

ASURE SOFTWARE INC
 Form 4
 May 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Goepel Patrick

(Last) (First) (Middle)
 16 ABBOTTSWOOD
 (Street)

SUDBURY, MA 01776

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ASURE SOFTWARE INC [ASUR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/22/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Asure Software, Inc. Common Stock (\$0.01 par value)	05/22/2015		P		2,180	A	\$ 5.95
Asure Software, Inc. Common Stock	05/22/2015		P		3,000	A	\$ 6.09
							304,360
							307,360

(\$0.01 par value)

Asure Software, Inc.

Common Stock (\$0.01 par value) 05/26/2015 P 16,472 A \$ 6.09 323,832 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 2.33					(1) (2)	Common Stock (\$0.01 par value)	225,000
Employee Stock Option (Right to Buy)	\$ 5.76					(3) 03/31/2020	Common Stock (\$0.01 par value)	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chief Executive Officer	

Goepel Patrick
16 ABBOTTSWOOD
SUDBURY, MA 01776

Signatures

/s/ Patrick
Goepel

05/27/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) For 52,500 options: Such options shall vest over a 4 year period following issuance such that 25% of the shares shall vest on 9/15/2010 and an additional 6.25% shall vest each three (3) months thereafter. For 172,500 options: Such options will vest as follows: 1/14th (or 12,321 shares) of the total shares will vest each calendar quarter beginning September 30, 2011 through September 30, 2014, and the remaining 12,327 shares will vest on December 31, 2014.

(2) For 52,500 Options: 9/21/2019 For 172,500 Options: 12/31/2019

(3) For 30,000 options: Such options shall vest over a 3 year period following issuance such that 1/3 of the shares shall vest on 3/31/2016 and an additional 8.33% shall vest each three (3) months thereafter. For 30,000 options: Such options will vest at 12/31/15 based on achievement of performance criteria as approved by the board of directors.

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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