

SmartPros Ltd.  
Form 8-K  
March 10, 2014

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

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): March 6, 2014  
SMARTPROS LTD.

(Exact name of Registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-32300                   | 13-4100476                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

12 Skyline Drive  
Hawthorne, New York 10532  
(Address Of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code (914) 345-2620

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))
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Item 2.02. Results of Operations and Financial Condition

On March 6, 2014, the registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing its financial results for the year ended December 31, 2013.

Item 8.01. Other Events

On March 6, 2014, the registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing that the Board of Directors of the registrant had declared a quarterly dividend of \$.015 per share payable on April 7, 2014 to shareholders of record on March 21, 2014.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                        |
|-------------|------------------------------------|
| 99.1        | Press Release dated March 6, 2014* |

\*Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

SmartPros Ltd.

Dated: March 10, 2014

By: /s/ Allen S. Greene  
Allen S. Greene,  
Chief Executive Officer