

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE *SECURITIES ACT OF 1933*

GEE GROUP INC.

(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction of
incorporation or organization)

36-6097429
(I.R.S. Employer
Identification No.)

7751 Belfort Parkway, Suite 150
Jacksonville, Florida 32256
(904) 512-7504
(Address of principal executive offices, including zip code)

GEE Group Inc. 2013 Incentive Stock Plan, as amended
(Full title of the plan)

Derek E. Dewan
Chief Executive Officer
GEE Group Inc.
7751 Belfort Parkway, Suite 150
Jacksonville, Florida 32256
(630) 954-0400
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Mitchell S. Nussbaum, Esq.
Angela M. Dowd, Esq.
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
(212) 407-4000 - Telephone
(212) 407-4990 - Facsimile

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Exchange Act

This Registration Statement will become effective upon filing in accordance with Rule 462(a) under the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION*

* Information required by Item 1 and Item 2 of Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory Note to Part I of Form S-8. The documents containing information specified in this Part I have been or will be separately provided to the participants in the GEE Group Inc. 2013 Incentive Stock Plan, as amended (the "2013 Plan") covered by this Registration Statement, as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission (the "Commission") by GEE Group Inc. (the "Registrant") are incorporated herein by reference.

- (1) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended September 30, 2021, filed on December 23, 2021;
- (2) The Registrant's Quarterly Report on [Form 10-Q](#), filed on February 14, 2022;
- (3) The Registrant's Quarterly Report on [Form 10-Q](#), filed on May 16, 2022;
- (4) The Registrant's Current Report on [Form 8-K](#), filed on January 3, 2022*;
- (5) The Registrant's Current Report on [Form 8-K](#), filed on February 15, 2022*;
- (6) The Registrant's Current Report on [Form 8-K](#) filed on March 21, 2022;
- (7) The Registrant's Current Report on [Form 8-K](#) filed on April 15, 2022;
- (8) The Registrant's Current Report on [Form 8-K](#) filed on May 16, 2022*;
- (9) The Registrant's Current Report on [Form 8-K](#) filed on June 3, 2022;
- (10) The Registrant's Definitive [Schedule 14A](#) Proxy Statement filed on August 20, 2021; and
- (11) The description of our Common Stock set forth in our Registration Statement on Form 8-A filed with the Commission on February 21, 1990, including any amendments or reports filed for the purpose of updating such description.

*Portions of this report were furnished to the SEC under Item 2.02 (Results of Operations and Financial Conditions) and/or Item 7.01 (Regulation FD Disclosure).

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than documents or portions of documents deemed to be furnished pursuant to the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Illinois Business Corporation Act of 1983, as amended (the "IBCA"), allows us to indemnify our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to our best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Under certain circumstances we may advance the expenses of such litigation upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by us as authorized in the IBCA.

Pursuant to our Amended and Restated Articles of Incorporation and our Bylaws, as amended, we shall to the fullest extent to which it is empowered to do so by the IBCA, indemnify its directors and officers in connection with any actual or threatened action or proceeding arising out of their service to us or to another organization at the our request and shall be paid expenses incurred in defending any such proceeding in advance of its final disposition to the fullest extent permitted by law. In addition, any and all persons who are not our directors or officers may be similarly indemnified in respect of such service to the extent authorized at any time by the board. The right to indemnification and advancement of expenses conferred by our Amended and Restated Bylaws and our Amended and Restated Articles of Incorporation, as amended, shall be a contract right which may not be modified retroactively without the written consent of the director or officer and shall not be deemed exclusive of any other rights to indemnification or advancement of expenses such person may have or to which such person may be entitled.

We maintain a policy of directors' and officers' liability insurance for the purpose of indemnification.

The foregoing is only a general summary of certain aspects of Illinois law and our Restated Articles of Incorporation, as amended and our Amended and Restated Bylaws dealing with the indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of those documents.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

See the attached Exhibit Index.

ITEM 9. REQUIRED UNDERTAKINGS

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
 - (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jacksonville, Florida on July 8, 2022.

GEE GROUP INC.

By: /s/ Derek Dewan

Name: Derek Dewan

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Derek Dewan and Kim Thorpe, and each of them acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Derek Dewan</u> Derek Dewan	President, Chief Executive Officer and Director (Principal Executive Officer)	July 8, 2022
<u>/s/ Kim Thorpe</u> Kim Thorpe	Chief Financial Officer (Principal Financial and Accounting Officer)	July 8, 2022
<u>/s/ Peter Tanous</u> Peter Tanous	Director	July 8, 2022
<u>/s/ William Issac</u> William Isaac	Director	July 8, 2022
<u>/s/ Darla Moore</u> Darla Moore	Director	July 8, 2022
<u>/s/ Thomas Vetrani</u> Thomas Vetrani	Director	July 8, 2022
<u>/s/ Carl Camden</u> Carl Camden	Director	July 8, 2022
<u>/s/ Matthew Gormly</u> Matthew Gormly	Director	July 8, 2022

