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**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): **June 15, 2018**

**GEE GROUP 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>7751 Belfort Parkway, Suite 150, Jacksonville, Florida</u> (Address of principal executive offices)		<u>32256</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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

*Resignation of Chief Financial Officer*

On June 19, 2018, GEE Group, Inc. (the “Company”), announced that Andrew J. Norstrud resigned as the Company’s Chief Financial Officer effective June 15, 2018. Mr. Norstrud will continue to receive his current salary through August 1, 2018, and as of that date, the Company will no longer have an obligation to Mr. Norstrud for any salary, accrued paid time off, bonuses or any other compensation for past service. There were no disagreements between Mr. Norstrud and the Company on any matter relating to the Company’s operations, policies or practices which resulted in her resignation.

*Appointment of New Chief Financial Officer*

On June 15, 2018, the Company appointed Kim Thorpe as the Company’s new Chief Financial Officer effective immediately.

Mr. Thorpe, age 63, has served as the Company’s Vice President-Finance since May 1, 2018. Since February 2013, Mr. Thorpe has also served as Managing Principal of FRUS Capital LLC and from November 2013 through May 2017, Mr. Thorpe served as the chief financial officer of Delta Company of Insurance Services, Inc. and NeuLife Neurological Services LLC. From November 1999 to March 2006, Mr. Thorpe served as an executive vice president and chief financial officer of FPIC Insurance Group, Inc., a public company formerly listed on Nasdaq Global Select Market under the symbol “FPIC”. He also served as a senior vice president and chief financial officer of a large insurance and financial services business unit of GE Capital from March 1998 to November 1999. From October 1993 to February 1998, Mr. Thorpe was a partner of the international accounting firm, Coopers & Lybrand (a predecessor firm to PricewaterhouseCoopers LLP). He holds a BSBA in Accounting from the University of Florida and is a certified public accountant.

There are no family relationships between Mr. Thorpe and any other director or executive officer of the Company.

There is no arrangement or understanding between Mr. Thorpe and any other person pursuant to which he was selected as an officer of the Company.

There are no transactions, since the beginning of the Company’s last fiscal year, or any currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and in which Mr. Thorpe had or will have a direct or indirect material interest.

The Company and Mr. Thorpe have not yet entered into a written employment agreement with respect to Mr. Thorpe’s service as Chief Financial Officer of the Company. However, in connection with his appointment as Chief Financial Officer of the Company, the Company and Mr. Thorpe have agreed orally that the initial term of Mr. Thorpe’s appointment shall be one year with an automatic (rolling) one-year extension feature. Mr. Thorpe will receive an initial annual base salary of \$120,000, which will increase to \$200,000, effective May 1, 2019. In addition, the Company and Mr. Thorpe have orally agreed that (i) Mr. Thorpe shall be eligible to receive an initial bonus of \$25,000 based on his meeting certain performance-based criteria and (ii) Mr. Thorpe shall also receive up to three grants of 50,000 options each (150,000 options, in aggregate) under the Company’s 2013 Stock Incentive Plan based upon certain performance and other criteria. The first such grant of 50,000 options has been made upon the effective date of the appointment of Mr. Thorpe as Chief Financial Officer, has an exercise price of \$2.21 per share and shall vest over five (5) years. Mr. Thorpe shall also be eligible to participate in the Company’s employee benefit plans, annual incentive compensation plans, and other perquisites as in effect from time to time on the same basis as generally made available to other senior executives of the Company. The employment agreement between the Company and Mr. Thorpe also will contain other terms and conditions, including termination, change in control, severance, non-competition and non-disclosure, and others customarily included in executive employment agreements. The Company will file an amendment to this Form 8-K which includes a full description and copy of the written employment agreement to be entered into between the Company and Mr. Thorpe once it has been executed.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### *Resignation of a Director and Appointment of a New Director*

On June 20, 2018, the Company announced that the Board of Directors (the “Board”) of the Company accepted Mr. Thomas C. Williams’ resignation as a member of the Board, effective June 15, 2018, and appointed Ms. Darla Moore as a member of the Board to replace Mr. Williams, effective June 15, 2018. Mr. Williams also ceased to serve as a member of the Audit Committee and Compensation Committee, and as chairman of the Nominating Committee of the Board, effective as of June 15, 2018. Ms. Moore has been appointed to serve as the chairwoman of the Nominating Committee and a member of the Audit Committee and Compensation Committee of the Board effective June 15, 2018.

