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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**Date of Report: April 25, 2017**  
(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., Suite 100, 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.

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

On April 25, 2017, we filed a certificate of amendment to our certificate of incorporation with the Secretary of State of the State of Delaware to increase the total number of our authorized shares of capital stock from 12,500,000 to 23,500,000 and our authorized shares of common stock from 11,000,000 to 22,000,000. As previously reported, the proposal for the amendment was approved by our stockholders pursuant to a solicitation of consents mailed on or about March 31, 2017. A copy of the certificate of amendment is filed as Exhibit 3.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of Asure Software, Inc. filed with the Secretary of State of the State of Delaware on April 25, 2017.</u></a>

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**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: May 1, 2017

By: /s/ Brad Wolfe  
Brad Wolfe  
*Chief Financial Officer*

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of Asure Software, Inc. filed with the Secretary of State of the State of Delaware on April 25, 2017.</u></a>

**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. The Board of Directors of the Corporation, pursuant to unanimous written consent, has duly adopted the resolutions setting forth the proposed the amendment of the Fourth Amended and Restated Certificate of Incorporation, as amended (the "Restated Certificate of Incorporation"), of the Corporation:

**RESOLVED:** That the Restated Certificate of Incorporation of the Corporation be further amended by deleting Article FOURTH in its entirety and inserting in its place the following:

"**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 Twenty-Three Million Five Hundred Thousand (23,500,000), which shall consist of Twenty-Two Million (22,000,000) shares of Common Stock and One-and-One-Half Million (1,500,000) shares of Preferred Stock."

2. The stockholders of the Corporation, by written consent of the holders of a majority of the outstanding shares of common stock, have approved this amendment to the Restated Certificate of Incorporation in accordance with Section 228 of the Delaware General Corporation Law.

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

**IN WITNESS WHEREOF**, Asure Software, Inc. has caused this Certificate of Amendment to be executed by a duly authorized officer on April 25, 2017.

**Asure Software, Inc.**

By: /s/ Patrick Goepel  
Name: Patrick Goepel  
Title: Chief Executive Officer