

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

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**FORM 8-K**

CURRENT REPORT

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

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**Date of Report: April 23, 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)

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(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))
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**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 Philadelphia Securities Association event on Monday, April 23, 2012 at the Union League of Philadelphia.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 [‘Q2 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**

Headquartered in Austin, Texas, Asure Software (ASUR), empowers small to mid-size organizations and divisions of large enterprises to operate more efficiently, increase worker productivity and reduce costs through a comprehensive suite of global cloud based workforce management software and services. Asure's market-leading suite includes products that optimize workforce time and attendance tracking, benefits enrollment and tracking, pay stubs, W2 documentation, and room scheduling solutions focused on meeting rooms, equipment and other shared resources. With additional offices in Warwick, Rhode Island, Vancouver, British Columbia, and Mumbai, India, Asure serves 3,000 customers around the world. For more information, please visit [www.asuresoftware.com](http://www.asuresoftware.com).

"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.

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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.

Dated: April 23, 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 from those contained in the forward-looking statements. Please see our SEC filings for details about these risks and uncertainties.



ASURE  
SOFTWARE

## Company Profile

- Asure Software is an industry leader in providing cloud-based workplace management solutions. Over 3,000 clients deploy our workplace management software products, hardware products, services and support to improve their workforce and workplace processes.

## Your Workplace Simplified™



# Corporate Mission

- 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



Workplace Productivity

# Workplace Solutions Portfolio



- **AsureForce™** offers a full suite of time and labor management solutions. Our award-winning cloud based solution is complimented by innovative hardware and professional services that are customized to fit your needs.
- **Meeting Room Manager** helps clients optimize meeting room resources and facilities. Cloud based software and hardware solutions integrate seamlessly and are supported with professional services capabilities to ensure that our clients get the most from their people and facilities.





# Value Proposition

- Rapid deployment
- Lower deployment costs
- Ease of integration
- High end-user adoption
- Highly configurable to client business rules
- Proven track record of global installations



Asure Client Promise

We will...