Ms. Moore, age 63, who until 2012 was the Vice President of Rainwater, Inc., a private investment company, is the Founder and Chair of the Palmetto Institute, a nonprofit think-tank aimed at bolstering per capita income in South Carolina. She is also the founder and chair of the Charleston Parks Conservancy, a foundation focused on enhancing the parks and public spaces of the City of Charleston. She is the first woman to be profiled on the cover of Fortune magazine and named to the list of the Top 50 Most Powerful Women in American Business. She has served on numerous corporate and philanthropic boards, including Hospital Corporation of America (HCA), Martha Stewart Living Omnimedia, The South Financial Group, MPS Group, the National Advisory Board of JP Morgan, the National Teach for America Board of Directors, the Board of Trustees of the New York University Medical School and Hospital and the University of South Carolina Board of Trustees. She was formerly a managing director of the predecessor Chemical Bank (now a part of JP Morgan Chase) and currently serves on the Culture Shed Board. The University of South Carolina’s business school is named in her honor, the first business school in America named for a woman. She received the Business Person of the Year Award from the South Carolina Chamber of Commerce and was inducted into the South Carolina Business Hall of Fame. Currently, Darla serves as Chairman of the Darla Moore and Richard Rainwater Foundation. A graduate of the University of South Carolina, Moore holds an M.B.A. from George Washington University.

There are no arrangements or understandings between Ms. Moore and any other person pursuant to which she was appointed as a director of the Company. There are no transactions to which the Company is a party and in which Ms. Moore has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K. Ms. Moore has no family relationships with any directors or executive officers of the Company.

A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

#### **Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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<a href="#">99.1</a>	<a href="#">Press Release dated June 19, 2018.</a>
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<a href="#">99.2</a>	<a href="#">Press Release dated June 20, 2018.</a>
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**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.

**GEE GROUP INC.**

Date: June 20, 2018

By: /s/ Derek Dewan

Derek Dewan  
Chief Executive Officer

**GEE Group Inc. Appoints Kim Thorpe Chief Financial Officer**

GlobeNewswire June 19, 2018

NAPERVILLE, Ill., June 19, 2018 (GLOBE NEWSWIRE) -- **GEE Group Inc.** (NYSE American: JOB) (**the “Company” or “GEE Group”**), a provider of professional staffing services and solutions, today announced that it has appointed Kim Thorpe as Senior Vice President and Chief Financial Officer of GEE, effective June 15, 2018.

Mr. Thorpe joined the Company as Vice President of Finance on May 1, 2018. Prior to joining GEE, Mr. Thorpe served as a senior executive and chief financial officer of both publicly traded and privately-owned organizations. He has extensive knowledge of finance, treasury management, U.S. GAAP, IFRS, SEC reporting and compliance, tax planning and compliance and Sarbanes-Oxley Act compliance. Two of his past positions of note include having served as the CFO of a publicly traded specialty insurance group, and as the CFO and a senior leadership team member of a large insurance and financial services business unit of GE Capital. Mr. Thorpe also was a partner of the international accounting firm, PricewaterhouseCoopers LLP. He holds a BSBA in Accounting from the University of Florida and is a certified public accountant.

Mr. Thorpe replaces Andrew J. Norstrud, who is resigning his position as the Company’s chief financial officer to pursue other interests. Mr. Norstrud also will continue to provide services to the company pursuant to a new consulting arrangement, through which he will provide assistance in the transition of his duties and focus on other projects including strategic acquisitions. Mr. Norstrud has served as the Company’s Chief Financial Officer since March, 2013, and previously as GEE’s Chief Executive Officer from March, 2014 to April 2015.

