1,013,914	3,271,588
W. Carl Drew	8,768,678	126,599	3,271,588
Daniel Gill	8,530,786	364,491	3,271,588
Patrick Goepel	8,723,143	172,134	3,271,588
Charles Lathrop, Jr.	8,813,446	81,831	3,271,588
Bradford Oberwager	8,532,201	363,076	3,271,588
J. Randall Waterfield	8,815,402	79,875	3,271,588

Ratification of the Audit Committee's appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2020 (Item 2):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
12,146,889	15,115	4,861	0

Approval of an amendment to our Restated Certificate of Incorporation to increase the total number of authorized shares of capital stock from 23,500,000 to 45,500,000 and the number of authorized shares of common stock from 22,000,000 to 44,000,000 (Item 3):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
11,690,297	457,367	19,201	0

Approval of an amendment to the Asure Software, Inc. 2018 Incentive Award Plan to increase the number of shares of common stock authorized for issuance by 1,000,000 shares (Item 4):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
8,319,789	571,546	3,942	3,271,588

Approval of an amendment to the Asure Software, Inc. Employee Stock Purchase Plan to increase the number of shares of common stock authorized for issuance by 250,000 shares (Item 5):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
8,731,576	160,159	3,542	3,271,588

Approval, on a non-binding advisory basis, the compensation of our named executive officers (Item 6):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
8,071,358	154,277	669,642	3,271,588

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT NUMBER	DESCRIPTION
3.1	<u>Amendment to the Restated Certificate of Incorporation</u>

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: June 1, 2020

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

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
ASURE SOFTWARE, INC.**

Asure Software, Inc., a corporation duly organized and existing under the Delaware General Corporation Law (the “**Corporation**”), does hereby certify that:

1. This Certificate of Amendment amends the provisions of the Corporation’s Restated Certificate of Incorporation filed with the Secretary of State on May 9, 2017 (the “**Restated Certificate of Incorporation**”).

2. Article FOURTH of the Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

“**FOURTH:** The Corporation shall have the authority to issue two (2) classes of shares to be designated, respectively, “Preferred Stock” and “Common Stock.” All of said shares shall be One Cent (\$.01) par value each. The total number of shares of capital stock which the Corporation shall have the authority to issue is Forty-Five Million Five Hundred Thousand (45,500,000), which shall consist of Forty-Four Million (44,000,000) shares of Common Stock and One-and-One-Half Million (1,500,000) shares of Preferred Stock.”

3. This amendment was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

4. All other provisions of the Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, Asure Software, Inc. has caused this Certificate of Amendment to be executed by a duly authorized officer on May 28, 2020.

Asure Software, Inc.

By: /s/ Patrick Goepel

Name: Patrick Goepel

Title: Chief Executive Officer