

td { border: solid black;  
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border-right-width: 1;  
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \* TANOUS PETER J 2. Issuer Name and Ticker or Trading Symbol  
GEE Group Inc. [JOB] 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  Officer (give title below)  Other (specify below)

(Last)  
(First)  
(Middle)

C/O 7751 BELFORT PARKWAY, SUITE 150

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

06/30-05:00/2020

(Street)

JACKSONVILLE, FL 32256

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)  
(State)  
(Zip)

**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) Code V Amount (A) or (D) Price

Common Stock, no par value

06/30-05:00/2020

A

163,987

(1)

A

\$

1

213,987

(2)

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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 Securities

(Instr. 3 and 4) 8. Price of Derivative Security

(Instr. 5) 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4) 11. Nature of Indirect Beneficial Ownership

(Instr. 4) Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

8% Convertible Subordinated Note

\$

1

06/30-05:00/2020

M

150,000

05/15-05:00/2019 10/03-05:00/2021

Common Stock

150,000

\$

1

0

D

Series C Preferred Stock

\$

1

06/30-05:00/2020

M

13,987

05/17-05:00/2019

[\(3\)](#)

Common Stock

13,987

\$

1

0

D

## Reporting Owners

**Reporting Owner Name / Address Relationships** Director 10% Owner Officer Other TANOUS PETER J  
C/O 7751 BELFORT PARKWAY  
SUITE 150  
JACKSONVILLE, FL 32256

X

## Signatures

/s/ Peter Tanous

07/13-05:00/2020

\*\*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)** Includes (i) 150,000 shares of common stock issued pursuant to conversion of 8% Convertible Subordinated Note into shares of Series C Cumulative Convertible Preferred Stock and which were simultaneously converted into shares of common stock at \$1.00 per share, and (ii) 13,987 shares of Series C Preferred Stock converted into shares of common stock at \$1.00 per share. The 13,987 shares of Series C Preferred Stock converted includes 3,215 shares of common stock issued as accrued and unpaid interest at \$1.00 per shares. **(2)** Includes 50,000 shares of restricted common stock which were granted as compensation for services performed as a director of the Company and will cliff vest at the end of a three-year period on August 21, 2022. **(3)** No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.