

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

**SCHEDULE 13D**  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. )<sup>1</sup>

**GEE Group Inc.**  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

36165A102  
(CUSIP Number)

DAVID SANDBERG  
RED OAK PARTNERS, LLC  
95 S. Federal Hwy, Suite 201  
Boca Raton, FL 33432  
(212) 614-8952  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 30, 2023  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☒.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

CUSIP No. 281479105

1	NAME OF REPORTING PERSONS	
2	The Red Oak Fund, L.P.	
3	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
4	SEC USE ONLY	
5	SOURCE OF FUNDS WC	
6	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 6,057,244
	9	SOLE DISPOSITIVE POWER - 0 -

	10	SHARED DISPOSITIVE POWER 6,057,244
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,057,244	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%	
14	TYPE OF REPORTING PERSON PN	

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CUSIP No. 281479105

1	NAME OF REPORTING PERSONS The Red Oak Long Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 3,895,431
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 3,895,431
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,895,431	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.4%	
14	TYPE OF REPORTING PERSON PN	

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CUSIP No. 281479105

1	NAME OF REPORTING PERSONS Red Oak Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION FLORIDA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 9,952,675
	9	SOLE DISPOSITIVE POWER - 0 -

	10	SHARED DISPOSITIVE POWER 9,952,675
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,952,675	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.7%	
14	TYPE OF REPORTING PERSON OO	

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CUSIP No. 281479105

1	NAME OF REPORTING PERSONS David Sandberg	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 9,952,675
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 9,952,675
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,952,675	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.7%	
14	TYPE OF REPORTING PERSON IN	

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CUSIP No. 281479105

The following constitutes Amendment No. 2 to the Schedule 13G filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13G, as amended by amendment 1 as specifically set forth herein.

Item 1. Security and Issuer.

This statement on Schedule 13D (this "Statement") relates to the common stock ("Common Stock"), of Gee Group Inc. (the "Issuer"), with its principal executive offices located at 7751 Belfort Parkway, Suite 150, Jacksonville, FL 32256.

Item 2. Identity and Background.

(a)-(c) and (f) The names of the persons filing this Statement (the "Reporting Persons") are:

The Red Oak Fund, LP, a Delaware limited partnership ("Red Oak Fund");

The Red Oak Long Fund, LP, a Delaware limited partnership ("Red Oak Long Fund");

Red Oak Partners, LLC, a Florida limited liability company ("Red Oak Partners"); and

David Sandberg, a United States citizen.

This Statement is being filed by David Sandberg, the controlling member of Red Oak Partners, which manages each of Red Oak Fund and Red Oak Long Fund (each a "Fund" and, collectively, the "Funds"). The Funds are private investment vehicles formed for the purpose of investing and trading in a wide variety of securities and financial instruments. The Funds directly own the shares as reported in this Statement. Each of the filers hereto disclaims beneficial ownership with respect to any shares other than

shares owned directly by such filer.

The principal office or business address of the Funds, Red Oak Partners and David Sandberg is 95 S. Federal Hwy, Suite 201, Boca Raton, FL 33432.

(d)-(e) During the last five years, none of the Reporting Persons have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The source of cash for securities purchased by the Funds was working capital and totaled \$5,226,958.

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Item 4. Purpose of Transaction.

The Shares acquired by the Reporting Persons have been acquired for the purpose of making an investment in the Issuer. The Reporting Persons intend to review its investment on a regular basis and, may at any time or from time to time determine, either alone or as part of a group, (a) to acquire additional securities of the Issuer, through open market purchases, privately negotiated transactions or otherwise, (b) to dispose of all or a portion of the securities owned of the Issuer in the open market, in privately negotiated transactions or otherwise, or (c) to take any other available course of action, which could involve one or more types of transactions or have one or more of the results described in this paragraph. Any such acquisition or disposition or other transaction would be made in compliance with all applicable laws and regulations. Notwithstanding anything contained herein, each of the Reporting Persons specifically reserves the right to change its intention with respect to any or all of such matters. In reaching any decision as to its course of action (as well as to the specific elements thereof), each of the Reporting Persons expects that it would take into consideration a variety of factors, including, but not limited to, the following: the Issuer's business and prospects; other developments concerning the Issuer and its businesses generally; other business opportunities available to the Reporting Persons; changes in law and government regulations; general economic conditions; and money and stock market conditions, including the market price of the securities of the Issuer. In addition, in connection with their review of their investment, the Reporting Persons may from time to time seek to engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer regarding the Issuer.

