

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Forgent Networks, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

34629U103

(CUSIP Number)

RED OAK PARTNERS, LLC
654 Broadway, Suite 5
New York, NY 10012
Attention: David Sandberg
Telephone: (212) 614-8952

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 18, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Red Oak Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) []

3. SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 2,285,796
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 2,285,796

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,285,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.35%**

14 TYPE OF REPORTING PERSON

OO

** Based on 31,111,278 shares of common stock of Forgent Networks, Inc. outstanding at March 11, 2009, as reported in Forgent Networks, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009 filed with the Securities and Exchange Commission on March 13, 2009.

CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Red Oak Fund, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 812,177
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 812,177

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

812,177

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.61%**

14 TYPE OF REPORTING PERSON

PN

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Pinnacle Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

NUMBER OF SHARES	7	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	- 946,950
EACH	9	SOLE DISPOSITIVE POWER	0
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	- 946,950

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

946,950

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.05%**

14 TYPE OF REPORTING PERSON

OO

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Pinnacle Fund, LLLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY
4 SOURCE OF FUNDS
WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e) []
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 946,950
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 946,950

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
946,950
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.05%**

14 TYPE OF REPORTING PERSON
PN

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Bear Market Opportunity Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) []

3 SEC USE ONLY
4 SOURCE OF FUNDS
WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e) []
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 526,669
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 526,669

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
526,669
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.69%**

14 TYPE OF REPORTING PERSON

PN

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

David Sandberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER	- 2,285,796
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	- 2,285,796

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,285,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.35%**

14 TYPE OF REPORTING PERSON

IN

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ITEM 4. Purpose of Transaction.

Item 4 as previously filed is amended by adding the following language:

On May 18th, Pinnacle Partners issued a letter, attached as Exhibit A, to Asure Software's ("ASUR") Board of Directors in response to their May 12th letter which was filed with the Securities and Exchange Commission ("SEC") on May 14th and issued via press release on May 15th.

On May 18th, Pinnacle Partners also issued a press release, attached as Exhibit B. The press release indicated that Pinnacle had filed with the SEC a copy of its May 18th letter in a 13D filing. It also indicated that on May 13th

Pinnacle filed its preliminary proxy statement in a PREC14A filing in opposition to the proposed "going private" transactions to be voted on at a Company special meeting currently scheduled to be held June 2, 2009. In its letter, Pinnacle asked that Asure's CEO - who during an April meeting had indicated to several investors his plans to step down in six months - step down immediately and without severance. Pinnacle also highlighted other measures to reduce costs which were independent of any go-private efforts and stated that it believes it is inappropriate that ASUR has not explained that these savings can occur without going private.

ITEM 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

Exhibit A: Letter to Board of Directors

Exhibit B: Preliminary Proxy Statement

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: May 18, 2009

/s/ David Sandberg

David Sandberg

Red Oak Partners LLC

By: /s/ David Sandberg

David Sandberg, Managing Member

Pinnacle Partners, LLP
By: Red Oak Partners LLC, its general partner

By: /s/ David Sandberg

David Sandberg, Managing Member

The Red Oak Fund, L.P.
By: Red Oak Partners LLC, its general partner

By: /s/ David Sandberg

David Sandberg, Managing Member

Pinnacle Fund, LLLP
By: Pinnacle Partners, LLC, its general partner
By: Red Oak Partners LLC, its general partner

By: /s/ David Sandberg

David Sandberg, Managing Member

Bear Market Opportunity Fund, L.P.
By: Red Oak Partners, LLC, its investment advisor

By: /s/ David Sandberg

David Sandberg, Managing Member

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PINNACLE FUND, LLLP
654 Broadway, Suite 5 | New York, New York 10012
Telephone (212) 614-8952 | Facsimile (646) 390-6784

May 18, 2009
VIA OVERNIGHT DELIVERY AND FACSIMILE

Management and Board of Directors
Forgent Networks, Inc.
108 Wild Basin Road
Austin, TX 78746

Re: Response to Statements from your May 12 Letter

Dear Management and the Board of Directors:

I am writing to respond to certain statements in your May 12 letter. You mischaracterize Pinnacle's positions and your letter is one more attempt to ignore the serious disagreement which many Asure ("ASUR") stockholders have with your attempt to take the company private and continue excessive spending on management compensation and other matters. Pinnacle's and Red Oak's views are spelled out in our 13D filing and our preliminary proxy statement which we hope we will soon be able to deliver to stockholders so they can judge our arguments for themselves.

In the meantime, please note that we have never characterized ASUR as an "asset play" and if we regarded it as such would not have recommended to you several important cost-saving measures. While we have correctly pointed out that the company was trading at a severe discount to its cash on hand, as we told Jay Peterson in November, we viewed the company as attractive in part because of its public forecasts of positive EBITDA and cash flow. We wish those forecasts had proved to be correct but hope that under a new board of directors and a slimmed down management team these goals can be achieved. As our proxy filing will reveal, we believe that a new board, not controlled by Pinnacle or Red Oak, but responsive to stockholders, should seek to cut costs and return the company to profitable operations.

