

TSR INC
Form 8-K
September 05, 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):

August 31, 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 (see General Instruction A.2. below):

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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 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 31, 2018, the Board of Directors (the “Board”) of TSR, Inc. (the “Company”) approved the appointment of Ira Cohen as a Class I member of the Board to fill the vacancy created as a result of the resignation of Regina Dowd on August 27, 2018. Mr. Cohen’s appointment to the Board was effective September 2, 2018 for a term to expire upon the expiration of the term of Class I directors at the 2018 Annual Meeting of Stockholders or until his successor is elected and qualifies. Mr. Cohen was also appointed by the Board to the Audit, Compensation and Nominating Committees of the Board. The Nominating Committee of the Board recommended Mr. Cohen’s appointment as a Class I member of the Board and as a member of the Audit, Compensation and Nominating Committees of the Board.

Ira Cohen is an Operating Partner and co-founder of Udata Partners, a technology growth equity firm. The Board believes that Mr. Cohen qualifies as an “Independent Director” under the Nasdaq Listing Rules.

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 5, 2018