Other than as set forth in this Schedule 13D, the Reporting Persons have no present plans or proposals which relate to or would result in any of the matters set forth in clauses (a) through (c) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of the Issuer's outstanding shares of Common Stock reported owned by each Reporting Person is based on 114,450,455 shares of common stock outstanding at February 13, 2023, as reported by the Issuer on its Form 10-Q, filed with the United States Securities and Exchange Commission on February 14, 2023. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares owned directly and of record by such Reporting Person.

Red Oak Partners beneficially owns 9,952,675 shares of Common Stock, representing 8.7% of all the outstanding shares of Common Stock. The Funds are each controlled by Red Oak Partners. Therefore, Red Oak Partners may be deemed to beneficially own (i) the 6,057,244 shares of Common Stock held by the Red Oak Fund, and (ii) the 3,895,431 shares of Common Stock held by the Red Oak Long Fund.

Mr. Sandberg, as the managing member of Red Oak Partners may be deemed to beneficially own the 9,952,675 shares of Common Stock beneficially owned by Red Oak Partners through the Funds, representing 8.7% of all the outstanding shares of Common Stock.

Red Oak Fund may be deemed to beneficially own 6,057,244 shares of Common Stock, representing 5.3% of all the outstanding shares of Common Stock. Red Oak Long Fund may be deemed to beneficially own 3,895,431 shares of Common Stock, representing 3.4% of all the outstanding shares of Common Stock.

(b) Each of Red Oak Partners and Mr. Sandberg may be deemed to have shared voting and dispositive power with respect to (i) the 6,057,244 shares of Common Stock held by the Red Oak Fund, and (ii) the 3,895,431 shares of Common Stock held by the Red Oak Long Fund. No Fund shares with any other Fund voting or dispositive power with respect to the shares such Fund beneficially owns.

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(c) Transactions by the Reporting Persons effected in Common Stock that have taken place in the last sixty days are as follows:

<u>Date</u>	<u>Fund Name</u>	<u>Action</u>	<u>Quantity</u>	<u>Average Price</u>
2/3/2023	RED OAK LONG FUND, LP	Buy	13,400	0.510
2/6/2023	RED OAK LONG FUND, LP	Buy	700	0.510
2/13/2023	RED OAK LONG FUND, LP	Buy	200	0.510
2/14/2023	RED OAK LONG FUND, LP	Buy	13,396	0.510
2/15/2023	THE RED OAK FUND LP	Buy	81,277	0.461
2/15/2023	RED OAK LONG FUND, LP	Buy	111,900	0.461
2/16/2023	THE RED OAK FUND LP	Buy	110,770	0.444
2/16/2023	RED OAK LONG FUND, LP	Buy	70,434	0.444
2/17/2023	THE RED OAK FUND LP	Buy	366,780	0.440
2/17/2023	RED OAK LONG FUND, LP	Buy	233,220	0.440
2/21/2023	THE RED OAK FUND LP	Buy	80,891	0.438

