

ASURE SOFTWARE INC
Form 10-Q
May 17, 2010

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 March 31, 2010

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.)

108 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

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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 May 14, 2010, the registrant had outstanding 3,084,522 shares of its Common Stock, \$0.01 par value.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

| | March 31, 2010 | December 31, 2009 |
|---|-------------------|----------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and equivalents | \$1,991 | \$ 2,263 |
| Accounts receivable, net of allowance for doubtful accounts of \$58 and \$34 at March 31, 2010 and December 31, 2009, respectively | 1,082 | 1,526 |
| Inventory | 24 | 49 |
| Prepaid expenses and other current assets | 213 | 213 |
| Total Current Assets | 3,310 | 4,051 |
| Property and equipment, net | 590 | 581 |
| Intangible assets, net | 3,429 | 3,623 |
| Total Assets | \$7,329 | \$ 8,255 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities: | | |
| Accounts payable | \$795 | \$ 1,039 |
| Accrued compensation and benefits | 47 | 79 |
| Lease impairment and advance | 322 | 562 |
| Other accrued liabilities | 452 | 411 |
| Deferred revenue | 1,587 | 1,744 |
| Total Current Liabilities | 3,203 | 3,835 |
| Long-term deferred revenue | 125 | 134 |
| Long-term lease impairment and advance | 174 | 196 |
| Other long-term obligations | 189 | 212 |
| Total Liabilities | 3,691 | 4,377 |
| 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 3,128 shares outstanding at March 31, 2010 and December 31, 2009, respectively | 334 | 334 |
| Treasury stock at cost, 256 and 213 shares at March 31, 2010 and December 31, 2009, respectively | (5,017) | (4,907) |
| Additional paid-in capital | 270,940 | 270,925 |
| Accumulated deficit | (262,592) | (262,404) |
| Accumulated other comprehensive loss | (27) | (70) |
| Total Stockholders' Equity | 3,638 | 3,878 |

| | | |
|--|---------|----------|
| Total Liabilities and Stockholders' Equity | \$7,329 | \$ 8,255 |
|--|---------|----------|

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

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

| | FOR THE THREE MONTHS ENDED MARCH 31, | |
|---|--|------------|
| | 2010 | 2009 |
| Revenues | \$ 2,460 | \$ 2,510 |
| Cost of Sales | (638) | (493) |
| Gross Margin | 1,822 | 2,017 |
| Operating Expenses: | | |
| Selling, general and administrative | 1,441 | 2,758 |
| Research and development | 342 | 523 |
| Amortization of intangible assets | 149 | 149 |
| Total Operating Expenses | 1,932 | 3,430 |
| Loss From Operations | (110) | (1,413) |
| Other Income (Expenses): | | |
| Interest income | 1 | 24 |
| Gain(loss) on sale of assets | - | 30 |
| Foreign currency translation (loss) gain | (43) | 17 |
| Interest expense and other | (21) | (16) |
| Total Other Income (Expense) | (63) | 55 |
| Loss From Operations, Before Tax | (173) | (1,358) |
| Provision for income taxes | (15) | (21) |
| Net Loss | \$ (188) | \$ (1,379) |
| Basic and diluted net loss per share | \$ (0.06) | \$ (0.44) |
| Shares used in computing basic and diluted net loss per share | 3,095 | 3,111 |

