

TSR INC
Form SC 13D/A
June 28, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)

TSR, INC.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

872885207

(CUSIP Number)

Winifred M. Hughes 1278 Ridge Rd Syosset, NY 11791

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 25, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 872885207

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Winifred M. Hughes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5

N/A

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

0

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH

8

SHARED VOTING POWER

REPORTING
PERSON WITH

819,491 (1)

9 SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE POWER

10

819,491 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

819,491 (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

41.8% (1)

TYPE OF REPORTING PERSON (See Instructions)

14

IN, HC

Page 2

Item 1. Security and Issuer

This Amendment No. 2 to Schedule 13D, which is filed pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), amends and supplements the original Schedule 13D, dated March 9, 2017, as amended by Amendment No. 1 dated February 15, 2018, which were filed with the Securities and Exchange Commission on behalf of Winifred Hughes with respect to the ownership of common stock, \$0.01 par value, of TSR, Inc., a Delaware corporation (“Common Stock”).

Item 4.

Purpose of Transaction

See Exhibit 99.1: Letter to the Company dated June 25, 2018.

Item 5.

Interest in Securities of the Issuer

N/A

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

N/A

Item 7. Material to Be Filed as Exhibits

Exhibit 99.1: Letter to the Company dated June 25, 2018.

Page 3

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 28, 2018

Dated

/s/ Winifred M. Hughes

Signature

Winifred M. Hughes

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).