2/21/2023	RED OAK LONG FUND, LP	Buy	51,436	0.438
2/22/2023	THE RED OAK FUND LP	Buy	69,400	0.422
2/22/2023	RED OAK LONG FUND, LP	Buy	44,129	0.422
2/23/2023	THE RED OAK FUND LP	Buy	32,014	0.412
2/23/2023	RED OAK LONG FUND, LP	Buy	20,357	0.412
2/24/2023	THE RED OAK FUND LP	Buy	27,493	0.404
2/24/2023	RED OAK LONG FUND, LP	Buy	17,482	0.404
2/27/2023	THE RED OAK FUND LP	Buy	45,821	0.403
2/27/2023	RED OAK LONG FUND, LP	Buy	29,135	0.403
2/28/2023	THE RED OAK FUND LP	Buy	42,220	0.407
2/28/2023	RED OAK LONG FUND, LP	Buy	26,846	0.407
3/1/2023	THE RED OAK FUND LP	Buy	12,471	0.419
3/1/2023	RED OAK LONG FUND, LP	Buy	7,930	0.419
3/2/2023	THE RED OAK FUND LP	Buy	13,143	0.415
3/2/2023	RED OAK LONG FUND, LP	Buy	8,357	0.415
3/3/2023	THE RED OAK FUND LP	Buy	15,102	0.422

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3/3/2023	RED OAK LONG FUND, LP	Buy	9,602	0.422
3/6/2023	THE RED OAK FUND LP	Buy	113,885	0.420
3/6/2023	RED OAK LONG FUND, LP	Buy	72,415	0.420
3/7/2023	THE RED OAK FUND LP	Buy	1,773	0.420
3/7/2023	RED OAK LONG FUND, LP	Buy	1,128	0.420
3/8/2023	THE RED OAK FUND LP	Buy	102,019	0.411
3/8/2023	RED OAK LONG FUND, LP	Buy	64,870	0.411
3/9/2023	THE RED OAK FUND LP	Buy	25,115	0.408
3/9/2023	RED OAK LONG FUND, LP	Buy	15,970	0.408
3/10/2023	THE RED OAK FUND LP	Buy	15,306	0.390
3/10/2023	RED OAK LONG FUND, LP	Buy	9,732	0.390
3/13/2023	THE RED OAK FUND LP	Buy	82,955	0.376
3/13/2023	RED OAK LONG FUND, LP	Buy	52,748	0.376
3/14/2023	THE RED OAK FUND LP	Buy	40,038	0.376
3/14/2023	RED OAK LONG FUND, LP	Buy	25,458	0.376
3/15/2023	THE RED OAK FUND LP	Buy	5,803	0.375
3/15/2023	RED OAK LONG FUND, LP	Buy	3,690	0.375
3/16/2023	THE RED OAK FUND LP	Buy	917	0.375
3/16/2023	RED OAK LONG FUND, LP	Buy	583	0.375
3/17/2023	THE RED OAK FUND LP	Buy	178,506	0.373
3/17/2023	RED OAK LONG FUND, LP	Buy	113,504	0.373
3/20/2023	THE RED OAK FUND LP	Buy	183,043	0.363
3/20/2023	RED OAK LONG FUND, LP	Buy	116,389	0.363

3/21/2023	THE RED OAK FUND LP	Buy	65,318	0.370
3/21/2023	RED OAK LONG FUND, LP	Buy	41,533	0.370
3/22/2023	THE RED OAK FUND LP	Buy	61	0.370

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3/22/2023	RED OAK LONG FUND, LP	Buy	39	0.370
3/23/2023	THE RED OAK FUND LP	Buy	65,959	0.370
3/23/2023	RED OAK LONG FUND, LP	Buy	41,941	0.370
3/29/2023	THE RED OAK FUND LP	Buy	1,613	0.375
3/29/2023	RED OAK LONG FUND, LP	Buy	1,026	0.375

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The relationships between Mr. Sandberg, Red Oak Partners and the Funds are described above under Item 2.

Item 7. Material to be Filed as Exhibits

Not applicable.

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#### SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2023

RED OAK PARTNERS, LLC

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

THE RED OAK FUND, L.P.

By: RED OAK PARTNERS, LLC, its general partner

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

THE RED OAK LONG FUND, L.P.

By: RED OAK PARTNERS, LLC, its general partner

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

By: /s/ David Sandberg  
DAVID SANDBERG

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