Brennan Kieran Form 4 January 24, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Brennan Kieran Issuer Symbol TSS, Inc. [TSSI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O TSS, INC., 110 E. OLD 01/22/2018 below) below) SETTLERS BLVD. Sr. V.P., Sales & Marketing (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

ROUND ROCK, TX 78664

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 200,000 Common 01/22/2018 Α \$0 200,000 D (1) Stock

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

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

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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 orDerivative Securities Acquired (A) of Disposed of (Instr. 3, 4, and	Expiration I (Month/Day or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	5) (A) (I	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Employee Stock Option	\$ 0.49	01/22/2018		A	250,000	(2)	01/22/2028	Common Stock	250,00	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brennan Kieran C/O TSS, INC. 110 E. OLD SETTLERS BLVD. ROUND ROCK, TX 78664

Sr. V.P., Sales & Marketing

Signatures

/s/ Kieran
Brennan
01/24/2018

**Signature of Date
Reporting Person

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).

These shares of common stock represent restricted stock granted pursuant to an award agreement between Mr. Brennan and the Issuer and are subject to forfeiture. The restricted stock awarded will vest in installments as follows: (1) 100,000 shares will vest on January 22, 2019, and (2) 100,000 shares will vest on January 22, 2020. All unvested shares of restricted stock will vest upon a change of control of

2019, and (2) 100,000 shares will vest on January 22, 2020. All unvested shares of restricted stock will vest upon a change of control of the Issuer.

The option becomes exercisable in installments as follows: (1) 83,333 shares will vest on January 22, 2019, (2) 83,333 shares will vest on January 22, 2020, and (3) 83,334 shares will vest on January 22, 2021. The option will become immediately exercisable upon the occurrence of a change in control of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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