

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 0-20008

ASURE SOFTWARE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of other jurisdiction of
incorporation or organization)

74-2415696

(I.R.S. Employer
Identification No.)

110 Wild Basin Road

Austin, Texas

(Address of Principal Executive Offices)

78746

(Zip Code)

(512) 437-2700

(Registrant's Telephone Number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 10, 2011, the registrant had outstanding 3,084,521 shares of its Common Stock, \$0.01 par value.

TABLE OF CONTENTS

	Page Number
PART I - FINANCIAL INFORMATION	
Item 1. Financial Statements (Unaudited)	3
Condensed Consolidated Balance Sheets as of June 30, 2011 and December 31, 2010	3
Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2011 and 2010	4
Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2011 and 2010	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	11
Item 3. Quantitative and Qualitative Disclosures About Market Risk	15
Item 4. Controls and Procedures	15
PART II - OTHER INFORMATION	
Item 1A. Risk Factors	16
Item 6. Exhibits	16
Signatures	17

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except per share data)
(Unaudited)

	<u>June 30, 2011</u>	<u>December 31, 2010</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 2,026	\$ 1,070
Accounts receivable, net of allowance for doubtful accounts of \$14 and \$46 at June 30, 2011 and December 31, 2010, respectively	974	1,239
Notes receivable	65	62
Inventory	10	25
Prepaid expenses and other current assets	229	255
Total Current Assets	<u>3,304</u>	<u>2,651</u>
Notes receivable	60	60
Property and equipment, net	245	281
Intangible assets, net	2,454	2,844
Total Assets	<u>\$ 6,063</u>	<u>\$ 5,836</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 551	\$ 560
Accrued compensation and benefits	83	95
Other accrued liabilities	330	361
Deferred revenue	2,216	1,955
Total Current Liabilities	<u>3,180</u>	<u>2,971</u>
Long-term deferred revenue	145	116
Other long-term obligations	10	25
Total Liabilities	<u>3,335</u>	<u>3,112</u>
Stockholders' Equity:		
Preferred stock, \$.01 par value; 1,500 shares authorized; none issued or outstanding	—	—
Common stock, \$.01 par value; 6,500 shares authorized; 3,341 and 3,341 shares issued; 3,085 and 3,085 shares outstanding at June 30, 2011 and December 31, 2010, respectively	334	334
Treasury stock at cost, 256 shares at June 30, 2011 and December 31, 2010, respectively	(5,017)	(5,017)
Additional paid-in capital	271,006	270,978
Accumulated deficit	(263,574)	(263,541)
Accumulated other comprehensive loss	(21)	(30)
Total Stockholders' Equity	<u>2,728</u>	<u>2,724</u>
Total Liabilities and Stockholders' Equity	<u>\$ 6,063</u>	<u>\$ 5,836</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except per share data)
(Unaudited)

	FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	2011	2010	2011	2010
Revenues	\$ 2,434	\$ 2,625	\$ 4,791	\$ 5,085
Cost of Sales	(437)	(502)	(877)	(1,140)
Gross Margin	1,997	2,123	3,914	3,945
Operating Expenses:				
Selling, general and administrative	1,413	1,442	2,815	2,883
Research and development	393	364	784	706
Amortization of intangible assets	150	150	298	299
Loss on lease amendment	-	1,203	-	1,203
Total Operating Expenses	1,956	3,159	3,897	5,091
Income From Operations	41	(1,036)	17	(1,146)
Other Income (Expenses):				
Interest income	4	1	6	2
Foreign currency translation gain (loss)	1	26	(20)	(17)
Gain on sale of assets	-	23	-	23
Interest expense and other	(7)	(16)	(15)	(37)
Total Other Income (Expense)	(2)	34	(29)	(29)
Income/(Loss) From Operations Before Income Taxes	39	(1,002)	(12)	(1,175)
Provision For Income Taxes	(12)	(13)	(21)	(28)
Net Income/(Loss)	\$ 27	\$ (1,015)	\$ (33)	\$ (1,203)
Basic Income/ (Loss) Per Share	\$ 0.01	\$ (0.33)	\$ (0.01)	\$ (0.39)
Diluted Income/ (Loss) Per Share	\$ 0.01	\$ (0.33)	\$ (0.01)	\$ (0.39)
Shares Used In Computing Basic Income/(Loss) Per Share	3,085	3,085	3,085	3,090
Shares Used In Computing Diluted Income/(Loss) Per Share	3,088	3,085	3,085	3,090

The accompanying notes are an integral part of these condensed consolidated financial statements.

