

ASURE SOFTWARE INC  
Form 4  
April 02, 2015

**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 \*  
Rodriguez Steven Wayne

(Last) (First) (Middle)  
911 OTTAWA DR.  
  
(Street)

AUSTIN, TX 78733

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2015

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 Operating 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 3.5								(1)	08/15/2016	Common Stock (\$0.01 par value)	90,000
Employee Stock Options (Right to Buy)	\$ 5.76	03/31/2015			A		10,000		(2)	03/31/2020	Common Stock (\$0.01 par value)	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rodriguez Steven Wayne 911 OTTAWA DR. AUSTIN, TX 78733			Chief Operating Officer	

## Signatures

/s/ Steven  
Rodriguez

04/02/2015

\*\*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) Twenty-five percent (25%) of the shares subject to the option shall vest after 12 months. The remaining shares shall vest quarterly over the next 36 months in equal amounts.
- (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.

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. ILY: times new roman">offering price(2)

Amount of  
registration fee(2)  
Common Stock, par value \$1.00 per share  
1,288,887 Shares

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\$26.60

\$  
34,284,394

\$  
1,914

Common Stock, par value \$1.00 per share

1,098 Shares

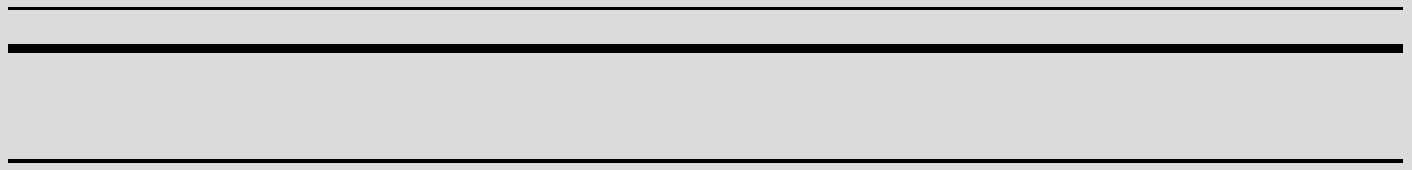
\$26.60

\$  
29,207

\$  
2

(1)  
Pursuant to Rule 416(a) the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2)  
Estimated solely for the purpose of computing the registration fee. This amount was calculated pursuant to Rule 457(h) under the Securities Act of 1933 on the basis of \$26.60 per share, which was the average of the high and low prices of the Common Stock on the New York Stock Exchange on March 25, 2009.



REGISTRATION OF ADDITIONAL SECURITIES

The Brink's Company (the "Company") is hereby registering 1,288,887 additional shares of its common stock, par value \$1.00 per share (the "Common Stock"), for issuance under The Brink's Company 2005 Equity Incentive Plan (the "2005 Equity Plan"). The registration statement on Form S-8 (Registration No. 333-133073, the "Prior 2005 Equity Plan Registration Statement"), as filed with the Securities and Exchange Commission on April 7, 2006, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior 2005 Equity Plan Registration Statement, to the extent they relate to the 2005 Equity Plan and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

In addition, the Company is hereby registering 1,098 additional shares of Common Stock, for issuance under The Brink's Company Non-Employee Directors' Stock Option Plan (the "Directors' Option Plan"). The registration statement on Form S-8 (Registration No. 333-70772, the "Prior Directors' Option Plan Registration Statement"), as filed with the Securities and Exchange Commission on October 2, 2001, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior Directors' Option Plan Registration Statement, to the extent they relate to the Directors' Option Plan and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel

Certain legal matters regarding shares of Common Stock will be passed upon for the Company by McAlister C. Marshall, II, Esq., Vice President, General Counsel and Secretary of the Company. Mr. Marshall beneficially owns 880 shares of the Common Stock and he holds options to purchase Common Stock and units representing Common Stock.

Item 8. Exhibits

Exhibit No.	Description
4.1	Amended and Restated Articles of Incorporation of the Company (incorporated herein by reference to Exhibit 3(i) to the Company's Current Report on Form 8-K filed November 20, 2007 (File No. 1-9148)).
4.2	Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3(ii) to the Company's Current Report on Form 8-K filed March 10, 2009 (File No. 1-9148)).
4.3	2005 Equity Incentive Plan, as amended and restated effective November 14, 2008 (incorporated herein by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (File No. 1-9148)).
4.4	Non-Employee Directors' Stock Option Plan, as amended and restated as of July 8, 2005 (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 1-9148)).
5.1	Opinion of McAlister C. Marshall, II, Esq., regarding Common Stock.

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- 23.1 Consent of McAlister C. Marshall, II, Esq. (included in the opinion filed as Exhibit 5.1).
  - 23.2 Consent of Independent Registered Public Accounting Firm.
  - 24.1 Powers of Attorney.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on the 30th day of March, 2009.

THE BRINK'S COMPANY  
(Registrant)

By:	/s/ McAlister C. Marshall, II
Name:	McAlister C. Marshall, II
Title:	Vice President, General Counsel and Secretary

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Michael T. Dan Michael T. Dan	Director, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 30, 2009
/s/ Michael J. Cazer Michael J. Cazer	Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2009
/s/ Matthew A.P. Schumacher Matthew A.P. Schumacher	Controller (Principal Accounting Officer)	March 30, 2009
* Roger G. Ackerman	Director	March 30, 2009
* Betty C. Alewine	Director	March 30, 2009
* James R. Barker	Director	March 30, 2009
* Marc C. Breslawsky	Director	March 30, 2009
* Michael J. Herling	Director	March 30, 2009
* Thomas R. Hudson Jr.	Director	March 30, 2009
* Murray D. Martin	Director	March 30, 2009
Thomas C. Schievelbein	Director	
* Robert J. Strang	Director	March 30, 2009

\*  
Ronald L. Turner

Director

March 30, 2009

\* By: /s/ Michael T. Dan  
Michael T. Dan, Attorney-in-Fact

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