You are correct when you say we have tried many times to speak with you but mistaken when you try to characterize this as inappropriate. Why should management not be willing to hear suggestions from significant holders? In fact the first time your CEO agreed to speak with us was for 15 minutes by telephone on March 5 and he finally met in person on April 27. You keep trying to cast our information requests as an "asset play," which you seem to view as sinister. This is egregious because you know from our face-to-face meeting that we are seeking cost reductions and believe operations can improve. You also conveniently omit to point out that major cost savings would result from things you could do without depriving holders of publicly available information. You can reduce the cost of the \$360,000/year D&O insurance when the policy comes up for renewal in July, you can retain less expensive advisors (instead of having Winstead charge you \$150,000+ per year for public filings per your CFO's statements during our meeting in Dallas on April 27), and you can eliminate excess senior management by not having both a CEO and a COO. During our April meeting your CEO told me and others that he planned to leave in six months anyway and have the COO take over a dual CEO/COO role. We believe this departure should occur immediately and without severance (based on the aggregate losses generated under his tenure) as there is simply no need for Asure's shareholders to pay six additional months of his salary given he has already indicated his intent to leave. We think it is inappropriate that you have not explained that these savings can occur without going private.

Your comments about our requests to hold an annual meeting make us think you do not trust your stockholders. You have ignored our requests for a stockholder vote to elect directors, either in connection with or before the meeting to vote on going private. With a fiscal year that ended last July, there would seem to have been ample time to hold an annual meeting by now and you could have saved a lot of costs by combining the two meetings. We are sorry you regard our complaints about missed forecasts, excess overhead, and an inability in our meeting to reconcile inconsistent statements as personal or professional attacks. It did seem to us that your management was unprepared to answer questions and was unable to answer several questions. You have still not provided answers despite the statement during our April 27 meeting in Dallas by your director Mr. Miles that the request to explain apparent discrepancies would be addressed.

Finally, we remain of the view that the price to be paid in the going private transaction is excessive and we believe that if Southwest had based its opinion on actual operating results instead of missed forecasts it would not have recommended that price. You own letter admits that current stock prices do not support paying such a price and we believe that current operating results do not support that price either.

We remain opposed to what we regard as a wasteful transaction which has generated large fees to advisors and which we believe has distracted the board from taking immediate steps to reduce costs and improve operations. We are confident that these proposals will be rejected.

Sincerely,

PINNACLE FUND, LLLP

By: PINNACLE PARTNERS, LLC,
its general partner

By: RED OAK PARTNERS, L.P.,
its general partner

By: _____
David Sandberg, Managing Member

cc: Corporate Secretary

Red Oak Partners and Pinnacle Fund Respond to Statements in Asure Software's May 12 Letter and File Preliminary Proxy Statement to Oppose Vote to Go-Private.

New York, New York, May 18, 2009. Pinnacle Fund (controlled by Pinnacle Partners, LLC which is partly controlled by Red Oak Partners, LLC) announced that on Wednesday, May 13th it filed a preliminary proxy statement with the Securities and Exchange Commission ("SEC") to oppose Asure Software's ("ASUR's") go-private proposals and also attached the statement to its amended filing on Schedule 13D. Additionally, Pinnacle issued a letter today in response to Asure's May 12th letter, which Asure filed with the SEC in its May 14th DEFA14A filing. Pinnacle's response letter is attached as an exhibit to an amendment being filed today to Red Oak's Schedule 13D.

"I encourage shareholders to read our definitive proxy statement when it becomes available before making any voting decisions, as well as both our preliminary proxy filed on May 13th and our letter attached as an exhibit to today's 13D filing," said David Sandberg, Portfolio Manager of the Pinnacle Fund, LLLP. "Asure's letter attempts to ignore continued excessive spending on management compensation, a continued omission or delay in announcing an annual meeting date, and conveniently omits to point out that major cost savings would result from things Asure can do without depriving holders of publicly available information. We continue to oppose this go-private transaction and are confident that these proposals will be rejected." Information about Red Oak, Pinnacle, and its affiliates who are participating in Pinnacle's opposition to Asure's go-private proposals can be found in Red Oak's preliminary proxy materials and its Schedule 13D filing. Red Oak's filings can be found at www.sec.gov by selecting "Search" at the top right and then typing "forgent" into the box asking for the Company Name. Red Oak's filings which are referenced in this press release are dated May 13th and May 18th, 2009.

Contact:
Red Oak Partners, LLC
David Sandberg, 212-614-8952
dsandberg@redoakpartners.com