ASURE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands, except per share data)
(Unaudited)

	FOR THE SIX MONTHS ENDED JUNE 30,	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (33)	\$ (1,203)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation and amortization	471	522
Amortization of leasehold advance and lease impairment	-	(758)
Provision for doubtful accounts	(32)	(2)
Share-based compensation	28	28
(Gain) loss on sale/disposal of assets	-	(23)
Loss on disposal of subtenant leasehold improvements	-	180
Changes in operating assets and liabilities:		
Accounts receivable	297	525
Inventory	15	(34)
Notes receivable	(3)	-
Prepaid expenses and other current assets	26	(15)
Accounts payable	(9)	(321)
Accrued expenses and other long-term obligations	(34)	(121)
Deferred revenue	290	(99)
Net cash used in operating activities	<u>1,016</u>	<u>(1,321)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net purchases of property and equipment	(45)	(123)
Net cash provided by (used in) investing activities	<u>(45)</u>	<u>(123)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on capital leases	(24)	(24)
Purchase of treasury stock	-	(110)
Net cash used in financing activities	<u>(24)</u>	<u>(134)</u>
Effect of translation exchange rates	9	20
Net increase /(decrease) in cash and equivalents	956	(1,558)
Cash and equivalents at beginning of period	1,070	2,263
Cash and equivalents at end of period	<u>\$ 2,026</u>	<u>\$ 705</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except per share data unless otherwise noted)

NOTE 1 – GENERAL AND BASIS OF FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission and accordingly, do not include all information and footnotes required under U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, these interim financial statements contain all adjustments, consisting of normal, recurring adjustments, necessary for a fair presentation of the financial position of Asure Software, Inc. (“Asure” or the “Company”) as of June 30, 2011 and December 31, 2010, the results of operations for the three and six months ended June 30, 2011 and 2010, and the cash flows for the six months ended June 30, 2011 and 2010. These condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto filed with the Securities and Exchange Commission in the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2010. The results for the interim periods are not necessarily indicative of results for a full fiscal year.

As of June 30, 2011, Asure’s principal source of liquidity consisted of \$2,026 of current cash and cash equivalents as well as future cash generated from operations. The increase of cash and cash equivalents of \$956 for the six months ended June 30, 2011 is due primarily to cash generated from operations. The Company believes that it has and/or will generate sufficient cash for its short and long term needs. The Company is continuing to reduce expenses and thus may utilize its cash balances in the short-term to reduce long-term costs. The Company expects that it will be able to generate positive cash flows from operating activities for the remainder of 2011.

Management is focused on growing its existing software operations and looking to make strategic acquisitions in the near future. In the short-term, any acquisitions will be funded with equity, cash on the balance sheet, cash from operations, and cash or debt raised from outside sources.

There is no assurance that the Company will be able to grow its cash balances or limit its cash consumption and thus maintain sufficient cash balances, and it is possible that the Company’s future business demands may lead to cash utilization at levels greater than recently experienced. Management believes that the Company has sufficient capital and liquidity to fund and cultivate the growth of its current and future operations for the next 12 months and thereafter. However, due to uncertainties related to the timing and costs of these efforts, Asure may need to raise additional capital in the future. Yet, there is no assurance that the Company will be able to raise additional capital if and when it is needed.

NOTE 2 – INTANGIBLE ASSETS

Asure accounted for its historical acquisitions in accordance with FASB ASC 805, *Business Combinations* (FASB ASC 805). The Company recorded the amount exceeding the fair value of net assets acquired at the date of acquisition as goodwill. The Company recorded intangible assets apart from goodwill if the assets had contractual or other legal rights or if the assets could be separated and sold, transferred, licensed, rented or exchanged. Asure’s goodwill and intangible assets relate to its acquisition of iSarla Inc. and the iEmployee operations.

In accordance with FASB ASC 350, Asure reviews and evaluates its long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, including those noted above, the Company compares the assets’ carrying amounts against the estimated undiscounted cash flows to be generated by those assets over their estimated useful lives. If the carrying amounts are greater than the undiscounted cash flows, the fair values of those assets are estimated by discounting the projected cash flows. Any excess of the carrying amounts over the fair values are recorded as impairments in that fiscal period.