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

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

| | FOR THE THREE MONTHS ENDED MARCH 31, | |
|---|---|-------------|
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (188) | \$ (1,379) |
| Adjustments to reconcile net loss to net cash used in operations: | | |
| Depreciation and amortization | 265 | 310 |
| Amortization of leasehold advance and lease impairment | (262) | (75) |
| Provision for doubtful accounts | 24 | (12) |
| Share-based compensation | 15 | 14 |
| Loss on sale/disposal of assets | — | 72 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 420 | 400 |
| Inventory | 25 | 60 |
| Prepaid expenses and other current assets | - | (67) |
| Accounts payable | (244) | (162) |
| Accrued expenses and other long-term obligations | 0 | (14) |
| Deferred revenue | (166) | (170) |
| Net cash used in operating activities | (111) | (1,023) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Net sales (purchases) of short-term investments | — | 65 |
| Net purchases of property and equipment | (77) | (65) |
| Net cash provided by (used in) investing activities | (77) | — |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Payments on capital leases | (13) | — |
| Purchase of treasury stock | (110) | — |
| Net cash used in financing activities | (123) | — |
| Effect of translation exchange rates | 39 | (43) |
| Net decrease in cash and equivalents | (272) | (1066) |
| Cash and equivalents at beginning of period | 2,263 | 9,235 |
| Cash and equivalents at end of period | \$ 1,991 | \$ 8,169 |

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

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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 March 31, 2010 and December 31, 2009, the results of operations for the three months ended March 31, 2010 and 2009, and the cash flows for the three months ended March 31, 2010 and March 31, 2009. 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 July 31, 2009. The results for the interim periods are not necessarily indicative of results for a full fiscal year.

On November 24, 2009, the Board of Directors of the Company approved a change in the Company's fiscal year end from July 31 to December 31 of each year. This change to the calendar year reporting cycle began January 1, 2010. As a result of the change, the Company had a five month transition period from August 1, 2009 to December 31, 2009. The audited results for the five month period ended December 31, 2009 will be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

In addition, the results for the three month period ended March 31, 2010 are compared with the results of the three month period ended March 31, 2009, which has been recast due to the change in the Company's fiscal year end from July 31 to December 31.

Effective on December 28, 2009, we implemented a reverse stock split approved by Asure’s stockholders at the December 17, 2009 Annual Meeting. Pursuant to the reverse stock split, every ten shares of issued and outstanding common stock of Asure, \$.01 par value per share were automatically converted to one issued and outstanding share of common stock without any change in the par value of such shares. Historical share data presented in these consolidated financial statements and notes thereto have been restated to reflect this reverse stock split.

As of March 31, 2010, Asure’s principal source of liquidity consisted of \$2.0 million of current cash and cash equivalents as well as future cash generated from operations. Management is focused on growing its existing software operations and continuing to reduce expenses and thus plans to utilize its cash balances to expand its operations by making additional prudent investments as necessary. The Company believes that it has sufficient cash for its short and long term needs, including the \$1.5 million payment it is required to make in the second fiscal quarter as part of its lease amendment as described in Note 9. The lease amendment will save the Company approximately \$120 thousand in monthly cash payments beginning in April 2010.

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.

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

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, Intangibles-Goodwill and Other (FASB ASC 350), Asure reviews and evaluates its long-lived assets, including intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. Based on Asure's impairment test, no impairment was identified for the Company's intangible assets for the year ended July 31, 2009 and there have been no circumstances during the eight months ended March 31, 2010 that require additional evaluation.

The gross carrying amount and accumulated amortization of the Company's intangible assets as of March 31, 2010 and December 31, 2009 are as follows:

| Intangible Asset | Amortization Period (in Years) | Gross | March 31, 2010 | |
|----------------------------|-----------------------------------|----------|-----------------------------|----------|
| | | | Accumulated Amortization | Net |
| Developed Technology | 5 | \$ 915 | \$ (455) | \$ 460 |
| Customer Relationships | 8 | 2,470 | (768) | 1,702 |
| Ceridian Contract | 8 | 1,545 | (480) | 1,065 |
| Trade Names | 5 | 288 | (143) | 145 |
| Covenant not-to-compete | 4 | 150 | (93) | 57 |
| | | \$ 5,368 | \$ (1,939) | \$ 3,429 |

| Intangible Asset | Amortization Period (in Years) | Gross | December 31, 2009 | |
|----------------------------|-----------------------------------|--------|-----------------------------|--------|
| | | | Accumulated Amortization | Net |
| Developed Technology | 5 | \$ 915 | \$ (409) | \$ 506 |
| Customer Relationships | 8 | 2,470 | (691) | 1,779 |
| Ceridian Contract | 8 | 1,545 | (432) | 1,113 |
| Trade Names | 5 | 288 | (129) | 159 |
| Covenant not-to-compete | 4 | 150 | (84) | 66 |

