

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): **September 5, 2024**

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 No.)
<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**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	JOB	NYSE American

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 5, 2024, GEE Group Inc. (the “Company”) (NYSE American: JOB) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The following matters were considered at the Annual Meeting:

1. Election of Three Class II Directors

Stockholders elected the Company’s three Class II nominees for director each to serve until the 2027 annual meeting of stockholders or until their respective successor is elected and qualified. The voting results were as follows:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
(1) Mr. Matthew Gormly	41,491,891	5,689,717	32,488,710
(2) Ms. Darla Moore	41,462,257	5,719,351	32,488,710
(3) Mr. J. Randall Waterfield	43,002,894	4,178,714	32,488,710

2. Approval and Ratification of Auditors

Stockholders approved and ratified the appointment of Cherry Bekaert LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2024. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
76,835,822	2,753,399	81,097

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: September 9, 2024

By: /s/ Kim Thorpe
Kim Thorpe
Chief Financial Officer