Create Measurable Value  
for Our Clients

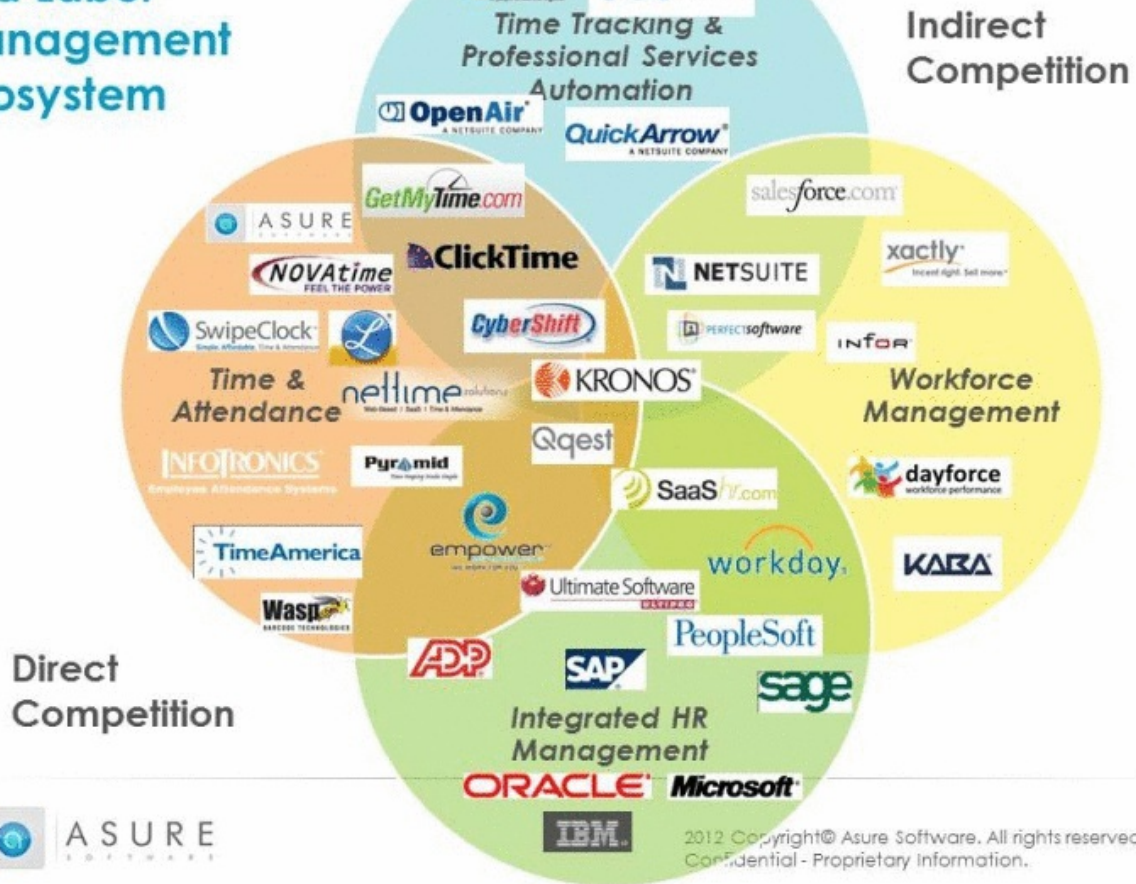
Delight our Clients

Work Smart to Make  
Our Clients Successful





# Asure's Time and Labor Management Ecosystem



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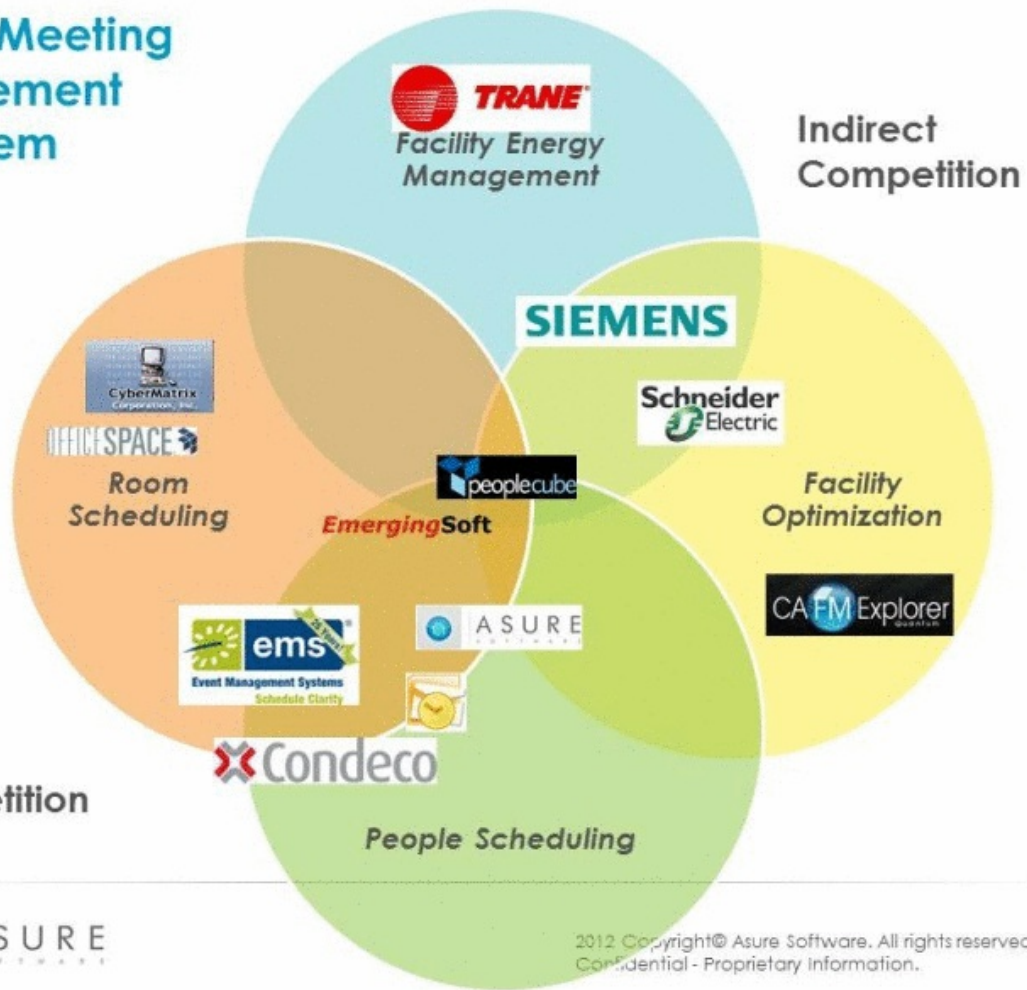
# T&LM Market Vendor Positioning