\$ 5,368 \$ (1,745)) \$ 3,623

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

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 March 31, 2010 and 2009 was \$194. The following table summarizes the estimated amortization expense relating to the Company's intangible assets for the next five fiscal years and thereafter as of March 31, 2010:

| Fiscal Years | |
|--------------|----------|
| 2010 | \$ 780 |
| 2011 | 762 |
| 2012 | 625 |
| 2013 | 502 |
| 2014 | 502 |
| Thereafter | 258 |
| | \$ 3,429 |

NOTE 3 – FAIR VALUE MEASUREMENTS

Effective August 1, 2008, Asure adopted ASC 820, Fair Value Measurements and Disclosures (FASB ASC 820). FASB 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.

FASB ASC 820 establishes a three-tier fair value hierarchy, which are based on the reliability of the inputs used in measuring fair values. These tiers include:

Level prices in active markets for identical assets or liabilities;

1:

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 March 31, 2010:

| Description | Fair Value Measure at March 31, 2010 | | | |
|---------------------|--|--|---|--|
| | Total Carrying Value at March 31, 2010 | Quoted Prices in Active Market (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Cash Equivalents | \$ 1,991 | \$ 1,991 | \$ — | \$ — |

| | | | | |
|-------|----------|----------|------|------|
| Total | \$ 1,991 | \$ 1,991 | \$ — | \$ — |
|-------|----------|----------|------|------|

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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), foreign currency translation adjustments and unrealized gains and losses on short-term investments held as available-for-sale securities. The following table presents the Company's comprehensive income (loss) and its components for the three months ended March 31, 2010 and 2009:

| | For the Three Months Ended March 31, | |
|---|---|------------|
| | 2010 | 2009 |
| Net Loss | \$ (188) | \$ (1,379) |
| Foreign currency gain (loss) | 43 | (32) |
| Unrealized gain (loss) on short-term investments | - | (10) |
| Comprehensive Loss | \$ (145) | \$ (1,421) |

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 months ended March 31, 2010 and 2009. 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 March 31, 2010 and 2009 was \$15 and \$14, respectively. 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 months ended March 31, 2010 and 2009, respectively.

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

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. A total of 200 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 185 thousand options have been granted and are outstanding pursuant to the plan.

NOTE 7 – CONTINGENCIES

Asure was the defendant or plaintiff in various actions that arose in the normal course of business. With the exception of the proceedings described below, none of the pending legal proceedings to which the Company is a party are material to the Company.

Litigation with Jenkens & Gilchrist, P.C.

On July 16, 2007, Jenkens & Gilchrist, P.C. ("Jenkins"), Asure's former legal counsel, filed a complaint against Asure and Compressions Labs, Inc., in the District Court of Dallas County, Texas. In its complaint, Jenkins alleged a breach of contract and sought a declaratory judgment. Asure disputed Jenkins' claims and also sought relief through the court system.

After Asure terminated Jenkins, the Company entered into a Resolution Agreement with Jenkins in December 2004. Under the Resolution Agreement, the Company believed Jenkins was entitled to \$1,400 for all fees and expenses related to certain settlements received from licensing the Company's intellectual property. Jenkins interpreted the Resolution Agreement on broader terms and initially believed it was entitled to \$2,800. As of July 31, 2007, Asure accrued \$2,100 for Jenkins' contingency fees related to these settlements. The Company recorded the contingency fees as part of cost of sales on its Consolidated Statement of Operations for the year ended July 31, 2007 in order to properly match the expenses to the related licensing revenues. The \$2,100 accrual remained as part of Asure's current liabilities through its prior fiscal year ending July 31, 2009.