Derek Dewan, Chairman and Chief Executive Officer, said, “Andrew Norstrud has been an important part of the significant progress GEE has made over the last several years. We very much appreciate his contributions to the Company and look forward to working with him as a consultant on future projects. Dewan commented further, “Kim Thorpe is an exceptional and accomplished finance executive with superb business acumen and extensive experience. He has been working closely with Andrew since joining GEE to insure a smooth transition. We are fortunate to have his talents available to us for this key position.”

**About GEE Group**

GEE Group Inc. is a provider of specialized staffing solutions and is the successor to employment offices doing business since 1893. The Company operates in two industry segments, providing professional staffing services and solutions in the information technology, engineering, finance and accounting specialties and commercial staffing services through the names of Access Data Consulting, Agile Resources, Ashley Ellis, General Employment, Omni-One, Paladin Consulting and Triad. Also, in the healthcare sector, GEE Group, through its Scribe Solutions brand, staffs medical scribes who assist physicians in emergency departments of hospitals and in medical practices by providing required documentation for patient care in connection with electronic medical records (EMR). Additionally, the Company provides contract and direct hire professional staffing services through the following SNI brands: Accounting Now®, SNI Technology®, Legal Now®, SNI Financial®, Staffing Now®, SNI Energy®, and SNI Certes.

## Forward-Looking Statements

In addition to historical information, this press release contains statements relating to the Company's future results (including certain projections, pro forma financial information, and business trends) that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended, (the "Exchange Act"), and are subject to the "safe harbor" created by those sections. The statements made in this press release that are not historical facts are forward-looking statements that are predictive in nature and depend upon or refer to future events. Such forward-looking statements often contain, or are prefaced by, words such as "will", "may," "plans," "expects," "anticipates," "projects," "predicts," "pro forma", "estimates," "aims," "believes," "hopes," "potential," "intends," "suggests," "appears," "seeks," or variations of such words or similar words and expressions. Forward-looking statements are not guarantees of future performance, are based on certain assumptions, and are subject to various known risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and, consequently, as a result of a number of factors, the Company's actual results could differ materially from those expressed or implied by such forward-looking statements. Certain factors that might cause the Company's actual results to differ materially from those in the forward-looking statements include, without limitation: (i) the loss, default or bankruptcy of one or more customers; (ii) changes in general, regional, national or international economic conditions; (iii) an act of war or terrorism or cyber security breach that disrupts business; (iv) changes in the law and regulations; (v) the effect of liabilities and other claims asserted against the Company including the failure to repay indebtedness or comply with lender covenants; (vi) changes in the size and nature of the Company's competition; (vii) the loss of one or more key executives; (viii) increased credit risk from customers; (ix) the Company's failure to grow internally or by acquisition or the failure to successfully integrate acquisitions; (x) the Company's failure to improve operating margins and realize cost efficiencies and economies of scale; (xi) the Company's failure to attract, hire and retain quality recruiters, account managers and salesmen; (xii) the Company's failure to recruit qualified candidates to place at customers for contract or full-time hire; and such other factors as set forth under the heading "Forward-Looking Statements" in the Company's annual reports on Form 10-K, its quarterly reports on Form 10-Q and in the Company's other filings with the Securities and Exchange Commission (SEC). More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the SEC. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>. The Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to publicly update, revise or alter its forward-looking statements whether as a result of new information, future events or otherwise.

### Contact:

GEE Group Inc.  
Kim Thorpe  
(904) 512-7504  
[invest@genp.com](mailto:invest@genp.com)

SOURCE: GEE Group Inc.

*Distinguished Leader and Female Business Pioneer**Darla Moore Joins GEE Group Board of Directors*

NAPERVILLE, Ill., June 20, 2018 (GLOBE NEWSWIRE) -- **GEE Group Inc.** (NYSE American: JOB) (**the “Company” or “GEE Group”**), a provider of professional staffing services and solutions, today announced that Darla Moore, renowned business leader and philanthropist, will join the GEE Group Board of Directors as an Outside Independent Director. Ms. Moore brings extensive public company corporate board experience, as well as specific expertise serving on the board of a publicly traded staffing company, having served on the MPS Group, Inc. (formerly traded on the NYSE under symbol "MPS") board for many years.

