

TSR INC
Form 8-K
December 12, 2013

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):
December 11, 2013

TSR, Inc.
(Exact name of
registrant as
specified in charter)

Delaware
(State or other jurisdiction of
incorporation)

0-8656
(Commission
File Number)

13-2635899
(IRS Employer
Identification No.)

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

11788

(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 5.07 Submission of Matters to a Vote of Security Holders

The 2013 Annual Meeting of Stockholders (the “2013 Annual Meeting”) of TSR, Inc. (the “Company”) was held on December 11, 2013. The following matters were submitted to the stockholders of the Company at the 2013 Annual Meeting for their approval:

Election of Director

The stockholders of the Company elected Robert A. Esernio to serve as a Class III Director of the Company for a three-year term. The balloting for the election was as follows:

| Name | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|------------------|-----------|----------------|-------------|------------------|
| Robert A Esernio | 1,161,588 | 36,687 | - | 674,742 |

Advisory resolution to approve the compensation of the Company’s executive officers

The stockholders of the Company voted to approve an advisory resolution approving the compensation of the Company’s executive officers as disclosed in the Company’s proxy statement for the 2013 Annual Meeting pursuant to the requirements of Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules promulgated thereunder. Balloting for this vote was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,160,200 | 36,600 | 1,475 | 674,742 |

Advisory resolution to determine the frequency of the advisory resolution to approve the compensation of the Company’s executive officers

The stockholders of the Company voted upon an advisory resolution to determine whether the aforementioned advisory vote to approve the compensation of the Company’s executive officers will occur every year, every two years or every three years pursuant to the requirements of Section 14A of the Exchange Act and the rules promulgated thereunder. The stockholders voted for the approval of a three-year interval. Balloting for this vote was as follows:

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|----------|-----------|-------------|-------------|------------------|
| 226,216 | 1,974 | 967,154 | 2,931 | 674,742 |

Ratification of the appointment by the Company’s Board of Directors of the Company’s independent registered public accountants.

The stockholders of the Company voted to ratify the appointment by the Company’s Board of Directors of CohnReznick LLP as the independent registered public accountants of the Company, to examine and report upon the Company’s financial statements for the fiscal year ending May 31, 2014. Balloting for this vote was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,814,654 | 49,748 | 8,615 | - |

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: December 12, 2013

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