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

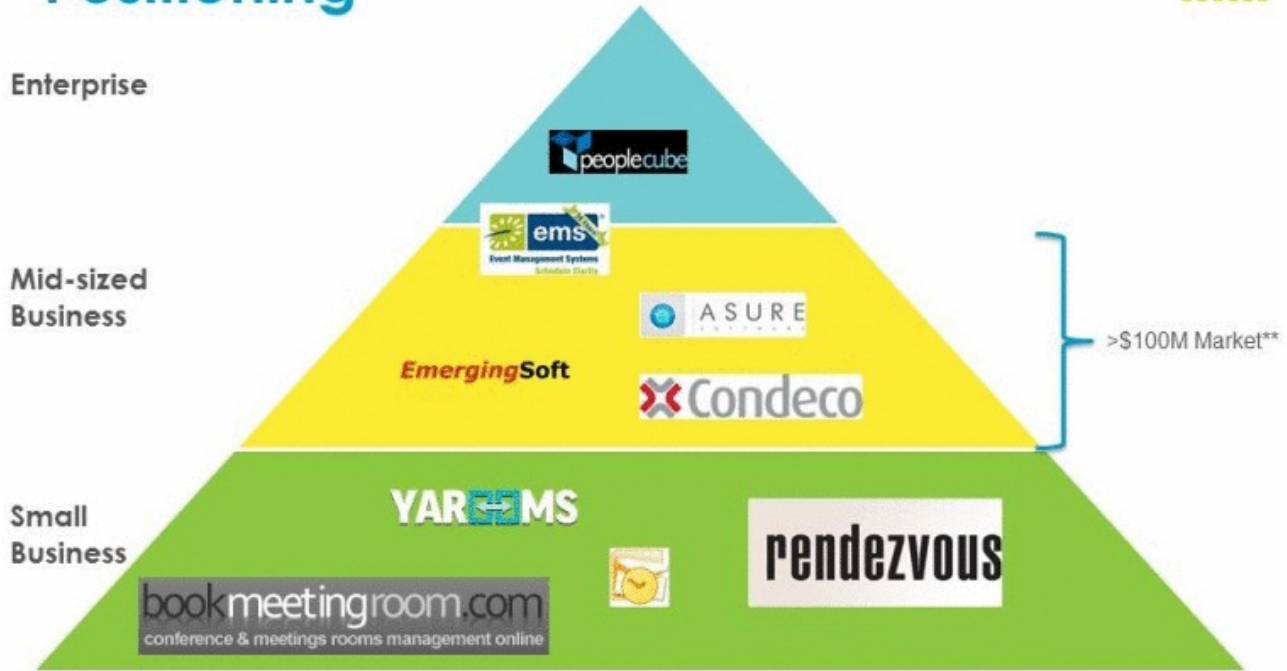
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# Asure's Meeting Management Ecosystem



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# Meeting Management Vendor Positioning



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# Market Landscapes

## Meeting Room Resource Management

- Market data is not independently analyzed
- No clear market leader
- Asure is the only publically traded company with a solution
- 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)

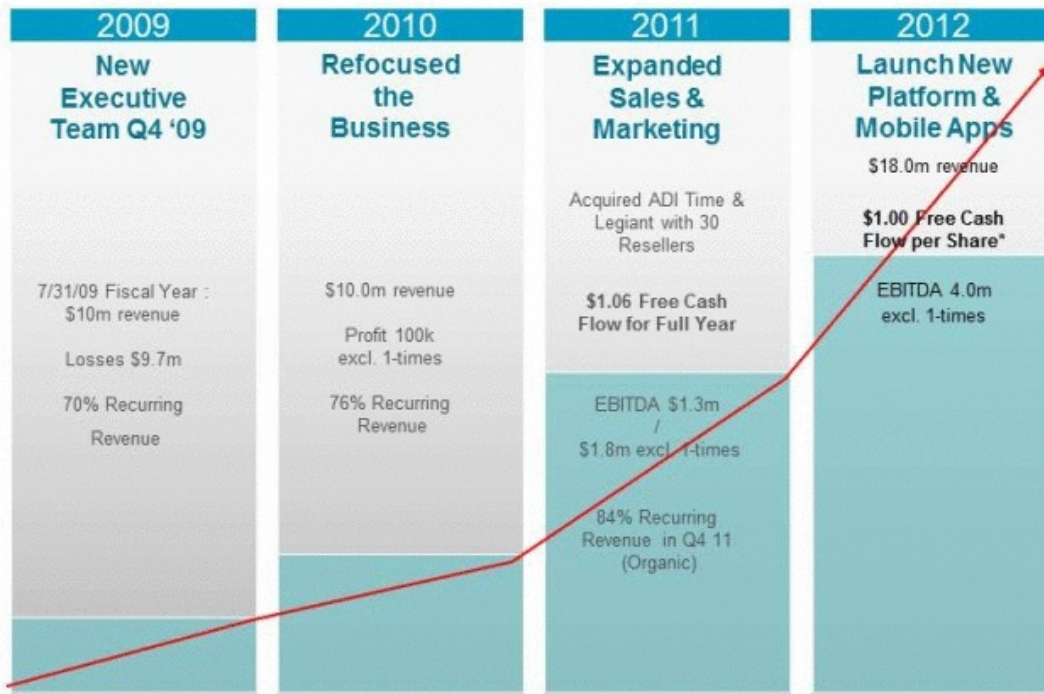
\*\* Source : Census.gov (620k firms with 25 – 500 Ees)