Darla Moore is the first woman to be profiled on the cover of Fortune magazine and named to its list of the Top 50 Most Powerful Women in American Business. She has served on numerous corporate and philanthropic boards, including Hospital Corporation of America (HCA), Martha Stewart Living Omnimedia, The South Financial Group, MPS Group, the National Advisory Board of JP Morgan, the National Teach for America Board of Directors, the Board of Trustees of the New York University Medical School and Hospital and the University of South Carolina Board of Trustees. Moore was formerly a managing director of the predecessor Chemical Bank (now a part of JP Morgan Chase) where she became one of the highest paid women in finance in the 1980s and 1990s. She earned the title “Queen of DIP” (debtor-in-possession financing). Darla Moore also currently serves on the Culture Shed Board. Until 2012, Ms. Moore was Vice President of Rainwater, Inc., a private investment company. She is Founder and Chair of the Palmetto Institute, a nonprofit think-tank aimed at bolstering per capita income in South Carolina, and she is also the founder and chair of the Charleston Parks Conservancy, a foundation focused on enhancing the parks and public spaces of the City of Charleston.

The University of South Carolina’s business school, “The Moore School of Business”, is named in her honor, the first business school in America named for a woman. Ms. Moore received the Business Person of the Year Award from the South Carolina Chamber of Commerce and was inducted into the South Carolina Business Hall of Fame. Darla Moore was chosen along with Condoleezza Rice as one of the first female members of the prestigious Augusta National Golf Club, home of the “Masters”. Ms. Moore is a graduate of the University of South Carolina, and she holds an M.B.A. from George Washington University. Currently, Darla serves as Chairman of the Darla Moore and Richard Rainwater Foundation.

Commenting on the appointment of Darla Moore, Chairman and CEO, Derek Dewan, stated: “We are extremely fortunate to have such an accomplished and renowned addition to our board. Her experience as a director, with corporate governance, as a business leader, financial expert, and corporate pioneer, coupled with her knowledge of the staffing industry, will prove invaluable as we execute our growth strategy.”

## **About GEE Group**

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## **Forward-Looking Statements**

In addition to historical information, this press release contains statements relating to the Company's future results (including certain projections, pro forma financial information, and business trends) that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended, (the "Exchange Act"), and are subject to the "safe harbor" created by those sections. The statements made in this press release that are not historical facts are forward-looking statements that are predictive in nature and depend upon or refer to future events. Such forward-looking statements often contain, or are prefaced by, words such as "will", "may," "plans," "expects," "anticipates," "projects," "predicts," "pro forma", "estimates," "aims," "believes," "hopes," "potential," "intends," "suggests," "appears," "seeks," or variations of such words or similar words and expressions. Forward-looking statements are not guarantees of future performance, are based on certain assumptions, and are subject to various known risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and, consequently, as a result of a number of factors, the Company's actual results could differ materially from those expressed or implied by such forward-looking statements. Certain factors that might cause the Company's actual results to differ materially from those in the forward-looking statements include, without limitation: (i) the loss, default or bankruptcy of one or more customers; (ii) changes in general, regional, national or international economic conditions; (iii) an act of war or terrorism or cyber security breach that disrupts business; (iv) changes in the law and regulations; (v) the effect of liabilities and other claims asserted against the Company including the failure to repay indebtedness or comply with lender covenants; (vi) changes in the size and nature of the Company's competition; (vii) the loss of one or more key executives; (viii) increased credit risk from customers; (ix) the Company's failure to grow internally or by acquisition or the failure to successfully integrate acquisitions; (x) the Company's failure to improve operating margins and realize cost efficiencies and economies of scale; (xi) the Company's failure to attract, hire and retain quality recruiters, account managers and salesmen; (xii) the Company's failure to recruit qualified candidates to place at customers for contract or full-time hire; and such other factors as set forth under the heading "Forward-Looking Statements" in the Company's annual reports on Form 10-K, its quarterly reports on Form 10-Q and in the Company's other filings with the Securities and Exchange Commission (SEC). More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the SEC. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>. The Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to publicly update, revise or alter its forward-looking statements whether as a result of new information, future events or otherwise.

### **Contact:**

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SOURCE: GEE Group Inc.