

TSR INC  
Form 8-K  
November 29, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 29, 2017

**TSR, Inc.**

(Exact name of registrant as specified in charter)

|  |   |   |
|--|---|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>0-8656</b><br>(Commission File Number) | <b>13-2635899</b><br>(IRS Employer<br>Identification No.) |
|--|---|---|

|  |                            |
|--|----------------------------|
| <b>400 Oser Avenue, Suite 150, Hauppauge, NY</b><br>(Address of principal executive offices) | <b>11788</b><br>(Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: (631) 231-0333

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4 (c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Section 5 – Corporate Governance and Management**

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The 2017 Annual Meeting of Stockholders (the “2017 Annual Meeting”) of TSR, Inc. (the “Company”) was held on November 29, 2017. The following matters were submitted to the stockholders of the Company at the 2017 Annual Meeting for their approval:

**Election of Directors**

The stockholders of the Company elected James J. Hill and Christopher Hughes to serve as Class II Directors of the Company for three-year terms. The balloting for the election was as follows:

| Name               | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|--------------------|-----------|----------------|-------------|------------------|
| James J. Hill      | 1,200,598 | 8,098          | --          | 651,097          |
| Christopher Hughes | 1,200,727 | 7,969          | --          | 651,097          |

Ratification of the appointment by the Company’s Board of Directors of the Company’s independent registered public accountants.

The stockholders of the Company voted to ratify the appointment by the Company’s Board of Directors of CohnReznick LLP as the independent registered public accountants of the Company, to examine and report upon the Company’s financial statements for the fiscal year ending May 31, 2018. Balloting for this vote was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,851,101 | 8,492         | 200         | --               |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TSR, INC.  
(Registrant)

By: /s/ John G. Sharkey  
John G. Sharkey  
Vice President-Finance, Controller and  
Secretary

Date: November 29, 2017