

ASURE SOFTWARE INC  
Form 4  
July 10, 2017

**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 \*  
Wolfe Charles Bradford

(Last) (First) (Middle)  
12504 ALCONZA DR  
(Street)

AUSTIN, TX 78739

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/06/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)	07/06/2017		M		37,500	A	\$ 5.23
Asure Software, Inc. Common Stock	07/06/2017		M		7,504	A	\$ 5.76
							66,405
							73,909

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(\$0.01 par value)

Asure Software, Inc.

Common Stock (\$0.01 par value) 07/06/2017 M 3,334 A \$ 5.31 77,243 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 5.23	07/06/2017		M	37,500	<u>(1)</u> 11/19/2019	Common Stock (\$0.01 par value) 37,500
Employee Stock Options (Right to Buy)	\$ 5.76	07/06/2017		M	7,504	<u>(2)</u> 03/31/2020	Common Stock (\$0.01 par value) 7,504
Employee Stock Options (Right to Buy)	\$ 5.31	07/06/2017		M	3,334	<u>(3)</u> 04/12/2021	Common Stock (\$0.01 par value) 3,334
Employee Stock Options	\$ 9.86					<u>(4)</u> 04/06/2022	Common Stock (\$0.01 15,000

(Right to Buy)

par value)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolfe Charles Bradford 12504 ALCONZA DR AUSTIN, TX 78739			Chief Financial Officer	

## Signatures

/s/ Charles Bradford  
Wolfe

07/10/2017

  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) Such options shall vest over a 4 year period following issuance such that 25% of the shares shall vest on 11/19/2015 and an additional 6.25% shall vest each three (3) months thereafter.
  - (2) 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.
  - (3) Such options shall vest over a 3 year period following issuance such that 1/3 of the shares shall vest on 4/12/2017 and an additional 8.33% shall vest each three (3) months thereafter.
  - (4) Such options shall vest over a 4 year period following issuance such that 25% of the shares shall vest on each of the first, second, third and fourth anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.