On May 3, 2010, the Company and Ceridian Corporation (“Ceridian”), a reseller of the Company’s iEmployee products, entered into an agreement by which joint customers of the Company and Ceridian were given until July 31, 2010 to choose either to (i) contract directly with the Company to continue using our goods and services, or (ii) continue using Ceridian’s offerings that may not include the Company’s products and services. Depending on the number of customers that contracted with Asure and the related pricing, the cash flows associated with the Ceridian customers may vary from historical levels. Thus the Company tested the Ceridian contract intangible asset for impairment in accordance with FASB ASC 350. The Company compared the asset’s carrying amount against the estimated undiscounted cash flows to be generated from the customers that contracted with Asure over the estimated useful life of the intangible asset. The undiscounted cash flows from the intangible asset exceeded the carrying value of the intangible asset and thus no impairment was required.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except per share data unless otherwise noted)

The gross carrying amount and accumulated amortization of the Company's intangible assets as of June 30, 2011 and December 31, 2010 are as follows:

<u>Intangible Asset</u>	<u>Amortization Period (Years)</u>	<u>June 30, 2011</u>		
		<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Developed Technology	5	\$ 915	\$ (684)	\$ 231
Customer Relationships	8	4,015	(1,875)	2,140
Trade Names	5	288	(215)	73
Covenant not-to-compete	4	150	(140)	10
		<u>\$ 5,368</u>	<u>\$ (2,914)</u>	<u>\$ 2,454</u>

<u>Intangible Asset</u>	<u>Amortization Period (Years)</u>	<u>December 31, 2010</u>		
		<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Developed Technology	5	\$ 915	\$ (592)	\$ 323
Customer Relationships	8	4,015	(1,624)	2,391
Trade Names	5	288	(187)	101
Covenant not-to-compete	4	150	(121)	29
		<u>\$ 5,368</u>	<u>\$ (2,524)</u>	<u>\$ 2,844</u>

Amortization expense is recorded using the straight-line method over the estimated economic useful lives of the intangible assets, as noted above. Amortization expense for the three months ended June 30, 2011 and 2010 was \$150 included in Operating Expenses and \$45 included in Cost of Goods Sold. Amortization expense for the six months ended June 30, 2011 and 2010 was \$298 and \$299 included in Operating Expenses, respectively and \$92 included in Cost of Goods Sold.

NOTE 3 – FAIR VALUE MEASUREMENTS

Effective August 1, 2008, Asure adopted ASC 820, *Fair Value Measurements and Disclosures*. ASC 820 defines fair value, establishes a framework for measuring fair value in U.S. generally accepted accounting principles and expands disclosures about fair value measurements. The adoption of FASB ASC 820 did not have a material impact to the Company's consolidated financial statements.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except per share data unless otherwise noted)

Statement No. 157 establishes a three-tier fair value hierarchy, which is based on the reliability of the inputs used in measuring fair values. These tiers include:

- Level 1: Quoted prices in active markets for *identical* assets or liabilities;
- Level 2: Quoted prices in active markets for *similar* assets or liabilities; quoted prices in markets that are not active for identical or similar assets or liabilities; and model-driven valuations whose significant inputs are observable; and
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table presents the fair value hierarchy for the Company's financial assets (cash equivalents and short-term investments) measured at fair value on a recurring basis as of June 30, 2011 and December 31, 2010:

Description	Total Carrying Value at June 30, 2011	Fair Value Measure at June 30, 2011		
		Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	\$ 2,026	\$ 2,026	\$ —	\$ —
Total	\$ 2,026	\$ 2,026	\$ —	\$ —

Description	Total Carrying Value at December 31, 2010	Fair Value Measure at December 31, 2010		
		Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	\$ 1,070	\$ 1,070	\$ —	\$ —
Total	\$ 1,070	\$ 1,070	\$ —	\$ —

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except per share data unless otherwise noted)

NOTE 4 – COMPREHENSIVE INCOME (LOSS)

In accordance with the disclosure requirements of FASB ASC 220, *Comprehensive Income* (FASB ASC 220), the Company's comprehensive income (loss) is comprised of net income (loss) and foreign currency translation adjustments. The following table presents the Company's comprehensive income (loss) and its components for the three and six months ended June 30, 2011 and 2010:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Net Income (Loss)	\$ 27	\$ (1,015)	\$ (33)	\$ (1,203)
Foreign currency gain (loss)	(4)	(30)	9	12
Comprehensive Income (Loss)	\$ 23	\$ (1,045)	\$ (24)	\$ (1,191)

