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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 - DEWAN DEREK E 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) CEO

(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

218,650

(1)

A

\$

1

1,885,716

(2)

I

Brittany M. Dewan as Trustee of the Derek Dewan Irrevocable Living Trust II

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

200,000

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

Common Stock

200,000

\$

1

0

I

Derek Dewan Irrevocable Living Trust II

Series C Preferred Stock

\$

1

06/30-05:00/2020

M

18,650

05/17-05:00/2019

[\(3\)](#)

Common Stock

18,650

\$

1

0

I

Derek Dewan Irrevocable Living Trust II

Reporting Owners

Reporting Owner Name / Address Relationships Director 10% Owner Officer Other DEWAN DEREK E
C/O 7751 BELFORT PARKWAY
SUITE 150
JACKSONVILLE, FL 32256

X

CEO

Signatures

/s/ Derek E. Dewan

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) 200,000 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) 18,650 shares of Series C Preferred Stock converted into shares of common stock at \$1.00 per share. The 18,650 shares of Series C Preferred Stock converted includes 4,287 shares of common stock issued as accrued and unpaid interest at \$1.00 per shares. **(2)** Includes 600,000 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 June 15, 2021. **(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.