

TSR INC
Form 8-K
September 20, 2018

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): September 17, 2018

TSR, Inc.

(Exact name of registrant as specified in charter)

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

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

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

(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:

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 8 – Other Events

Item 8.01. Other Events

On September 17, 2018, the Board of Directors (the “Board”) of TSR, Inc. (“TSR” or the “Company”) appointed Ira D. Cohen as a member of the Special Committee of the Board, and subsequently designated Mr. Cohen as Chairman of the Special Committee. As previously disclosed, the Board established the Special Committee on July 9, 2018 to review the request submitted by Joseph F. Hughes, the Company’s former Chairman and Chief Executive Officer, and Winifred Hughes that the Board pursue a sale of the Company, and in the context of that review, consider and evaluate other strategic alternatives available to the Company and whether any of potential strategic alternatives is in the best interests of the Company’s stockholders. The establishment of the Special Committee and the authority delegated to it are described in more detail in the Company’s Current Report on Form 8-K dated July 9, 2018 and filed with the Securities and Exchange Commission on July 10, 2018.

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: September 20, 2018