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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <b>THORPE KIM D</b>  (Last) (First) (Middle) <b>C/O 7751 BELFORT PARKWAY SUITE 150</b>  (Street) <b>JACKSONVILLE FL 32256</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GEE Group Inc. [ JOB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <b>Senior Vice President, CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2023</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	12/01/2023		A		91,944 <sup>(1)</sup>	A	\$0.54 <sup>(2)</sup>	1,307,332 <sup>(3)</sup>	I	FRUS Capital LLC
Common Stock, no par value	12/01/2023		F		68,183 <sup>(4)</sup>	D	\$0.79	1,239,149	I	FRUS Capital LLC

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares of restricted common stock were granted on December 1, 2023, and are comprised of: (i) 45,972 restricted shares that are to be earned over a three-year period and cliff vest at the end of the third anniversary of the grant date (December 1, 2026); and (ii) 45,972 shares that are also to be earned over a three-year period and cliff vest at the end of the third anniversary of the grant date (December 1, 2026), but for which the final amounts to be granted, are also subject to the achievement of performance based measures.
- The closing price of the Company's common stock as reported on the NYSE American on December 1, 2023.
- Includes 208,333 shares of restricted common stock that cliff vest on August 12, 2024.
- Represents the forfeiture of performance-based shares of restricted common stock granted to the reporting person on December 2, 2022 that were subject to the achievement of performance based measures.

**Remarks:**

/s/ Kim Thorpe

12/05/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

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 Number.