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TSR INC Form 8-K April 10, 2015			

**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):

April 9, 2015

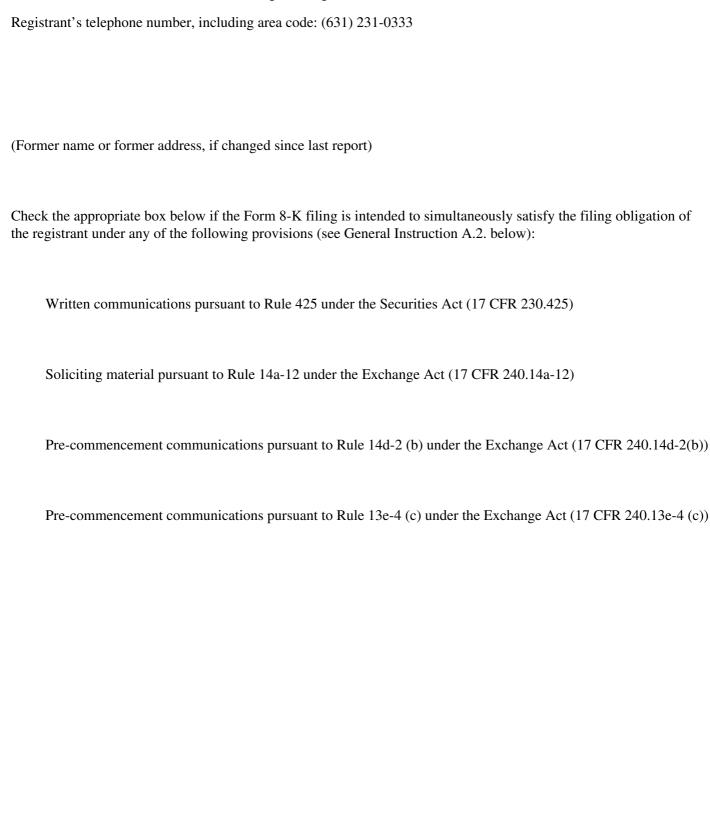
TSR, Inc.

(Exact name of registrant as specified in charter)

Delaware 0-8656 13-2635899 (State or other jurisdiction (Commission (IRS Employer of incorporation) File Number) Identification No.)

400 Oser Avenue, Suite 150, Hauppauge, NY 11788 (Address of principal executive offices) (Zip Code)

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### **Section 5 – Corporate Governance and Management**

#### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 9, 2015, the Board of Directors of TSR, Inc. (the "Company") approved Amended and Restated By-laws of the Company. The only substantive amendments to the Company's previous By-laws, as amended, were to provide that a stockholder who wishes to bring business before the Company's Annual Meeting of Stockholders or to make a nomination for election as a director must provide written notice of same to the Company not less than one hundred twenty (120) days prior to the anniversary date of the date on which the Company's proxy statement in connection with the prior year's Annual Meeting of Stockholders was released to stockholders. The By-laws previously provided that such notice may be given not less than seventy-five (75) days and not more than one hundred twenty (120) days prior to the anniversary date of the date on which the Company's Annual Meeting of Stockholders was held in the prior year. The Amended and Restated By-laws were effective immediately upon adoption by the Board of Directors. A copy of the Amended and Restated By-laws is filed herewith as Exhibit 3.1.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number Description

3.1 Amended and Restated By-laws of TSR, Inc.

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## **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: April 10, 2015

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# **EXHIBIT INDEX**

Exhibit

Number Description

3.1 Amended and Restated By-laws of TSR, Inc.

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