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# Asure History To Date



\*based on 9/30/2011 shares outstanding



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# Recent Progress, \$M

	2009				2010				2011 Actual				Forecast	
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1 '12	2012
<b>Total Revenue</b>	\$2.5	\$2.3	\$2.4	\$2.6	\$2.5	\$2.6	\$2.5	\$2.4	\$2.4	\$2.4	\$2.5	\$3.7	\$4.1m - \$4.2m	\$18.0
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		
<b>EBITDA</b>	(\$1.1)	(\$2.4)	(\$4.4)	\$0.2	\$0.1	(\$0.8)	\$0.2	\$0.3	\$0.2	\$0.3	\$0.3	\$0.5		
<b>Net Income</b>	(\$1.4)	(\$2.7)	(\$4.7)	(\$0.1)	(\$0.2)	(\$1.0)	(\$0.1)	\$0.1	(\$0.1)	\$0.0	\$0.0	(\$0.6)		
EPS	(\$0.44)	(\$0.85)	(\$1.50)	(\$0.02)	(\$0.06)	(\$0.33)	(\$0.04)	\$0.02	(\$0.02)	\$0.01	\$0.01	(\$0.21)		
<b>Owner's Equity</b>	\$10.4	\$5.2	\$3.9	\$3.9	\$3.6	\$2.6	\$2.6	\$2.7	\$2.7	\$2.7	\$2.7	\$2.1		
<b>Cash</b>	\$11.1	\$9.8	\$3.0	\$2.3	\$2.0	\$0.7	\$0.8	\$1.1	\$1.4	\$2.0	\$2.7	\$1.1		
<b>New Management</b>				->	->	->	->	->	->	->	->	->	->	->
Adjusted EBITDA				\$0.2	\$0.1	\$0.5	\$0.2	\$0.4	\$0.3	\$0.4	\$0.5	\$0.7	\$700 - \$800K	\$4.0
Adjusted EPS				(\$0.10)	(\$0.05)	\$0.07	(\$0.02)	\$0.02	\$0.00	\$0.03	\$0.07	\$0.06		
Recurring Revenue %*				70%	77%	73%	72%	76%	80%	80%	80%	84%		
Free Cash Flow**				(\$1.1)	(\$0.2)	(\$1.3)	\$0.1	\$0.2	\$0.3	\$0.7	\$0.8	\$1.5	\$500 - \$650K	\$3.0

New Management Q4 '09

•Represents organic revenue only for Q4 '11.  
 \*\*Based on shares outstanding as of 9/30/11



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# Organic Growth - Industry Expertise



Corporate	Education	Healthcare	Legal



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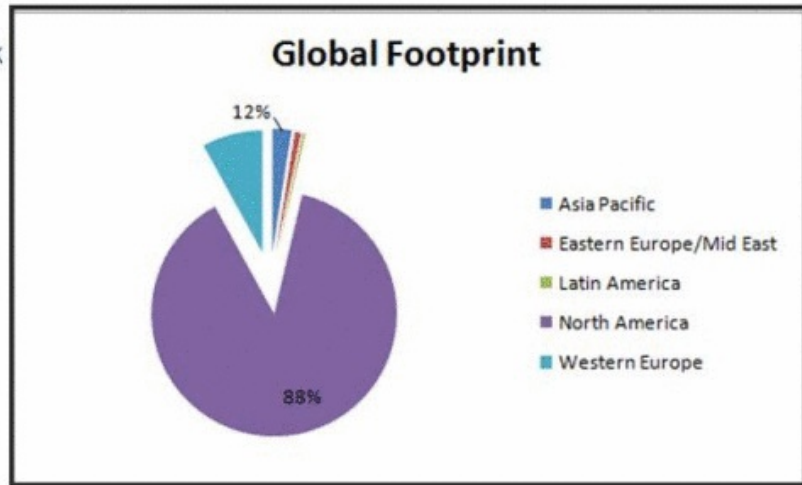
# Global Expertise & Opportunity



