

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**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): **October 9, 2015**

**GENERAL EMPLOYMENT  
ENTERPRISES, INC.**

---

(Exact name of registrant as specified in its charter)

<u>Illinois</u> (State or other jurisdiction of incorporation or organization)	<u>1-05707</u> (Commission File Number)	<u>36-6097429</u> (I.R.S. Employer Identification Number)
<u>184 Shuman Blvd., Ste. 420, Naperville, Illinois</u> (Address of principal executive offices)		<u>60563</u> (Zip Code)

Registrant's telephone number, including area code: **(630) 954-0400**

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))
-

**Item 3.03. Material Modifications to Rights of Security Holders.**

The information set forth in Item 5.03 is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

General Employment Enterprises, Inc. (the “Company”) filed a Cumulative Report of Changes in Issued Shares and Paid-In Capital (the “Cumulative Report”) together with the Articles of Amendment to its Amended and Restated Certificate of Incorporation (the “Articles of Amendment”) with the Secretary of State of Illinois (i) to effect a one-for-ten reverse stock split whereby every ten (10) shares of the authorized, issued and outstanding shares of common stock, no par value per share (the “Common Stock”) shall be combined into one (1) share of authorized, issued and outstanding Common Stock (the “Reverse Stock Split”) of the Company; and (ii) to increase the total number of authorized shares of Common Stock of the Company from 20,000,000, post Reverse Stock Split, to 200,000,000 (the “Capital Increase”). The Reverse Stock Split and the Capital Increase, which were approved by the Company’s shareholders at the annual meeting held on September 15, 2015, became effective on October 9, 2015.

Immediately prior to the Reverse Stock Split, there were 88,930,252 shares of Common Stock outstanding. After the Reverse Stock Split, there will be approximately 8,893,025 shares outstanding. The Common Stock after giving effect to the Reverse Stock Split will not be different from the Common Stock held by the Company's shareholders prior to the Reverse Stock Split. The shareholders will have the same relative rights following the effective date of the Reverse Stock Split as they had prior to the Reverse Stock Split, except to the extent that there are minor changes to the proportion of shares that they own caused by the rounding up of fractional shares to the nearest whole share.

The Capital Increase will not have any immediate effect on the rights of existing shareholders. The Board of Directors of the Company will, however, have the authority to issue authorized Common Stock without requiring future shareholder approval of such issuances, except as may be required by our Articles of Incorporation or the rules of NYSE MKT or any other stock exchange on which the Common Stock is traded or applicable law. To the extent that additional authorized shares are issued in the future, they may decrease the existing shareholders’ percentage of equity ownership in us and, depending on the price at which they are issued, could be dilutive to the existing shareholders.

The Capital Increase and the subsequent issuance of additional shares could have the effect of delaying or preventing a change in control of the Company without further action by our shareholders. Shares of authorized and unissued Common Stock could, within the limits imposed by applicable law, be issued in one or more transactions which would make a change in control of us more difficult, and therefore less likely. Any such issuance of additional stock could have the effect of diluting the earnings per share and book value per share of outstanding shares of Common Stock and such additional shares could be used to dilute the stock ownership or voting rights of a person seeking to obtain control of the Company.

The Board of Directors is not currently aware of any attempt to take over or acquire control of the Company. While it may be deemed to have potential anti-takeover effects, the Capital Increase is not prompted by any specific effort or takeover threat currently perceived by the Board of Directors or management.

Copies of the Articles of Amendment reflecting the Reverse Stock Split and the Capital Increase are attached to this Current Report on Form 8-K as Exhibits 3.1 and 3.2, respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company Reflecting the Reverse Stock Split.
3.2	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company Reflecting the Capital Increase.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GENERAL                      EMPLOYMENT**  
**ENTERPRISES, INC.**  
(Registrant)

Date: October 9, 2015

By: /s/ Andrew J. Norstrud  
Andrew J. Norstrud  
Chief Financial Officer

FORM **BCA 10.30** (rev. Dec. 2003)  
**ARTICLES OF AMENDMENT**  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-1832  
 www.cyberdriveillinois.com

Remit payment in the form of a  
 check or money order payable  
 to Secretary of State.

File # 42415171 Filing Fee: \$50 Approved: \_\_\_\_\_  
 ----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): General Employment Enterprises, Inc.

2. Manner of Adoption of Amendment:  
 The following amendment to the Articles of Incorporation was adopted on September 15, 2015  
 in the manner indicated below: Month Day Year

Mark an "X" in one box only.

- By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:  
 a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.  
 Article I: Name of the Corporation: \_\_\_\_\_  
New Name

(All changes other than name include on page 2.)

**Text of Amendment**

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.  
**For more space, attach additional sheets of this size.**

ARTICLE III (1) is hereby deleted in its entirety and the following text is substituted in lieu hereof:

"1. Number and Class. The number of shares the Corporation is authorized to issue, itemized by class, series and par value, if any, is:

<u>Class</u>	<u>Par Value</u>	<u>Number of Shares Authorized</u>
Common Stock	without par value	20,000,000 shares
Preferred Stock	without par value	20,000,000 shares"

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows (if not applicable, insert "No change"):

No Change

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (if not applicable, insert "No change"):  
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

No Change

- b. The amount of paid-in capital as changed by this amendment is as follows (if not applicable, insert "No change"):  
(Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)  
(See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-in Capital:	\$ 29,114,783	\$ 29,114,783

**Complete either Item 6 or Item 7 below. All signatures must be in BLACK INK.**

6. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year General Employment Enterprises, Inc.  
Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature

Andrew J. Norstrud (CFO)

Name and Title (type or print)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, a majority of the directors, or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_



FORM **BCA 10.30** (rev. Dec. 2003)  
**ARTICLES OF AMENDMENT**  
Business Corporation Act

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-1832  
www.cyberdriveillinois.com

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

File # 42415171 Filing Fee: \$50 Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): General Employment Enterprises, Inc.

2. Manner of Adoption of Amendment:  
The following amendment to the Articles of Incorporation was adopted on September 15, 2015  
in the manner indicated below: Month Day Year

Mark an "X" in one box only.

- By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:  
a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.  
Article I: Name of the Corporation: \_\_\_\_\_  
New Name

(All changes other than name include on page 2.)



**Text of Amendment**

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.  
**For more space, attach additional sheets of this size.**

ARTICLE III (1) is hereby deleted in its entirety and the following text is substituted in lieu hereof:

"1. Number and Class. The number of shares the Corporation is authorized to issue, itemized by class, series and par value, if any, is:

<u>Class</u>	<u>Par Value</u>	<u>Number of Shares Authorized</u>
Common Stock	without par value	200,000,000 shares
Preferred Stock	without par value	20,000,000 shares"

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows (if not applicable, insert "No change"):

No Change

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (if not applicable, insert "No change"):  
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

No Change

- b. The amount of paid-in capital as changed by this amendment is as follows (if not applicable, insert "No change"):  
(Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)  
(See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-in Capital:	\$ 29,114,783	\$ 29,114,783

**Complete either Item 6 or Item 7 below. All signatures must be in BLACK INK.**

6. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year General Employment Enterprises, Inc.  
Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature

Andrew J. Norstrud (CFO)

Name and Title (type or print)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, a majority of the directors, or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

