

TSR INC

Form 4

March 15, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUGHES JOSEPH F**

(Last) (First) (Middle)

400 OSER AVENUE, SUITE 150

(Street)

HAUPPAUGE, NY 11788

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TSR INC [TSRI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairmn, Pres, CEO & Treasurer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$0.01 par value	03/09/2017		J <sup>(1)</sup>	712,657 A \$ 0	756,339	D	
Common Stock, \$0.01 par value	03/09/2017		J <sup>(1)</sup>	875,151 D \$ 0	0	I	By LLC <sup>(1)</sup>
Common Stock, \$0.01 par value	03/09/2017		J <sup>(1)</sup>	106,834 A \$ 0	107,634	I	By spouse <sup>(2)</sup>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES JOSEPH F 400 OSER AVENUE SUITE 150 HAUPPAUGE, NY 11788	X	X	Chairmn, Pres, CEO & Treasurer	

## Signatures

/s/ Joseph F.  
Hughes  
03/13/2017  
\_\_\_\_\_  
Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On March 9, 2017, the JW Hughes Family LLC (the "Family LLC"), of which Joseph F. Hughes was the sole Manager and which was the holder of 875,151 shares of TSR, Inc. common stock, dissolved and distributed all 875,151 shares of TSR, Inc. common stock to its
- members in accordance with their respective percentage interests in the Family LLC. The members of the Family LLC consisted of Joseph F. Hughes and members of his family. In connection with its dissolution, the Family LLC distributed 712,657 shares of TSR, Inc. common stock to Joseph F. Hughes and 106,834 shares of TSR, Inc. common stock to Winifred Hughes, Joseph F. Hughes' spouse.
  - Shares held by Winifred Hughes, Joseph F. Hughes' spouse. Joseph F. Hughes disclaims beneficial ownership with respect to the shares held by Winifred Hughes.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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