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3(i) to the Registrant's Form 8-K filed with the Commission on December 6, 2013)
4.2	Articles of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on October 9, 2015)
4.3	Articles of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed with the Commission on October 9, 2015)
4.4	Articles of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on July 14, 2016)
4.5	Statement of Resolution Establishing Series B Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on April 6, 2017)
4.6	Statement of Resolution Establishing Series C Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on May 21, 2019)
5.1*	Opinion of Loeb & Loeb LLP regarding the legality of the securities being registered
23.1*	Consent of Friedman LLP
23.2*	Consent of Loeb & Loeb LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereof)
99.1	GEE Group Inc. 2013 Incentive Stock Plan (incorporated herein by reference to Exhibit A to the Registrant's Proxy Statement on Schedule 14A filed on August 22, 2013)
99.2	Amendment to GEE Group Inc. 2013 Incentive Stock Plan (incorporated herein by reference to Annex E to the Registrant's Proxy Statement on Schedule 14A filed on July 10, 2017).
99.3	Amendment to GEE Group Inc.'s 2013 Incentive Stock Plan (incorporated by reference to Annex A to the Registrant's Proxy Statement on Schedule 14A filed on August 12, 2020)
99.4	Amendment to GEE Group Inc.'s 2013 Incentive Stock Plan (incorporated by reference to Annex A to the Registrant's Proxy Statement on Schedule 14A filed on August 20, 2021).
107	Calculation of Filing Fee Table *

* Filed herewith



345 Park Avenue
New York, NY 10154

Direct 212.407.4000
Main 212.407.4000
Fax 212.407.4000

July 8, 2022

GEE Group, Inc.
7751 Belfort Parkway Suite 150
Jacksonville, FL32256

Ladies and Gentlemen:

We have served as counsel to GEE Group Inc., an Illinois corporation (the "Company") in connection with the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), registering the issuance of 14,000,000 shares (the "Shares") of common stock, no par value per share (the "Common Stock") of the Company, pursuant to awards granted under the Company's 2013 Incentive Stock Plan, as amended (the "Plan").

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinafter, is it our opinion that the Shares are duly authorized and, when issued and delivered pursuant to and in accordance with the terms of the Plan and the awards granted under the Plan, the Shares will be validly issued, fully paid and non-assessable.

The opinions we express herein are limited to matters involving the Illinois Business Corporation Act.

We are furnishing this opinion in connection with the filing of the Registration Statement, and this opinion is not to be relied upon for any other purpose without our prior written consent. We consent to the reference made to our firm in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Sincerely,

/s/ Loeb & Loeb LLP

Loeb & Loeb LLP

Los Angeles New York Chicago Nashville Washington, DC San Francisco Beijing Hong Kong www.loeb.com

For the United States offices, a limited liability partnership including professional corporations. For Hong Kong office, a limited liability partnership.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 23, 2021, relating to the consolidated financial statements of GEE Group, Inc. appearing in the Annual Report on Form 10-K for the year ended September 30, 2021.

/s/ Friedman LLP
Marlton, New Jersey
July 8, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

GEE Group Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, no par value per share	Rule 457(c) and 457 (h)	9,771,034 (2)	\$0.56	\$5,471,779.04	0.0000927	\$507.24
Equity	Common Stock, no par value per share	Rule 457 (h)	2,087,300 (3)	\$1.61	\$3,360,553	0.0000927	\$311.55
Equity	Common Stock, no par value per share	Rule 457(c) and 457 (h)	2,141,666 (4)	\$0.56	\$1,199,332.96	0.0000927	\$111.18
Total Offering Amount							\$929.97
Total Fee Offsets							\$0
Net Fee Due							\$929.97

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may be offered or issued pursuant to the anti-dilution adjustment provisions of the GEE Group Inc. 2013 Incentive Stock Plan, as amended (the “2013 Plan”).
- (2) 9,771,034 of the shares of Common Stock to be registered are reserved for future grants under the 2013 Plan. Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price, per share and in the aggregate, and the related portion of the aggregate registration fee in respect of the shares of Common Stock available for such future awards were determined upon the basis of the average of the high price of \$0.58 and the low price of \$0.54 of our Common Stock, reported on the NYSE American on July 5, 2022, in accordance with Rule 457(c) under the Securities Act.
- (3) 2,087,300 of the shares of Common Stock to be registered represent shares that are issuable upon the exercise of currently outstanding options under the 2013 Plan. Pursuant to Rule 457(h), the proposed maximum offering price per share is the weighted average of such outstanding options and the proposed maximum aggregate offering price and the related portion of the aggregate registration fee in respect of the shares of Common Stock underlying such options is calculated based on the product of the 2,087,300 shares issuable upon the exercise of outstanding options under the 2013 Plan and the weighted average exercise price of \$1.61, based on exercise prices varying from \$0.53 per share to \$7.00 per share.
- (4) 2,141,666 of the shares of Common Stock to be registered represent issued and unissued shares of restricted stock for which grants have previously been made under the 2013 Plan. Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price, per share and in the aggregate, and the related portion of the aggregate registration fee in respect of the shares of Common Stock available for such future awards were determined upon the basis of the average of the high price of \$0.58 and the low price of \$0.54 of our Common Stock, reported on the NYSE American on July 5, 2022, in accordance with Rule 457(c) under the Securities Act.