

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Goldstein Eyal</u><br><br>(Last) (First) (Middle)<br>C/O ASURE SOFTWARE, INC.<br>405 COLORADO STREET, SUITE 1800<br><br>(Street)<br>AUSTIN TX 78701<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ASURE SOFTWARE INC [ ASUR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Revenue Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/03/2023                    |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>03/07/2023            |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|--|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |  |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 03/03/2023                           |  | M                              |   | 624   | A          | \$6.44   | 82,241  | D  |  |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 03/03/2023                           |  | S                              |   | 624   | D          | \$14.558 | 81,617  | D  |  |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 03/06/2023                           |  | M                              |   | 16,680  | A          | \$6.44   | 98,297  | D  |  |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 03/06/2023                           |  | S                              |   | 16,680  | D          | \$14.398 | 81,617  | D  |  |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 03/07/2023                           |  | M                              |   | 12,696  | A          | \$6.44   | 94,313  | D  |  |
| Asure Software, Inc. Common Stock (\$0.01 par value) | 03/07/2023                           |  | S                              |   | 12,696  | D          | \$13.97  | 81,617  | D  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)                   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Option to Buy)               | \$6.44   | 03/03/2023                           |  | M                              |   |  | 624 <sup>(1)</sup>    | 09/02/2022   | 09/02/2024      | Asure Software, Inc. Common Stock (\$0.01 par value)                              | 624  | \$6.44   | 59,376  | D  |       |
| Stock Option (Option to Buy)               | \$6.44   | 03/06/2023                           |  | M                              |   |  | 16,680 <sup>(1)</sup> | 09/02/2022   | 09/02/2024      | Asure Software, Inc. Common Stock (\$0.01 par value)                              | 16,680                                     | \$6.44   | 42,696  | D  |       |
| Stock Option (Option to Buy)               | \$6.44   | 03/07/2023                           |  | M                              |   |  | 12,696 <sup>(1)</sup> | 09/02/2022   | 09/02/2024      | Asure Software, Inc. Common Stock (\$0.01 par value)                              | 12,696                                     | \$6.44   | 30,000  | D  |       |

**Explanation of Responses:**

1. This amendment is being filed to correct inadvertent errors in reporting the exercise and sale of certain stock options by the reporting person.

**Remarks:**

/s/ Eyal Goldstein

03/21/2023

\*\* Signature of Reporting Person

Date

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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