

TSS, Inc.
 Form 4
 February 05, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Woodward Peter H

(Last) (First) (Middle)

C/O TSS, INC., 110 E. OLD
 SETTLERS ROAD

(Street)

ROUND ROCK, TX 78664

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TSS, Inc. [TSSI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	1,085,024	I	Shares held through MHW Partners, L.P. <u>(1)</u>
Common Stock					427,857	I	Shares held through MHW SPV I, LLC <u>(2)</u>
Common Stock					885,714	I	Shares subject to performance-related fee <u>(3)</u>
Common Stock					475,000	I	Shares held through SOAM Azul II, LLC

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

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(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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Common Stock Warrants (right to buy)	(5)	02/03/2015		P	1,115,827	02/03/2015 02/03/2020(6)	Common Stock 1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodward Peter H C/O TSS, INC. 110 E. OLD SETTLERS ROAD ROUND ROCK, TX 78664	X	X		

Signatures

/s/ Christopher R. Johnson, Attorney in Fact
Date: 02/05/2015

**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).
- (1) The shares are owned by MHW Partners, L.P. The reporting person is the General Partner of MHW Partners, L.P. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.
 - (2) The shares are owned by MHW SPV I, LLC. The reporting person is the Manager of MHW SPV I, LLC. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.

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- (3) The shares are owned by unaffiliated third persons, and the reporting person has a right to a performance-related fee upon the disposition of such shares. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.
- (4) The shares are owned by SOAM Azul II, LLC. The reporting person is the Manager of SOAM Azul II, LLC. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.
- (5) The exercise price is \$0.50 for the first 472,500 shares, \$1.00 for the next 425,250 shares and \$1.30 for the final 218,077 shares.
- (6) The warrants expire on February 3, 2020, or, if such day is not a business day, on the next preceding business day.

- (7) MHW SPV II, LLC ("MHW") received the right to purchase 1,115,827 shares of Common Stock under a Warrant as partial consideration for a multiple advance term loan on February 3, 2015 in the maximum principal amount of \$2,000,000 from MHW to the Issuer and its subsidiaries, Innovative Power Systems, Inc., VTC, L.L.C., Vortech, L.L.C., Total Site Solutions Arizona, LLC and Alletag Buildings, Inc.

- (8) The warrants are owned by MHW. The reporting person is the Managing Member of MHW and the principal of MHW Capital Management, LLC, which is the investment manager of MHW. The reporting person disclaims beneficial ownership of these warrants except to the extent of the reporting person's pecuniary interest in the warrants.

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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