

ASURE SOFTWARE INC  
Form SC 13D/A  
April 09, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 10)\***

**Asure Software, Inc.**

(Name of Issuer)

**Common Stock, \$0.01 Par Value**

(Title of Class of Securities)

**04649U102**

(CUSIP Number)

RED OAK PARTNERS, LLC

Attn: David Sandberg

304 Park Ave. South, 11<sup>th</sup> Floor

New York, NY 10010

(212) 614-8952

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(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

**March 15, 2012**

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 04649U102

1 NAME OF REPORTING PERSONS

David Sandberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
SHARES		440,150
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY	10	SHARED DISPOSITIVE POWER
		440,150
EACH		

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

440,150

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.24%<sup>1</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

IN

1

Based on 3,090,665 shares of common stock of Asure Software, Inc. outstanding as of March 23, 2012, as reported in Asure Software, Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2011 filed with the Securities and Exchange Commission on March 30, 2012.

CUSIP No. 04649U102

1 NAME OF REPORTING PERSONS

Red Oak Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
SHARES		426,540
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY	10	SHARED DISPOSITIVE POWER
		426,540
EACH		

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

426,540

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.80%<sup>1</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

00

CUSIP No. 04649U102

1 NAME OF REPORTING PERSON

The Red Oak Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
SHARES		271,141
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY	10	SHARED DISPOSITIVE POWER
		271,141
EACH		

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

271,141

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.77%<sup>1</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

PN



CUSIP No. 04649U102

1 NAME OF REPORTING PERSON

Pinnacle Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
SHARES		155,399
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY	10	SHARED DISPOSITIVE POWER
		155,399
EACH		

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,399

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%<sup>1</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 04649U102

1 NAME OF REPORTING PERSON

Pinnacle Fund, LLLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

NUMBER OF	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
SHARES		155,399
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY	10	SHARED DISPOSITIVE POWER
		155,399
EACH		

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,399

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%<sup>1</sup>

14 TYPE OF REPORTING PERSON (See Instructions)

PN

**Item 2. Identity and Background.**

(a)-(c) and (f) The names of the persons filing this Statement (the Reporting Persons ) are:

The Red Oak Fund, LP, a Delaware limited partnership ( Red Oak Fund );

Pinnacle Fund, LLLP, a Colorado limited liability limited partnership ( Pinnacle Fund );

Red Oak Partners, LLC, a New York limited liability company ( Red Oak Partners );

Pinnacle Partners, LLC, a Colorado limited liability company ( Pinnacle Partners ); and

David Sandberg, a United States citizen.

This Statement is being filed by David Sandberg, the controlling member of Red Oak Partners, which manages each of Red Oak Fund and Pinnacle Fund (each a Fund and, collectively, the Funds ). The Funds are private investment vehicles formed for the purpose of investing and trading in a wide variety of securities and financial instruments. The Funds and David Sandberg directly own the shares as reported in this Statement. Each of the filers hereto disclaims beneficial ownership with respect to any shares other than shares owned directly by such filer.

The principal office or business address of Red Oak Fund, Red Oak Partners and David Sandberg is 304 Park Ave. South, 11<sup>th</sup> Floor, New York, NY 10010. The principal office or business address of Pinnacle Partners and Pinnacle Fund is 2810 North Speer Blvd., Denver, CO 80211.

(d)-(e)

During the last five years, none of the Reporting Persons have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 4. Purpose of Transaction.**

On March 15, 2012, the Red Oak Fund acquired 120,000 shares of Asure Software, Inc. (the Company) through the exercise of a convertible note purchased from the Company on September 30, 2011.

**Item 5. Interest in Securities of the Issuer.**

(a)

The aggregate percentage of the Company's outstanding shares of Common Stock reported owned by each Reporting Person is based on 3,090,665 shares of common stock of Asure Software, Inc outstanding as of March 23, 2012, as reported Asure Software, Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2011 filed with the Securities Exchange Commission on March 30, 2012. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares owned directly and of record by such Reporting Person.

Red Oak Partners beneficially owns 426,540 shares of Common Stock, representing 13.80% of all the outstanding shares of Common Stock. The Funds are each controlled by Red Oak Partners. Therefore, Red Oak Partners may be deemed to beneficially own (i) the 271,141 shares of Common Stock held by Red Oak Fund and (ii) the 155,399 shares of Common Stock held by Pinnacle Fund.

Mr. Sandberg beneficially owns 440,150 shares of Common Stock, representing 14.24% of all the outstanding shares of Common Stock. Mr. Sandberg, as the managing member of Red Oak Partners may be deemed to beneficially own the 426,540 shares of Common Stock beneficially owned by Red Oak Partners through the Funds.

Red Oak Fund may be deemed to beneficially own 271,141 shares of Common Stock, representing 8.77% of all the outstanding shares of Common Stock. Pinnacle Fund may be deemed to beneficially own 155,399 shares of Common Stock, representing 5.03% of all the outstanding shares of Common Stock.

(b)

Each of Red Oak Partners and Mr. Sandberg may be deemed to have shared voting and dispositive power with respect to (i) the 271,141 shares of Common Stock held by Red Oak Fund and (ii) the 155,399 shares of Common Stock held by Pinnacle Fund. No Fund shares with any other Fund voting or dispositive power with respect to the shares such Fund beneficially owns.

(c)

Transactions by the Reporting Persons effected in Common Stock that have taken place in the last sixty days are as follows:

Name

Date

Buy/Sell

Quantity

Price

The Red Oak Fund

March 15, 2012

Buy

120,000

5.00

The above mentioned shares were acquired through the exercise of a convertible note purchased from the Company on September 30, 2011.

(d)

Not applicable.

(e)

Not applicable.

**SIGNATURE**

After reasonable inquiry and to best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 9, 2012

By: /s/ David Sandberg

Name:

David Sandberg

**RED OAK PARTNERS, LLC**

By: /s/ David Sandberg

Name:

David Sandberg

Title:

Managing Member

**THE RED OAK FUND, L.P.**

By:

RED OAK PARTNERS, LLC,

its general partner

By: /s/ David Sandberg

Name: David Sandberg

Title: Managing Member

**PINNACLE PARTNERS, LLP**

By:



RED OAK PARTNERS, LLC,

its managing member

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

**PINNACLE FUND, LLLP**

By:

PINNACLE PARTNERS, LLP,

its general partner

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

## Footnotes

1