NOTE 5 – RECENT ACCOUNTING PRONOUNCEMENTS

In October 2009, the FASB updated FASB ASC 605, *Revenue Recognition* (FASB ASC 605) to address how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how the arrangement consideration should be measured and allocated to the separate units of accounting. This guidance eliminates the residual method and replaces it with the "relative selling price" method when allocating revenue in a multiple deliverable arrangement. The selling price for each deliverable shall be determined using vendor specific objective evidence of selling price, if it exists, otherwise third-party evidence of selling price shall be used. If neither exists for a deliverable, the vendor shall use its best estimate of the selling price for that deliverable. After adoption, this guidance will also require expanded qualitative and quantitative disclosures. The updated FASB ASC 605 is effective for the Company's revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. The Company adopted the updated FASB ASC 605 on January 1, 2010 on a prospective basis for any new contracts entered into after the date of adoption. The adoptions of this ASC update did not have a material impact to its condensed consolidated statement of operations for the three and six months ended June 30, 2011 and 2010. However, the Company cannot predict whether the impact of this update will have a material impact in future quarters due to potential changes in products and product mix. Prior to the adoption of the updated FASB ASC 605, the Company accounted for its software subscriptions and related setup, implementation and professional services as a single accounting unit. Thus all revenues associated with such an arrangement were recognized pro-rata over the life of the software subscription service contract. Subsequent to the adoption of the updated FASB ASC 605, the Company accounts for each of these elements as separate accounting units. Thus the software subscription service revenue is recognized pro-rata over the life of the software subscription contract, while the related setup and implementation revenues are recognized upon completion. The result of the adoption is an immaterial acceleration of setup and implementation revenues related to software subscriptions.

NOTE 6 – SHARE BASED COMPENSATION

Share based compensation for the Company's stock option, restricted stock and stock purchase plans for the three months ended June 30, 2011 and 2010 were \$14 and \$13, respectively and \$28 for the six months ended June 30, 2011 and 2010. The Company did not issue shares of common stock related to exercises of stock options granted from its Stock Option, Restricted Stock, and Stock Purchase Plans for the three or six months ended June 30, 2011 and 2010, respectively.

On September 21, 2009, the Board adopted the Company's 2009 Equity Plan (the "2009 Equity Plan") and the plan was approved by the Company's stockholders at the December 17, 2009 Annual Meeting of Stockholders. The purpose of the 2009 Equity Plan is to enhance the long-term stockholder value of the Company by offering opportunities to directors, officers, employees and eligible consultants of the Company to acquire and maintain stock ownership in the Company in order to give these persons the opportunity to participate in the Company's growth and success, and to encourage them to remain in the service of the Company. At the Annual Meeting of the Shareholders held on June 10, 2011 the company shareholders amended to increase the number of shares on the plan by 150 thousand. A total of 350 thousand shares of the Company's Common Stock were available for issuance under the 2009 Equity Plan and provides for the granting of (i) incentive stock options, (ii) non statutory stock options and (iii) stock purchase rights. A total of 174 thousand options have been granted and are outstanding pursuant to the plan as of June 30, 2011.

ASURE SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except per share data unless otherwise noted)

NOTE 7 – CONTINGENCIES

Asure was the defendant or plaintiff in various actions that arose in the normal course of business. None of the pending legal proceedings to which the Company is a party are material to the Company.

NOTE 8 – INCOME (LOSS) PER SHARE

Basic Income (Loss) per share (EPS) is computed based on the weighted average number of common shares outstanding for the period. Diluted EPS reflects the maximum dilution that would have resulted from incremental common shares issuable upon the exercise of stock options. The number of common share equivalents, which includes stock options, is computed using the treasury stock method.

The following tables provide the components of the basic and diluted EPS computations for the three and six month periods ended June 30, 2011 and 2010:

	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
Basic EPS Computation	2011	2010	2011	2010
Net Income/(Loss)	\$ 27	\$ (1,015)	\$ (33)	\$ (1,203)
Weighted average shares outstanding	3,085	3,085	3,085	3,090
Basic Net Income/(Loss) per share	\$ 0.01	\$ (0.33)	\$ (0.01)	\$ (0.39)
	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
Diluted EPS Computation	2011	2010	2011	2010
Net Income/(Loss)	\$ 27	\$ (1,015)	\$ (33)	\$ (1,203)
Weighted average shares outstanding	3,085	3,085	3,085	3,090
Common shares equivalents	3	-	-	-
Diluted shares outstanding	3,088	3,085	3,090	3,090
Basic Net Income/(Loss) per share	\$ 0.01	\$ (0.33)	\$ (0.01)	\$ (0.39)

Stock options to acquire 160 thousand and 174 thousand shares for the three and six month periods ended June 30, 2011 were excluded in the computations of diluted EPS because the effect of including the stock options would have been anti-dilutive and stock options to acquire 205 thousand shares for the three and six months ended June 30, 2010 were excluded in the computations of diluted EPS because the effect of including the stock options would have been anti-dilutive.

