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FORGENT NETWORKS INC
Form DFAN14A
May 29, 2009

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☐ Definitive Proxy Statement
☐ Definitive Additional Materials
☒ Soliciting Material under Rule 14a-12

Forgent Networks, Inc.
108 Wild Basin Road, Austin, Texas 78746

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

The Red Oak Fund, LP, a Delaware limited partnership;
Pinnacle Fund, LLLP, a Colorado limited liability limited partnership;
Bear Market Opportunity Fund, L.P., a Delaware limited partnership;
Pinnacle Partners, LLC, a Colorado limited liability company;
Red Oak Partners, LLC, a New York limited liability company;
David Sandberg.

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1. Title of each class of securities to which transaction applies:
 2. Aggregate number of securities to which transaction applies:
 3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 4. Proposed maximum aggregate value of transaction:
 5. Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
1. Amount Previously Paid:

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2. Form, Schedule or Registration Statement No.:
3. Filing Party:
4. Date Filed:

GLASS LEWIS RECOMMENDS THAT FORGENT NETWORKS (ASUR) SHAREHOLDERS VOTE AGAINST THE COMPANY'S GO-PRIVATE PROPOSALS

PINNACLE FUND FILES DEFINITIVE PROXY STATEMENT
IN OPPOSITION TO MANAGEMENT OF FORGENT NETWORKS

NEW YORK, NY, May 28, 2009 - Pinnacle Fund (controlled by Pinnacle Partners, LLC which is controlled by Red Oak Partners, LLC) announced today that Glass Lewis & Co, a leading independent proxy voting advisory firm, has also recommended that shareholders of Forgent Networks, Inc., doing business as Asure Software, Inc. (NASDAQ:ASUR) vote AGAINST Asure's proposals to take the company private through a reverse/forward stock split.

In recommending against the reverse stock split Glass Lewis stated "we feel this proposal is detrimental to the larger institutional shareholders because they will be left with a stake in a private company in which they can no longer easily gain access to the Company's financials and other information, in addition to no longer being able to trade their shares."

Pinnacle Fund also announced today that it has filed its definitive proxy statement with the Securities and Exchange Commission. Pinnacle asks Asure's shareholders to thoroughly read the definitive proxy statement as it contains important information about the Company's going private transactions

"We are gratified that both Glass Lewis and RiskMetrics support us in our opposition to management's going private transaction' said David Sandberg, Portfolio Manager of the Pinnacle Fund. "We are opposing the Go-Private Proposals because taking Asure private is likely to result in severely limited liquidity for remaining shareholders; the benefits claimed by the Company from implementing this proposal can for the most part be obtained without depriving stockholders of a public market; and paying out \$0.36 per share only to certain shareholders is wasteful and unfair."

MacKenzie Partners, Inc is assisting Pinnacle Fund with its efforts to solicit proxies against the going private proposals. Asure shareholders who have questions about voting their shares may call MacKenzie Partners at 800-322-2885 or 212-929-5500 (call collect). Copies of the Pinnacle Fund definitive proxy statement are available on www.ourmaterials.com/pinnaclefund. Pinnacle Fund's materials may also be found on the SEC's website www.sec.gov.

Important Information

Pinnacle Fund, LLLP ("Pinnacle") filed a definitive proxy statement with the Securities and Exchange Commission on May 28, 2009, in connection with Forgent Networks, Inc.'s special meeting of stockholders to be held on June 2, 2009. Stockholders are strongly advised to carefully read Pinnacle's definitive proxy statement, as it contains important information. Pinnacle and certain other persons are deemed participants in the solicitation of proxies from stockholders in connection with the special meeting of stockholders. Information concerning such participants is available in Pinnacle's definitive proxy statement. Stockholders may obtain, free of charge, copies of Pinnacle's definitive proxy statement and any other documents Pinnacle files with or furnishes to the Securities and Exchange Commission in connection with the special meeting of stockholders through the Securities and Exchange

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Commission's website at www.sec.gov, and through the following website:
www.ourmaterials.com/pinnaclefund.