

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Brennan Kieran</u><br><hr/> (Last) (First) (Middle)<br><u>C/O TSS, INC.</u><br><u>110 E. OLD SETTLERS BLVD.</u><br><hr/> (Street)<br><u>ROUND ROCK TX 78664</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TSS, Inc. [ TSSI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer Other<br><input checked="" type="checkbox"/> (give title below) (specify below)<br><u>Sr. V.P., Sales &amp; Marketing</u> |
|  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br><u>01/22/2018</u> |   |
|  | 4. If Amendment, Date of Original Filed<br>(Month/Day/Year)              |   |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |
| Common Stock                    | 01/22/2018                           |  | A                              |   | 200,000<br>(1)  | A          | \$0   | 200,000   | D  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |

|                             |        |            |  |   |  |         |  |     |            |                 |         |     |      |
|-----------------------------|--------|------------|--|---|--|---------|--|-----|------------|-----------------|---------|-----|------|
| Employee<br>Stock<br>Option | \$0.49 | 01/22/2018 |  | A |  | 250,000 |  | (2) | 01/22/2028 | Common<br>Stock | 250,000 | \$0 | 250, |
|-----------------------------|--------|------------|--|---|--|---------|--|-----|------------|-----------------|---------|-----|------|

**Explanation of Responses:**

1. 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 the Issuer.
2. 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.

/s/ Kieran Brennan      01/24/2018

\*\* Signature of Reporting      Date  
Person

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

\* 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).

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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