On July 20, 2009, the trial with Jenkins commenced. As the result of the jury verdict in July 2009 to award Jenkins approximately \$4,600 in damages, attorney's fees and interest, Asure entered into a settlement agreement with Jenkins, effective August 20, 2009. Under the settlement agreement, Asure agreed to pay Jenkins \$4,300 and the parties agreed to release all claims against each other. Based on the settlement amount, the Company accrued an additional \$2,200 in July 2009 for a total amount accrued of \$4,300 as of July 31, 2009. Since the Company was no longer licensing its intellectual property and had no related licensing revenues in fiscal year 2009, this additional \$2,200 expense was recorded as part of operating expenses on the Consolidated Statement of Operations for the year ended July 31, 2009. Asure paid Jenkins \$4,300 on August 25, 2009 and the Company considers this litigation to be concluded.

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.

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

The following tables provide the components of the basic and diluted EPS computations for the three month periods ended March 31, 2010 and 2009:

| Basic EPS Computation | For the Three Months Ended March 31, | |
|--|---|------------|
| | 2010 | 2009 |
| Net Loss | \$ (188) | \$ (1,379) |
| Weighted average shares outstanding | 3,095 | 3,111 |
| Basic Loss per share | \$ (0.06) | \$ (0.44) |

| Diluted EPS Computation | For the Three Months Ended March 31, | |
|--|---|------------|
| | 2010 | 2009 |
| Net Loss | \$ (188) | \$ (1,379) |
| Weighted average shares outstanding | 3,095 | 3,111 |
| Common share equivalents: | | |
| Stock options | - | - |
| Diluted Loss per share | \$ (0.06) | \$ (0.44) |

Stock options to acquire 209 thousand and 114 thousand shares for the three month period ended March 31, 2010 and 2009, respectively, were excluded in the computations of diluted EPS because the effect of including the stock options would have been anti-dilutive.

NOTE 9 – SUBSEQUENT EVENTS

On April 28, 2010 the Company entered into an Amendment to its current building lease with WB One & Two, LTD. Pursuant to the terms of the amended Lease, the Landlord has agreed to reduce the square footage leased by the Company from 137 thousand square feet to 12 thousand square feet in year one and 9 thousand square feet in years two and three. In addition, the current monthly rent of \$299 thousand will be reduced to \$20 thousand. In exchange for the rent and square footage reduction, the Company has agreed to a one time payment of \$1.5 million and to forgo approximately \$162 thousand of monthly sub-tenant income it receives from the excess space under the current lease. Additionally, the Company will forfeit its rights to any potential future net profits interest in the lease. The Company expects to take a one-time charge related to the lease modification of approximately \$1.2 million in its second quarter.

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 will be given the choice of: (i) contracting directly with the Company to continue using our goods and services, or (ii) using Ceridian’s offerings that may not include the Company’s products and services. The Company believes that many joint customers and users will decide to contract directly with the Company which will benefit the Company by: (a) permitting us to have a direct relationship with these end users and customers enabling us to have better control over our customer base and (b) improving our margins.. However, if the Company fails to contract directly with a sufficient number of joint customers, it may see a decline in revenues and a corresponding reduction in net income. Furthermore, failure to retain sufficient revenue from the joint customers may result in an impairment of the intangible asset related to those customers. The Company will evaluate the need for any impairment of the intangible asset in its second fiscal quarter based on the success of retaining the joint customers and the related cash flows.

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

The following review of Asure's financial position as of March 31, 2010 and December 31, 2009 and for the three months ended March 31, 2010 and 2009 should be read in conjunction with the Company's 2009 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.

In September 2007, the Company (formerly known as Forgent Networks, Inc.) announced its name change to "Asure Software" to reflect the Company's focus on its software business for its future growth. The Company's stockholders approved the name change at the December 17, 2009 Annual Meeting. As a software and services provider, in October 2007, Asure purchased iSarla Inc., a Delaware corporation and application service provider that offers on-demand software solutions. As a result of the iEmployee acquisition, 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.