imagination at work



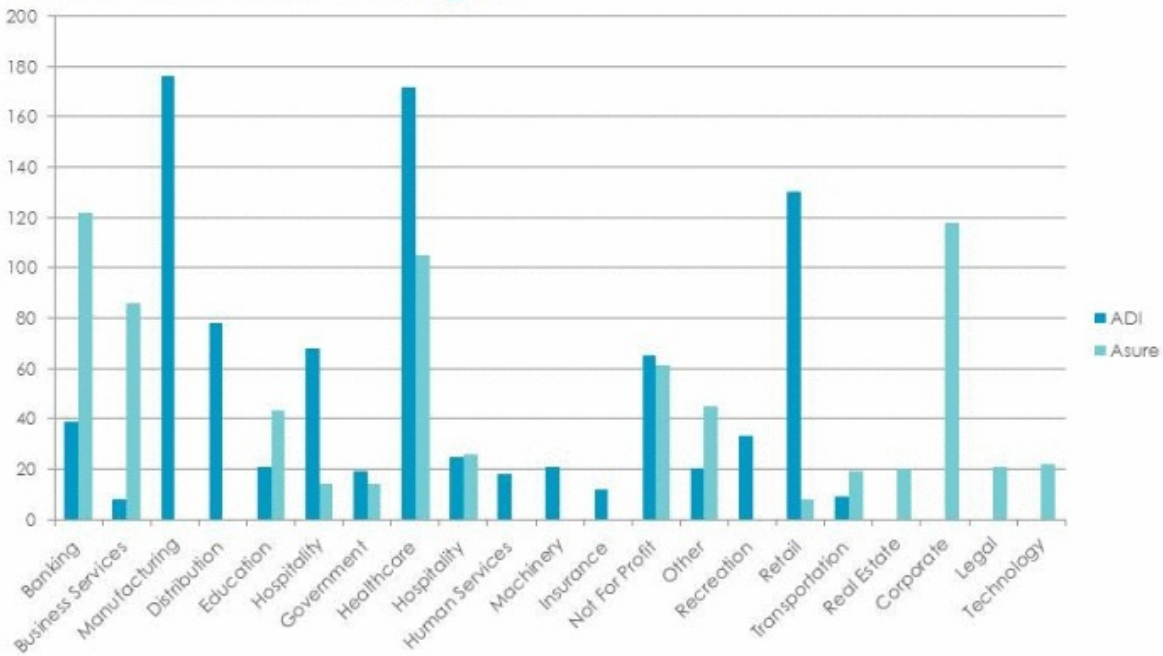
i'm lovin' it



ASURE  
SOFTWARE

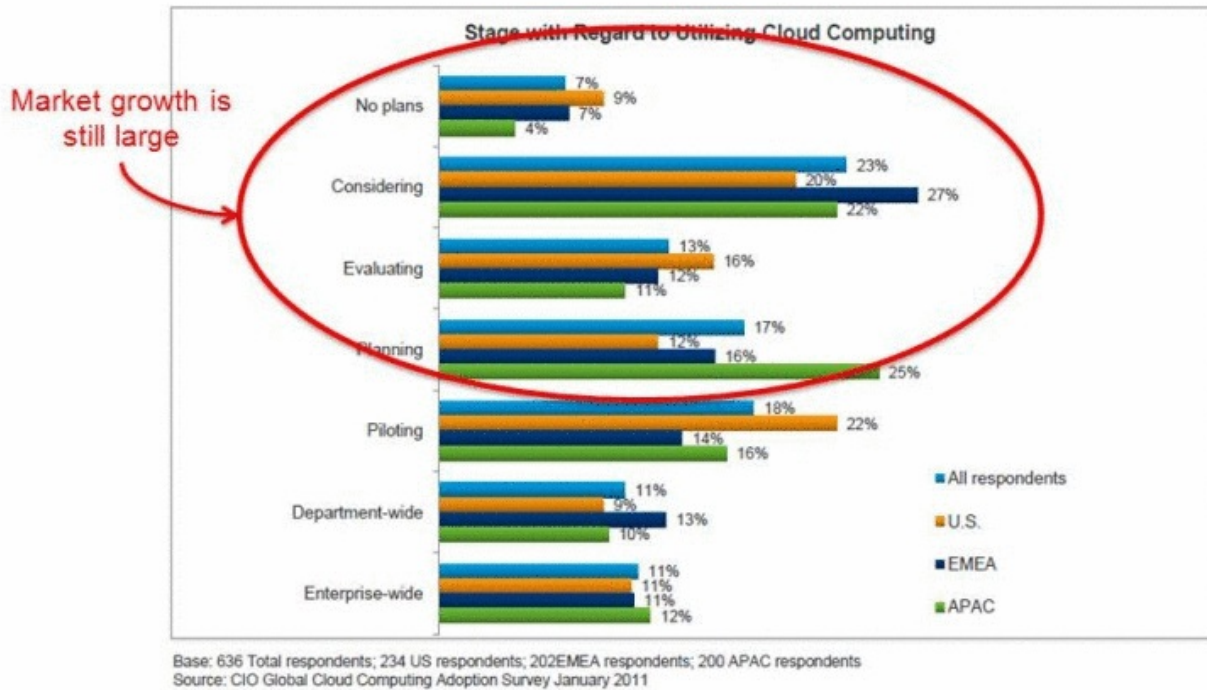
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# Acquisition Opportunity : Vertical Coverage



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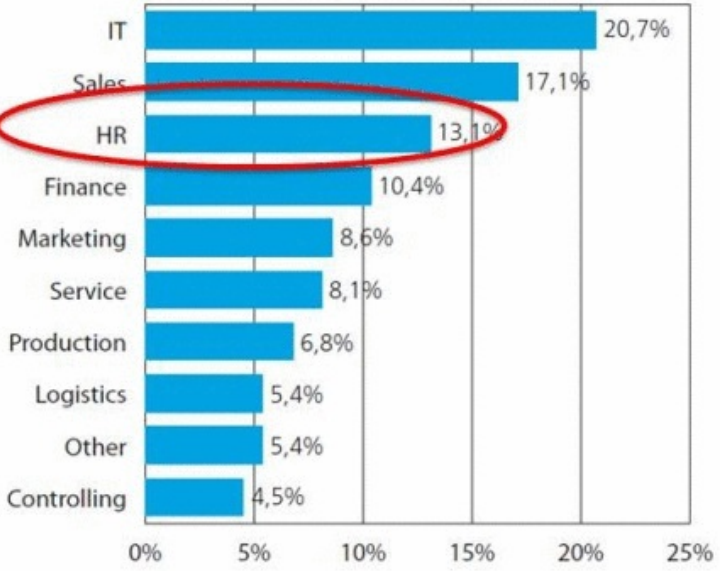