NOTE 9 – LOSS ON LEASE AMENDMENT

On April 28, 2010 the Company entered into an Amendment to its current building lease with Wild Basin. Pursuant to the terms of the amended Lease, the Landlord agreed to reduce the square footage leased by the Company from 137 thousand square feet to 9 thousand square feet for the lease's remaining three years. In addition, the monthly rent of \$299 was reduced to \$20 beginning April 1, 2010. In exchange for the rent and square footage reduction, the Company made a one time payment of \$1,500 and agreed to forgo approximately \$159 of monthly sub-tenant income it received from the excess space under the prior lease. Additionally, the Company forfeited its rights to any potential future net profits interest in the lease. The \$1,203 loss consists of the following expenses; the \$1,500 lease termination fee, the write-off of \$186 of subtenant lease hold improvements and \$45 in transaction costs. These expenses were offset by the reversal of the following liabilities; \$254 of leasehold advance, \$235 of leasehold impairment and \$39 of other net liabilities.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following review of Asure’s financial position as of June 30, 2011 and December 31, 2010 and for the three and six months ended June 30, 2011 and 2010 should be read in conjunction with the Company’s 2010 Annual Report on Form 10-K filed with the Securities and Exchange Commission. Asure’s internet website address is <http://www.asuresoftware.com>. The Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available through the investor relations page of the Company’s internet website free of charge as soon as reasonably practicable after they are electronically filed, or furnished to, the Securities and Exchange Commission. Asure’s internet website and the information contained therein or connected thereto are not intended to be incorporated into this Quarterly Report on Form 10-Q.

The Company currently offers two main product lines in its software and services business: NetSimplicity and iEmployee. Asure’s NetSimplicity product line provides simple and affordable solutions to common office administration problems. NetSimplicity’s flagship product, Meeting Room Manager (“MRM”), automates the entire facility scheduling process: reserving rooms, requesting equipment, ordering food, sending invitations, reporting on the meeting environment and more. Asure’s iEmployee product line helps simplify the HR process and improves employee productivity by managing and communicating human resources, employee benefits and payroll information. iEmployee’s web-based solutions include Time & Attendance, Timesheets, Human Resource Benefits, Expenses and others.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Report represent forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results of operations, levels of activity, economic performance, financial condition or achievements to be materially different from future results of operations, levels of activity, economic performance, financial condition or achievements as expressed or implied by such forward-looking statements.

Asure has attempted to identify these forward-looking statements with the words “believes,” “estimates,” “plans,” “expects,” “anticipates,” “may,” “could” and other similar expressions. Although these forward-looking statements reflect management’s current plans and expectations, which are believed to be reasonable as of the filing date of this report, they inherently are subject to certain risks and uncertainties. Additionally, Asure is under no obligation to update any of the forward-looking statements after the date of this Form 10-Q to conform such statements to actual results.

RESULTS OF OPERATIONS

The following table sets forth the percentage of total revenues represented by certain items in Asure’s Consolidated Statements of Operations for the fiscal periods indicated:

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2011	2010	2011	2010
Revenues	100 %	100 %	100 %	100 %
Gross margin	82.0	80.9	81.7	77.6
Selling, general and administrative	58.1	54.9	58.8	56.7
Research and development	16.1	13.9	16.4	13.9
Amortization of intangible assets	6.2	5.7	6.2	5.9
Asset impairment	0.0	0.0	0.0	0.0
Loss on lease amendment	0.0	45.8	0.0	23.7
Total operating expenses	80.4	120.3	81.3	100.1
Other (loss) income, net	(0.1)	1.3	(0.6)	(0.6)
Net income (loss)	1.1	(38.7)	(0.7)	(23.7)

THREE AND SIX MONTHS JUNE 30, 2011 AND 2010

Revenues

Consolidated revenues represent the combined revenues of the Company and its subsidiaries, including sales of the Company's scheduling software, human resource and time and attendance software, complementary hardware devices to enhance its software products, software maintenance and support services, installation and training services and other professional services.

Revenues for the three months ended June 30, 2011 were \$2,434 thousand, a decrease of \$191 thousand, or 7%, from the \$2,625 thousand reported for the three months ended June 30, 2010. This decrease was primarily due to a \$113 thousand increase in MRM SaaS revenues, which was offset by a \$308 thousand decrease in MRM perpetual license revenue and a \$93 decrease in iEmployee SaaS revenues, which was primarily due to the conversion of Ceridian customers. and a.

