

**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* <u>Olsen Martin T.</u> <hr/> (Last) (First) (Middle) <u>C/O TSS, INC.</u> <u>7226 LEE DEFOREST DRIVE, SUITE 104</u> <hr/> (Street) <u>COLUMBIA MD 21046</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TSS, Inc. [ TSSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer Other <input checked="" type="checkbox"/> (give title below) (specify below) <u>Exec. VP, Sales &amp; Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/14/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.0001 per share	01/14/2014		A		250,000 (1)	A	\$0(2)	250,000	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		Date Exercisable	Expiration Date			
									Amount or Number of Shares		

Employee Stock Option	(3)	01/14/2014		A		200,000		(4)	01/14/2014	Common Stock	200,000	\$0	200,000
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**Explanation of Responses:**

1. These shares of common stock represent restricted stock granted pursuant to an award agreement between Mr. Olsen and the Issuer and are subject to forfeiture. The restricted stock awarded will vest in installments as follows: (1) 25,000 shares become exercisable on February 14, 2014, (2) 125,000 shares will vest on the first anniversary of the grant date, and (3) 100,000 shares will vest on the second anniversary of the grant date. All unvested shares of restricted stock will vest upon a change in control of the Issuer and 150,000 shares of restricted stock will vest in certain instances upon the termination of Mr. Olsen's employment.
2. These shares of restricted stock were granted to Mr. Olsen for his services as the Executive Vice President, Sales and Marketing of the Issuer.
3. The exercise price is equal to the average of the high and low bid prices for the Issuer's common stock reported daily on the OTCQB marketplace during the 20 trading days following January 14, 2014.
4. The option will become exercisable in installments as follows: 100,000 shares will vest when the fair market value of the Issuer's common stock is at least \$2.00 for 20 consecutive business days, and 100,000 shares will vest when the fair market value of the Issuer's common stock is at least \$3.00 for 20 consecutive business days. The option will become immediately exercisable upon the occurrence of a change in control of the Issuer.

/s/ Martin T. Olsen      01/14/2014

\*\* Signature of Reporting Person      Date

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**