# Stage of Market Implementation



# Cloud Computing Adoption

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

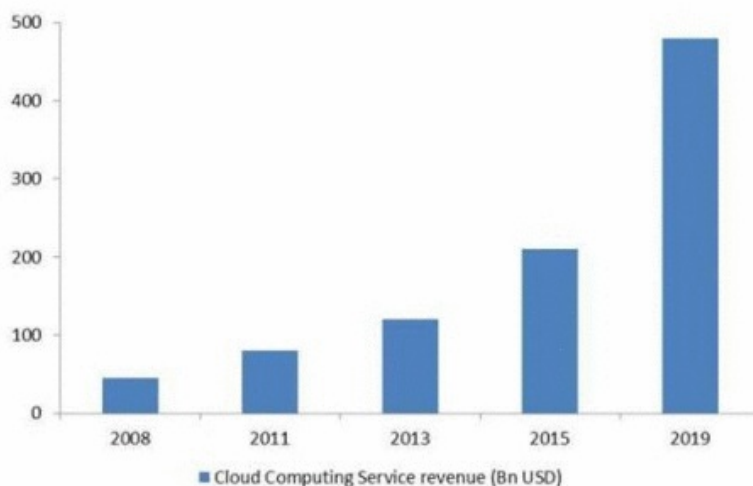
HR functions not yet widely virtualized



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# Poised For Growth

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



## CONTACT:

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