Revenues for the six months ended June 30, 2011 were \$4,791 thousand, a decrease of \$294 thousand, or 6%, from the \$5,085 thousand reported for the six months ended June 30, 2010. This decrease was primarily due to a \$197 thousand increase in MRM SaaS revenues which was offset by a \$333 thousand decrease in MRM perpetual license revenue and a \$177 decrease in iEmployee SaaS revenues which was primarily due to the conversion of Ceridian customers.

Asure will continue to target small and medium businesses and divisions of enterprises. In addition to continuing to develop its workforce management solutions and release new software updates and enhancements, the Company is actively exploring other opportunities to acquire additional products or technologies to complement its current software and services. For example, in 2010, Asure acquired an additional product from its Australian distribution partner. This product, NetSimplicity's Social View, is available as a complementary product to both Meeting Room Manager On Demand and the perpetual in-house software solution. Social View is a public calendar module that allows read-only access to event and/or room information to the web without user login. Asure also is implementing marketing initiatives, including tailoring its solutions to provide increased value and a simplified purchasing model to targeted customers. As the overall workforce management solutions market continues to experience significant growth related to software as a service ("SaaS") products, Asure will continue to focus on sales of its MRM and iEmployee SaaS products. Management believes that an economic recovery will facilitate additional revenue growth.

Gross Margin

Gross margins for the three months ended June 30, 2011 were \$1,997 thousand, a decrease of \$126 thousand, or 6%, from the \$2,123 thousand reported for the three months ended June 30, 2010. Gross margins as a percentage of revenues were 82% and 81% for the three months ended June 30, 2011 and 2010, respectively. The decrease in gross margins of \$126 thousand is primarily due to decrease in revenue for the period.

Gross margins for the six months ended June 30, 2011 were \$3,914 million, a decrease of \$31 thousand, or 1%, from the \$3,945 thousand reported for the six months ended June 30, 2010. Gross margins as a percentage of revenues were 82% and 78% for the six months ended June 30, 2011 and 2010, respectively. The decrease in gross margins of \$31 thousand is primarily due to the reduction in revenues which is offset by an increase in gross margin percentage due to a decrease in lower margin hardware sales and reductions in third party cost of goods sold expenses.

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses for the three months ended June 30, 2011 were \$1,413 thousand, a decrease of \$29 thousand or 2%, from the \$1,442 thousand reported for the three months ended June 30, 2010. SG&A expenses as a percentage of revenues were 58% and 55% for the three months ended June 30, 2011 and 2010, respectively. The \$29 thousand decrease was due to reduction in compensation and general cost savings in all facets of operations.

Selling, general and administrative ("SG&A") expenses for the six months ended June 30, 2011 were \$2,815 thousand, a decrease of \$68 thousand or 2%, from the \$2,883 thousand reported for the six months ended June 30, 2010. SG&A expenses as a percentage of revenues were 59% and 57% for the six months ended June 30, 2011 and 2010, respectively. The \$68 thousand decrease was primarily driven by business turnaround efforts and other cost reductions.

Throughout its operations, Asure continues to evaluate any unnecessary SG&A expenses and plans to further reduce expenses as appropriate.

Research and Development

Research and development (“R&D”) expenses for the three months ended June 30, 2011 were \$393 , an increase of \$29 thousand, or 8%, from the \$364 thousand reported for the three months ended June 30, 2010. Research and development expenses as a percentage of revenues were 16% and 14% for the three months ended June 30, 2011 and 2010, respectively. The \$29 thousand increase in Research and development was due to consulting expenses towards development efforts for future releases and enhancements.

Research and development (“R&D”) expenses for the six months ended June 30, 2011 were \$784 thousand, an increase of \$78 thousand, or 11%, from the \$706 thousand reported for the six months ended June 30, 2010. Research and development expenses as a percentage of revenues were 16% and 14% for the six months ended June 30, 2011 and 2010, respectively. The \$78 thousand increase in research and development expenses was primarily due to consulting expenses towards development efforts for future releases and enhancements.

Asure continues to enhance its workforce management solutions – particularly its Time & Attendance software from the iEmployee product line and its Meeting Room Manager (“MRM”) software from its NetSimplicity product line. Recent enhancements to the Time & Attendance include an additional application programming interface (“API”) delivered via webservices for time collection, which expands the software’s interoperability with various time clocks in addition to Asure’s Easy Touch Time Clock. Additionally, the Company implemented a new line of clocks that contains several forms of data collection including magnetic stripe, barcode, proximity and biometric readers. The expanded interoperability and new line of clocks expanded Time & Attendance’s capabilities to meet various customers’ requirements by increasing the customers’ choices when selecting hardware devices. Asure also added functionality to its Time & Attendance software by developing an automated calculation of the time off accruals and a new flexible pay schedule that allows customers to specify start and end dates and times for multiple different pay periods.