On December 17, 2009, the Company's stockholders approved a proposal to effect a 10-for-1 reverse stock split. The reverse stock split was effective December 28, 2009 and as a result the Company's stock began and has continued to trade above \$1.00. On January 20, 2010, the Company received a letter from Nasdaq stating that it had regained compliance with the minimum \$1.00 bid price requirement.

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 for the fiscal periods indicated the percentage of total revenues represented by certain items in Asure's Consolidated Statements of Operations:

| | FOR THE THREE MONTHS ENDED MARCH 31, | | | |
|--|--|---|-------|---|
| | 2010 | | 2009 | |
| Revenues | 100 | % | 100 | % |
| Gross margin | 74.1 | | 80.4 | |
| Selling, general and administrative | 58.6 | | 109.9 | |
| Research and development | 13.9 | | 20.8 | |
| Amortization of intangible assets | 6.1 | | 5.9 | |
| Total operating expenses | 78.5 | | 136.7 | |
| Other income (expense), net | (2.6 |) | 2.2 | |
| Net loss | (7.6 |) | (54.9 |) |

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THREE MONTHS ENDED MARCH 31, 2010 AND 2009

Revenues

Revenues for the three months ended March 31, 2010 were \$2.46 million, a decrease of \$0.05 million, or 2.0%, from the \$2.51 million reported for the three months ended March 31, 2009. 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.

The Consolidated revenue for three month ended March 31, 2009 included Visual Asset Manager ("VAM") software which accounted for 4.3% or \$106 thousand of the total revenue for the period. This product line was sold in February 2009 to E-Innovative Services Group ("EISG"), LLC. After adjusting for the 'VAM' sale, which was not in the three month period ending March 2010, the comparable revenues increased by 2% or \$56 thousand, primarily due to increase in hardware, SaaS and Maintenance and Support revenue by \$205 thousand. This increase was offset by decrease in Software license and Deployment revenues by \$150 thousand.

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. 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 On Demand and iEmployee SaaS products. Management believes that an economic recovery will facilitate additional revenue growth.

Gross Margin

Gross margins for the three months ended March 31, 2010 were \$1.8 million, a decrease of \$0.2 million, or 9.7%, from the \$2.0 million reported for the three months ended December 31, 2009. . Gross margins as a percentage of revenues were 74.1% and 80.4% for the three months ended March 31, 2010 and 2009, respectively. This decrease in gross margin percentage was primarily due to the increase in hardware revenue which generates lower gross margins than software.

Asure's cost of sales relates primarily to compensation expenses, hardware expenses and the amortization of the Company's purchased software costs. These expenses represented approximately 63.0% (excluding VAM COGS) and 64.4% of the total cost of sales for the three months ended March 31, 2010 and 2009, respectively. The short term variability in cost of goods sold as a percentage of revenue is primarily attributable to product mix.

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses for the three months ended March 31, 2010 were \$1.4 million, a decrease of \$1.3 million or 47.8%, from the \$2.8 million reported for the three months ended March 31, 2009. SG&A expenses as a percentage of revenues were 58.6% and 109.9% for the three months ended March 31, 2010 and 2009, respectively.

During the three months ended March 31, 2010, SG&A expenses decreased \$1.3 million, due to across the board decreases in all categories, as part of headcount, benefits and general cost reductions. Effective March 1, 2009, Asure

implemented a mandatory 10% pay reduction for its personnel and also terminated headcount in August 2009, which led to decreased compensation expenses by approximately \$0.4 million during the current fiscal quarter as well. Additionally, in efforts to further trim overhead costs, Asure's reduced its marketing budget, decreasing marketing expenses by \$0.2 million and legal, lease, insurance and audit costs by \$0.4 million during the three months ended March 31, 2010.

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

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Research and Development

Research and development (“R&D”) expenses for the three months ended March 31, 2010 were \$0.3 million, a decrease of \$0.2 million, or 34.6%, from the \$0.5 million reported for the three months ended March 31, 2009. Research and development expenses as a percentage of revenues were 13.9% and 20.8% for the three months ended March 31, 2010 and 2009, respectively.

