

Scoglio David Michael  
Form 4  
August 22, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Scoglio David Michael

(Last) (First) (Middle)  
1904 JADEWOOD DRIVE  
(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/20/2012

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 Financial 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 (\$0.01 par value) | 08/20/2012                           |  | F                              |   | 6,950   | D  | \$ 7.65                           |
|  |                                      |  |                                |   | 5,369   |  |                                   |
|  |                                      |  |                                |   |   | D  | (1)                               |
| Asure Software, Inc (\$0.01 par value) | 08/20/2012                           |  | M                              |   | 15,000  | A  | \$ 1.68                           |
|  |                                      |  |                                |   | 20,369  |  |                                   |
|  |                                      |  |                                |   |   | D  | (1)                               |
| Asure Software, Inc (\$0.01 par value) | 08/20/2012                           |  | M                              |   | 12,000  | A  | \$ 2.33                           |
|  |                                      |  |                                |   | 32,369  |  |                                   |
|  |                                      |  |                                |   |   | D  | (1)                               |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option, (right to buy)      | \$ 1.68  | 08/20/2012                           |  | M                              | 15,000  | 12/30/2011 12/30/2019                                    | Common Stock 15,000   |
| Employee Stock Option, (right to buy)      | \$ 2.33  | 08/20/2012                           |  | M                              | 12,000  | 01/12/2012 01/12/2016                                    | Common Stock 12,000   |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Scoglio David Michael<br>1904 JADEWOOD DRIVE<br>MORRISVILLE, NC 27560 |               |           | Chief Financial Officer |       |

**Signatures**

/s/ David Scoglio  
08/22/2012  
\*\*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) Of these shares, all are owned directly, with the exception of 450 shares owned indirectly through an Individual Retirement Account (IRA) held by spouse.

### Remarks:

The Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of his pecuniary interest.

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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