Additionally, Asure continues to develop Meeting Room Manager and released client driven enhancements in 2010 that enhanced the Microsoft Outlook Plug-in, Web and Interactive LCD interfaces, allowed assigned delegates the ability to schedule meetings on behalf of others, and provided more sophisticated conflict resolution options for scheduling recurring meetings via Microsoft Outlook.

Asure’s development efforts for future releases and enhancements are driven by feedback received from its existing and potential customers and by gauging marketing trends. Management believes it has the appropriate development team to design and further improve its workforce management solutions.

Amortization of Intangible Assets in Operating Expenses

Amortization expense for the three months ended June 30, 2011 and 2010 was \$150 thousand and \$150 thousand, respectively. Amortization expense for the six months ended June 30, 2011 and 2010 was \$298 thousand and \$299 thousand, respectively. Upon acquiring the iEmployee business in October 2007, Asure recorded several intangible assets, which are being amortized over their estimated useful lives. The amortization expenses during the three and six months ended June 30, 2011 and 2010 relate entirely to these acquired intangible assets.

Net Income/Loss

Asure generated net income of \$27 thousand, or \$0.01 per share (basic and diluted), during the three months ended June 30, 2011, compared to a net loss of \$1,015 thousand or \$0.33 per share reported for the three months ended June 30, 2010. Net income as a percentage of total revenues was 1% and net loss as a percentage of total revenues was 39% for the three months ended June 30, 2011 and 2010, respectively.

Asure generated a net loss of \$33 thousand, or \$0.01 per share (basic and diluted), during the six months ended June 30, 2011, compared to a net loss of \$1,203 thousand or \$0.39 per share reported for the six months ended June 30, 2010. Net loss as a percentage of total revenues were 1% and 24% for the six months ended June 30, 2011 and 2010, respectively.

Asure will continue to implement its corporate strategy for growing its software and services business by modestly investing in areas that directly generate revenue and positive cash flows for the Company. However, uncertainties and challenges remain, especially during this macroeconomic environment downturn, and there can be no assurance that the Company can successfully grow its revenues or achieve profitability during the remainder of fiscal year 2011.

LIQUIDITY AND CAPITAL RESOURCES

	FOR THE SIX MONTHS ENDED	
	JUNE 30,	
	2011	2010
	(in thousands)	
Working capital	\$ 124	\$ (847)
Cash, cash equivalents and short-term investments	2,026	705
Cash provided by/(used in) operating activities	1,016	(1,321)
Cash (used in) investing activities	(45)	(123)
Cash (used in) financing activities	(24)	(134)

Working capital was \$124 thousand on June 30, 2011, an increase of \$971 thousand from \$(847) thousand on June 30, 2010. The increase was primarily due to increase in cash of \$1,321 thousand offset by increase in current liabilities \$314 thousand. The company believes that it can continue to generate positive cash flow as demonstrated by the current quarter and thus continue to increase its available working capital.

Cash provided by operating activities was \$1,016 thousand for the six months ended June 30, 2011 compared to cash used in operating activities of \$1,321 thousand for the six months ended June 30, 2010. The increase of cash generated by operations of \$2,337 was due primarily to a decrease of \$1,170 in net loss, a decrease of lease liabilities of \$758 thousand and an increase in the change in deferred revenue of \$289.

Cash used by investing activities was \$45 thousand for the six months ended June 30, 2011 due to net purchases of property and equipment. Cash used by investing activities was \$123 thousand for the six months ended June 30, 2010 due to net purchases of property and equipment. Asure's current operations are not capital intensive and management does not anticipate any significant capital expenditures during the remainder of calendar year 2011.

The Company leases office space and equipment under non-cancelable operating leases that expire at various dates through 2013. Certain leases obligate Asure to pay property taxes, maintenance and insurance and include escalation clauses. The total amount of base rentals over the term of the Company's leases is charged to expense on a straight-line basis, with the amount of the rental expense in excess of the lease payments recorded as a deferred rent liability. Approximately \$420 thousand or 69% of the Company's total operating lease obligations relate to its corporate office facility at Wild Basin in Austin, Texas.

Management continues to evaluate and reduce any unnecessary expenditure, while continuing to closely monitor all of its cash sources and uses as it manages its operations through the current recession.