During the three months ended March 31, 2010, R&D expenses decreased \$0.2 million primarily due to decreases in compensation by \$148 thousand, related to the aforementioned pay and headcount reductions.

Asure continues to improve and 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. Time & Attendance enhancements included an additional application programming interface 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.

Asure has continued to develop MRM and 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 R&D efforts related to its NetSimplicity product line culminated in August 2009 when the Company released MRM, Version 8.0. Under this next generation of the Company’s room and resource scheduling solution, customers have the benefit of a bi-directional Outlook Plug-in. Meetings and resources scheduled through Microsoft Outlook are synchronized to the Web client, thus allowing users to create, manage and update information from the Web client, given the appropriate privileges. Customers can now delegate scheduling responsibilities to individuals without requiring access to 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

Amortization expenses for the three months ended March 31, 2010 were \$149 thousand, which is the same amount reported for the three months ended March 31, 2009. Amortization expenses as a percentage of revenues were 6.1% and 5.9% for the three months ended March 31, 2010 and 2009, 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 months ended March 31, 2010 and 2009 relate entirely to these acquired intangible assets.

Net Loss

Asure generated a net loss of \$0.2 million, or \$0.06 per share, during the three months ended March 31, 2010, compared to a net loss of \$1.4 million or \$0.44 per share reported for the three months ended March 31, 2009. Net loss as a percentage of total revenues were 7.6% and 54.9% for the three months ended March 31, 2010 and 2009,

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 2010.

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LIQUIDITY AND CAPITAL RESOURCES

| | FOR THE THREE MONTHS ENDED MARCH 31, | |
|--|--|----------|
| | 2010 | 2009 |
| | (in thousands) | |
| Working capital | \$ 106 | \$ 6,654 |
| Cash, cash equivalents and short-term investments | 1,991 | 10,885 |
| Cash used in operating activities | (111) | (1,023) |
| Cash used in investing activities | (77) | 0 |
| Cash used in financing activities | (123) | 0 |

Cash used in operating activities was \$.1 million for the three months ended March 31, 2010 due primarily to \$.2 million in net loss and a \$.3 million reduction in accounts payable offset by \$.4 million decrease in accounts receivable. Cash used in operating activities was \$1.0 million for the three months ended March 31, 2009 due primarily to \$1.4 million in net loss, which was offset by \$.3 million in total non-cash depreciation and amortization expenses.

Cash used by investing activities was \$.1 million for the three months ended March 31, 2010 due primarily to net purchases of property and equipment. No net Cash was provided or used by the investing activities as \$65 thousand net sale of short-term investments was offset by \$65 thousand of purchases of property and equipment for the three months ending March 31, 2009. Asure's current operations are not capital intensive and management does not anticipate any significant capital expenditures during the remainder of fiscal year 2010.

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 \$10.6 million or 95.8% of the Company's total operating lease obligations relate to its corporate office facility at Wild Basin in Austin, Texas. As of March 31, 2010, Asure had \$3.2 million in future minimum lease payments receivable under non-cancelable sublease arrangements.

Subsequent to the amendment of its corporate office facility lease as described in Note 9, the \$10.6 million future lease obligation will be reduced to \$720 thousand and the \$3.2 million in future minimum lease payments receivable under sublease arrangements will be reduced to \$0.

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 \$.1 million for the three months ended March 31, 2010 related primarily to the repurchase of treasury stock for \$.1 million. No Cash was provided or used in financing activities for the three months ended March 31, 2009. 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.

