

TSS, Inc.  
Form 8-K  
June 12, 2015

**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**

**June 10, 2015**

Date of Report (Date of earliest event reported)

**TSS, INC.**

(Exact name of registrant as specified in its charter)

|                                                                      |                                              |                                                              |
|----------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation) | <b>001-33627</b><br>(Commission File Number) | <b>20-2027651</b><br>(I.R.S. Employer<br>Identification No.) |
|----------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------------|

**110 E. Old Settlers Blvd.**

**Round Rock, Texas**

**78664**

(Address of principal executive offices) (Zip Code)

**(512) 310-1000**

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address, and former fiscal year, 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:

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On June 10, 2015, TSS, Inc. (the “Company”) held the annual meeting of its stockholders. Three proposals were submitted to the stockholders of the Company for their approval, which proposals are described in detail in the Company’s proxy statement for the 2015 Annual Meeting filed with the Securities and Exchange Commission on April 30, 2015. The final results of voting for each matter submitted to a vote of the stockholders at the meeting were as follows:

1. The stockholders of the Company elected one Class I director to serve a three-year term expiring in 2018. The final results of voting regarding this proposal were as follows:

| <u>Name</u>         | <u>For</u> | <u>Against</u> | <u>Broker Non-Votes</u> |
|---------------------|------------|----------------|-------------------------|
| Gerard J. Gallagher | 7,970,475  | 693,900        | 4,103,597               |

2. The stockholders of the Company voted to approve the Company’s 2015 Omnibus Incentive Compensation Plan. The final results of voting regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 8,339,067  | 319,500        | 5,808          | 4,103,597               |

3. The stockholders of the Company voted to ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015. The final results of voting regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 12,345,246 | 228,321        | 194,405        |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TSS, INC.

By: */s/ John K. Penver*  
John K. Penver  
Chief Financial Officer

Date: June 12, 2015