

ASURE SOFTWARE INC
Form SC 13D/A
December 08, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 13)*

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

1969 SW 17th Street

Boca Raton, FL 33486

(212) 614-8952

Edgar Filing: ASURE SOFTWARE INC - Form SC 13D/A

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

December 6, 2016

(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 |
| SHARES | 8 | SHARED VOTING POWER |
| | | 963,385 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| EACH | | 963,385 |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,385

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)

11.69%¹

14 TYPE OF REPORTING PERSON (See Instructions)

IN

1

Based on 6,546,380 shares of common stock of Asure Software, Inc. (the Issuer) outstanding as of November 8, 2016, as reported in Asure Software, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed with the Securities and Exchange Commission on November 14, 2016, plus an additional 1,695,000 shares of common stock issued by the Issuer, as reported in Asure Software, Inc. s Form 8-K filed with the Securities and Exchange Commission on December 6, 2016.

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

Florida

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | 8 | SHARED VOTING POWER |
| SHARES | | 942,970 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 942,970 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

942,970

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)

11.44%¹

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 | | 333,890 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 333,890 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

333,890

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)

4.05%¹

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAME OF REPORTING PERSON

The Red Oak Institutional Founders Long 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 |
| SHARES | 8 | SHARED VOTING POWER |
| | | 190,000 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 190,000 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

190,000

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)

2.31%¹

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAME OF REPORTING PERSON

The Red Oak Long 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

SHARES

8

SHARED VOTING POWER

146,777¹

BENEFICIALLY

| | | |
|-----------|----|--------------------------|
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | 146,777 ¹ |

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,777¹

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)

1.78%¹

14 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 04649U102

1 NAME OF REPORTING PERSON

Pinnacle Capital 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

Florida

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 8 | SHARED VOTING POWER |
| | | 272,303 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| EACH | | 272,303 |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

272,303

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)

3.30%¹

14 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 04649U102

1 NAME OF REPORTING PERSON

Pinnacle Opportunities Fund, LP

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 |
| SHARES | 8 | SHARED VOTING POWER |
| | | 272,303 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 272,303 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

272,303

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)

3.30%¹

14 TYPE OF REPORTING PERSON (See Instructions)

PN

This Amendment No. 13 (Amendment No. 13) to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Red Oak Partners, LLC (the Reporting Persons) on April 20, 2009, as amended by amendment 1 through 12 (as amended, the Schedule 13D) relating to the common stock (the Common Stock) of Asure Software, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at 110 Wild Basin Road, Suite 100, Austin, Texas 78746. Except as specifically amended and supplemented by this Amendment No. 13, all other provision of the Schedule 13D remain in full force and effect. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

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);

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

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

Pinnacle Opportunities Fund, LP, a Delaware limited partnership (Pinnacle Fund);

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

Pinnacle Capital Partners, LLC, a Florida 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, Red Oak Long Fund, Red Oak Founders 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 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 the Funds, Red Oak Partners, Pinnacle Partners and David Sandberg is 1969 SW 17th St., Boca Raton, FL 33486.

(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.

The Reporting Persons will review their investments in the Common Stock from time to time, and, subject to applicable law and regulation and depending upon certain factors, including, without limitation, the financial performance of the Issuer, the availability and price of the Common Stock or other securities related to the Issuer, and other general market and investment conditions, the Reporting Persons may determine to:

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acquire additional Common Stock through open market purchases or otherwise;

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sell Common Stock through the open market or otherwise; or

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otherwise engage or participate in a transaction with the purpose or effect of changing or influencing the control of the Company.

Such transactions may take place at any time and without prior notice. There can be no assurance, however, that any Reporting Person will take any such actions.

Item 5. Interest in Securities of the Issuer.

(a)

The aggregate percentage of the Issuer's outstanding shares of Common Stock reported owned by each Reporting Person is based on 6,546,380 shares of common stock of Asure Software, Inc outstanding as of November 8, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed with the Securities Exchange Commission on November 14, 2016, plus an additional 1,695,000 shares of common stock issued by the Issuer, as reported in Asure Software, Inc.'s Form 8-K filed with the Securities and Exchange Commission on December 6, 2016. 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 942,970 shares of Common Stock, representing 11.44% 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 333,890 shares of Common Stock held by Red Oak Fund, (ii) the 146,777 shares of Common Stock held by Red Oak Long Fund, (iii) the 190,000 shares of Common Stock held by Red Oak Founders

Fund, and (iv) the 272,303 shares of Common Stock held by Pinnacle Fund.

Mr. Sandberg beneficially owns 963,385 shares of Common Stock, representing 11.69% 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 942,970 shares of Common Stock beneficially owned by Red Oak Partners through the Funds. Mr. Sandberg directly owns 20,415 share shares of Common Stock, representing 0.25% of all the outstanding shares of Common Stock.

Red Oak Fund may be deemed to beneficially own 333,890 shares of Common Stock, representing 4.05% of all the outstanding shares of Common Stock. Red Oak Long Fund may be deemed to beneficially own 146,777 shares of Common Stock, representing 1.78% of all the outstanding shares of Common Stock. Red Oak Founders Fund may be deemed to beneficially own 190,000 shares of Common Stock, representing 2.31% of all the outstanding shares of Common Stock. Pinnacle Fund may be deemed to beneficially own 272,303 shares of Common Stock, representing 3.30% 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 20,415 shares of Common Stock held directly by Mr. Sandberg (ii) the 333,890 shares of Common Stock held by Red Oak Fund, (iii) the 146,777 shares of Common Stock held by Red Oak Long Fund, (iv) the 190,000 shares of Common Stock held by Red Oak Founders Fund, and (v) the 272,303 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:

On December 6, 2016, Red Oak Founders Fund participated in a public offering and purchased 190,000 shares of Common Stock at a price of \$8.00 per share.

(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: December 8, 2016

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

THE RED OAK INSTITUTIONAL FOUNDERS LONG FUND, L.P.

By:
RED OAK PARTNERS, LLC,

its general partner

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

THE RED OAK LONG FUND, L.P.

By:
RED OAK PARTNERS, LLC,

its general partner

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

PINNACLE CAPITAL PARTNERS, LLC

By:
RED OAK PARTNERS, LLC,

its investment advisor

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

PINNACLE OPPORTUNITIES FUND, LP

By:
PINNACLE CAPITAL PARTNERS, LLC,

its general partner

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

Footnotes

1