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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. During the three months ended March 31, 2010 Asure repurchased 43,364 shares of common stock for \$110 thousand. 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 March 31, 2010, Asure's principal source of liquidity consisted of \$2.0 million of current cash and cash equivalents as well as future cash generated from operations. Management is focused on growing its existing software operations and continuing to reduce expenses and thus plans to utilize its cash balances to expand its operations by making additional prudent investments as necessary. The Company believes that it has sufficient cash for its short and long term needs, including the \$1.5 million payment it is required to make in the second fiscal quarter as part of its lease amendment as described in Note 9. The lease amendment will save the Company approximately \$120 thousand in monthly cash payments beginning in April 2010.

There is no assurance that the Company will be able to limit its cash consumption and preserve its 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

The Company's consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and include the accounts of Asure's wholly owned subsidiaries. All significant intercompany transactions and balances have been eliminated in the consolidation. Preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are subjective in nature and involve judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at fiscal year end and the reported amounts of revenues and expenses during the fiscal year. The more significant estimates made by management include the valuation allowance for the gross deferred tax asset, contingency legal reserves, lease impairment, useful lives of fixed assets, the determination of the fair value of its long-lived assets, and the fair value of assets acquired and liabilities assumed during the iEmployee acquisition. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the given circumstances. These estimates could be materially different under different conditions and assumptions. Additionally, the actual amounts could differ from the estimates made. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. Appropriate adjustments, if any, to the estimates used are made prospectively based upon such periodic evaluation.

Management believes the following represent Asure's critical accounting policies:

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable. The Company recognizes software revenue in accordance with FASB ASC 985-605, Revenue Recognition – Multiple Element Arrangements (FASB ASC 985-605). The Company's revenues consists of software license, software subscription and service fees. Revenue from the software element is

earned through the licensing or right to use the Company's software and from the sale of specific software products. Service fee income is earned through the sale of maintenance and technical support, training and installation. Revenue from the sale of hardware devices is recognized upon shipment of the hardware. Asure also sells multiple elements within a single sale.

When the Company sells software licenses in a multiple element arrangement and vendor-specific objective evidence ("VSOE") of fair value is available for the undelivered element, sales revenue is generally recognized on the date the product is shipped, using the residual method, with a portion of revenue recorded as deferred (unearned) due to the applicable undelivered elements. VSOE of fair value for the maintenance, training and installation services are based on the prices charged for the maintenance and services when sold separately. Undelivered elements for our multiple element arrangements with a customer are generally restricted to post contract support, training and install. The amount of revenue allocated to these undelivered elements is based on the VSOE of fair value for those undelivered elements. Deferred revenue due to undelivered elements is recognized ratably on a straight-line basis over the service period (typically one year) or when the service is completed. When VSOE of fair value is not available for the undelivered element of a multiple element arrangement, sales revenue is generally recognized ratably, on a straight-line basis over the service period of the undelivered element. The Company's training and installation services are not essential to the functionality of the Company's products as such services can be provided by a third party or the customers themselves.

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The Company also sells software subscriptions and may at times sell related setup, implementation and professional services in the same arrangement. Setup and implementation services typically occur at start of the software subscription period, while certain professional services may not occur several months later depending on the nature of the services and the customer requirements. Prior to January 1, 2010, the Company recognized the total contract value of software subscriptions and related services ratably as a single unit of accounting over the contract term, beginning when the customer was able to utilize the software. Subsequent to the adoption of the updated FASB ASC 605, the Company accounts each of these elements as separate accounting units. We allocate the value of the arrangement to each unit of accounting based on vendor specific objective evidence of selling price, when it exists, third-party evidence of selling prices for like services or estimated selling price. Software subscription service revenues are recognized pro-rata over the life of the software subscription contract, while the related setup, implementation or professional services revenues are recognized upon completion. The result of the adoption is an immaterial acceleration of setup, implementation and professional service revenues related to software subscription transactions.

The Company does not recognize revenue for agreements with rights of return, refundable fees, cancellation rights or acceptance clauses until such rights of return, refund or cancellation have expired or acceptance has occurred. The Company's arrangements with resellers do not allow for any rights of return.

