

TSR INC  
Form 8-K  
September 02, 2016

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 2, 2016

**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):

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))

**Section 5 – Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 2, 2016, Robert A. Esernio resigned his position as a member of the Board of Directors of TSR, Inc. (the “Company”) and his positions as Chairman of the Audit Committee and Nominating Committee of the Board and as a member of the Compensation Committee, effective immediately. Mr. Esernio’s resignation was not due to any disagreement with the Company or the Board of Directors related to the Company’s operations, policies or practices. A copy of the Company’s press release announcing Mr. Esernio’s resignation is furnished herewith as Exhibit 99.1.

Upon Mr. Esernio’s resignation, the Board of Directors approved the reduction of the size of the Board from six directors to five directors, and the Board appointed Brian J. Mangan as Chairman of the Audit Committee and Nominating Committee.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

Exhibit Number	Description
99.1	Press Release dated September 2, 2016.

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 2, 2016

**EXHIBIT INDEX**

Exhibit Number Description

99.1 Press Release dated September 2, 2016.