

Goepel Patrick
Form 4
June 04, 2018

FORM 4

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

OMB APPROVAL

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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)

10331 VIA ANACAPRI CT.

(Street)

FORT MYERS, FL 33913

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ASURE SOFTWARE INC [ASUR]

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

05/16/2018

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Asure Software, Inc. Common Stock (\$0.01 par value) | | | | (A) or (D) | 660,097 | 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)

number.

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) | \$ 5.76 | | | | | <u>(1)</u> | 03/31/2020 | Common Stock (\$0.01 par value) | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 5.31 | | | | | <u>(2)</u> | 04/12/2021 | Common Stock (\$0.01 par value) | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 9.86 | | | | | <u>(3)</u> | 04/06/2022 | Common Stock (\$0.01 par value) | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 14.2 | 05/16/2018 ⁽⁴⁾ | | A | 50,000 | <u>(4)</u> | 12/15/2022 | Common Stock (\$0.01 par value) | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goepel Patrick 10331 VIA ANACAPRI CT. FORT MYERS, FL 33913 | X | | Chief Executive Officer | |

Signatures

/s/ Patrick
Goepel

06/04/2018

__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 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.
 - (2) 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.
 - (3) 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.
 - (4) The option grant was subject to shareholder approval of a new equity plan which was attained on May 16, 2018. The option vests in four equal annual installments beginning December 15, 2018.

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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