Deferred revenue includes amounts received from customers in excess of revenue recognized, and is comprised of deferred maintenance, service and other revenue. Deferred revenues are recognized in the Consolidated Statements of Operations when the service is completed and over the terms of the arrangements, primarily ranging from one to three years.

Impairment of Goodwill, Intangible Assets and Long-Lived Assets

Goodwill and other intangible assets with indefinite lives are not required to be amortized under FASB ASC 350, Intangibles-Goodwill and Other (FASB ASC 350) and accordingly, the Company reviews its goodwill for possible impairment on an annual basis, or whenever specific events warrant. Events that may create an impairment review include, but are not limited to: significant and sustained decline in the Company's stock price or market capitalization, significant underperformance of operating units and significant changes in market conditions and trends. Asure uses a two-step process and a discounted cash flow model to evaluate its assets for impairment. If the carrying amount of the goodwill or asset exceeds its implied fair value, an impairment loss is recognized in an amount equal to the excess during that fiscal period. Intangible assets that are not deemed to have indefinite lives are amortized over their useful lives and are tested for impairment in accordance with FASB ASC 350.

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.

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

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports it files under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Such controls include those designed to ensure that information for disclosure is communicated to management, including the Chairman of the Board and the Chief Executive Officer ("CEO"), as appropriate to allow timely decisions regarding required disclosure.

The CEO and CFO, with the participation of management, have evaluated the effectiveness of the Company's disclosure controls and procedures as of March 31, 2010. Based on their evaluation, they have concluded, to the best of their knowledge and belief, that the disclosure controls and procedures are effective. No changes were made in the Company's internal controls over financial reporting during the three months ended March 31, 2010, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. In making this assessment, management used the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Asure was the defendant or plaintiff in various actions that arose in the normal course of business. With the exception of the proceedings described below, none of the pending legal proceedings to which the Company is a party are material to the Company.

Litigation with Jenkens & Gilchrist, P.C.

On July 16, 2007, Jenkens & Gilchrist, P.C. (“Jenkens”), Asure’s former legal counsel, filed a complaint against Asure and Compressions Labs, Inc., in the District Court of Dallas County, Texas. In its complaint, Jenkens alleged a breach of contract and sought a declaratory judgment. Asure disputed Jenkens’ claims and also sought relief through the court system.

After Asure terminated Jenkens, the Company entered into a Resolution Agreement with Jenkens in December 2004. Under the Resolution Agreement, the Company believed Jenkens was entitled to \$1,400 for all fees and expenses related to certain settlements received from licensing the Company’s intellectual property. Jenkens interpreted the Resolution Agreement on broader terms and initially believed it was entitled to \$2,800. As of July 31, 2007, Asure accrued \$2,100 for Jenkens’ contingency fees related to these settlements. The Company recorded the contingency fees as part of cost of sales on its Consolidated Statement of Operations for the year ended July 31, 2007 in order to properly match the expenses to the related licensing revenues. The \$2,100 accrual remained as part of Asure’s current liabilities through fiscal year 2009.

On July 20, 2009, the trial with Jenkens commenced. As the result of the jury verdict in July 2009 to award Jenkens approximately \$4,600 in damages, attorney’s fees and interest, Asure entered into a settlement agreement with Jenkens, effective August 20, 2009. Under the settlement agreement, Asure agreed to pay Jenkens \$4,300 and the parties agreed to release all claims against each other. Based on the settlement amount, the Company accrued an additional \$2,200 as of July 31, 2009. Since the Company was no longer licensing its intellectual property and had no related licensing revenues in fiscal year 2009, this additional \$2,200 expense was recorded as part of operating expenses on the Consolidated Statement of Operations for the year ended July 31, 2009. Asure paid Jenkens \$4,300 on August 25, 2009 and the Company considers this litigation to be concluded.

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 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

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ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
| 31.1* | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 31.2* | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.1* | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.2* | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 33.1* | <u>Fourth Amendment to Lease Agreement with WB One & Two, LTD.</u> |

* Filed herewith

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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.

May 17, 2010

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

May 17, 2010

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

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