Cash used in financing activities was \$24 thousand for the six months ended June 30, 2011 related to payments on capital leases. Cash used in financing activities was \$134 thousand for the six months ended June 30, 2010 was related to the repurchase of treasury stock for \$110 thousand and payments on capital leases of \$24 thousand. Management believes it currently has sufficient cash and short-term investments on hand to fund its operations during the next twelve months and beyond without needing to obtain long-term financing. Therefore, the Company does not anticipate that it will be affected by any credit shortage in the current economic business environment.

Pursuant to Asure's stock repurchase plan, the Company is allowed to repurchase up to 300,000 shares (adjusted for the 10 to 1 reverse stock split) of the Company's common stock. In total, Asure has repurchased 256,107 shares for approximately \$5.0 million over the life of the plan. Management will periodically assess repurchasing additional shares, depending on the Company's cash position, market conditions and other factors.

As of June 30, 2011, Asure's principal source of liquidity consisted of \$2,026 thousand of current cash and cash equivalents as well as future cash generated from operations. The company was able to increase its cash by \$651 thousand from the prior quarter due to improved operating results. The Company is continuing to reduce expenses and thus may utilize its cash balances in the short-term to reduce long-term costs. The Company expects that it will be able to generate positive cash flows from operating activities for the remainder of 2011.

Management is focused on growing its existing software operations and looking to make strategic acquisitions in the near future. In the short-term, any acquisitions will be funded with equity, cash on the balance sheet, cash from operations, and cash or debt raised from outside sources.

There is no assurance that the Company will be able to grow its cash balances or limit its cash consumption and thus maintain sufficient cash balances, and it is possible that the Company's future business demands may lead to cash utilization at levels greater than recently experienced. Management believes that the Company has sufficient capital and liquidity to fund and cultivate the growth of its current and future operations for the next 12 months and thereafter. However, due to uncertainties related to the timing and costs of these efforts, Asure may need to raise additional capital in the future. Yet, there is no assurance that the Company will be able to raise additional capital if and when it is needed.

CRITICAL ACCOUNTING POLICIES

There were no material changes to our critical accounting policies and estimates since December 31, 2010. For additional information on critical accounting policies, refer to "Management's Discussion and Analysis" in our 2010 Annual Report on Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is a smaller reporting company as defined by Rule 12b-2 under the Exchange Act and is not required to provide the information required under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Control and Procedures

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of as of June 30, 2011 to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Change in Internal Controls over Financial Reporting

During the period ended June 30, 2011, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION**ITEM 1A. RISK FACTORS**

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

ITEM 6. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from Asure Software, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, formatted in XBRL (Extensible Business Reporting Language): (1) the Condensed Consolidated Balance Sheets, (2) the Condensed Consolidated Statements of Operations, (3) the Condensed Consolidated Statements of Cash Flows, and (4) Notes to Consolidated Financial Statements, tagged as blocks of text.

* Filed herewith

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 thereunto duly authorized.

ASURE SOFTWARE, INC.

August 11, 2011

By: /s/ PATRICK GOEPEL
Patrick Goepel
Chief Executive Officer

August 11, 2011

By: /s/ DAVID SCOGLIO
David Scoglio
Chief Financial Officer

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* Filed herewith

**CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Patrick Goepel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Asure Software, Inc. (the "Company");

2. Based on my knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within these entities, particularly during the period in which the report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and

(d) Disclosed in the report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the quarter ended June 30, 2011) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and to the Audit Committee of the Board of Directors:

(a) All significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August, 11 2011

By: /s/ PATRICK GOEPEL
Patrick Goepel
Chief Executive Officer

**CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Scoglio, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Asure Software, Inc. (the "Company");

2. Based on my knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within these entities, particularly during the period in which the report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and

(d) Disclosed in the report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the quarter ended June 30, 2011) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and to the Audit Committee of the Board of Directors:

(a) All significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date August 11, 2011

By: /s/ DAVID SCOGLIO

David Scoglio
Chief Financial Officer

**CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, the undersigned, Patrick Goepel, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The quarterly report on Form 10-Q of Asure Software, Inc. for the period ended June 30, 2011 (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date August 11, 2011

By: /s/ PATRICK GOEPEL

Patrick Goepel
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Asure Software, Inc. and will be retained by Asure Software, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

**CERTIFICATION OF PERIODIC REPORT
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, the undersigned, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The quarterly report on Form 10-Q of Asure Software, Inc. for the period ended June 30, 2011 (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date August 11, 2011

By: /s/ DAVID SCOGLIO

David Scoglio
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Asure Software, Inc. and will be retained by Asure Software, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.