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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**GEE GROUP INC.**

(Name of Issuer)

**Common Stock, no par value**

(Title of Class of Securities)

**36165A102**

(CUSIP Number)

**STAR EQUITY FUND, LP**  
**53 Forest Ave Suite 101,**  
**Old Greenwich, CT, 06870**  
**2034899500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**03/03/2026**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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### SCHEDULE 13D

CUSIP No.

36165A102

1	Name of reporting person <b>STAR EQUITY HOLDINGS, INC.</b>
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) AF, OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No.	36165A102
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1	Name of reporting person STAR OPERATING COMPANIES, INC.
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF, OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No.	36165A102
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1	Name of reporting person STAR EQUITY FUND, LP
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	36165A102
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1	Name of reporting person STAR EQUITY FUND GP, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	36165A102
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1	Name of reporting person STAR INVESTMENT MANAGEMENT, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization CONNECTICUT

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	36165A102
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1	Name of reporting person STAR VALUE INVESTMENTS, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	36165A102
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1	Name of reporting person JEFFREY E. EBERWEIN
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF, PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	<b>Sole Voting Power</b> 5,969,762.00
	8	<b>Shared Voting Power</b> 0.00
	9	<b>Sole Dispositive Power</b> 5,969,762.00
	10	<b>Shared Dispositive Power</b> 0.00
11	<b>Aggregate amount beneficially owned by each reporting person</b> 5,969,762.00	
12	<b>Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)</b> <input type="checkbox"/>	
13	<b>Percent of class represented by amount in Row (11)</b> 5.4 %	
14	<b>Type of Reporting Person (See Instructions)</b> IN	

**Comment for Type of Reporting Person:**

The following constitutes Amendment No. 1 ("Amendment No.1") to the Schedule 13D filed by the undersigned on January 22, 2026 (as previously amended, the "Schedule 13D"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

## SCHEDULE 13D

### Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Stock, no par value

(b) **Name of Issuer:**

GEE GROUP INC.

(c) **Address of Issuer's Principal Executive Offices:**

7751 BELFORT PARKWAY, SUITE 150, JACKSONVILLE, FLORIDA , 32256.

### Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On March 3, 2026, Star Equity Fund issued a press release ("March 3rd Press Release") calling on the Issuer's board of directors (the "Board") to immediately retain an independent qualified investment bank to conduct a thorough and competitive sales process that maximizes value for all shareholders, noting that such retention is an appropriate step in assuring the Board exercises its fiduciary duties to properly consider the multiple unsolicited offers the Issuer has stated it has received.

Within the March 3rd Press Release, Star Equity Fund also called for the Board to have the hired independent investment bank report to the Board's M&A Committee, rather than Company management or other members of the Board whose interest may conflict with stockholders' interests. As more fully explained in the March 3rd Press Release, Star Equity Fund took note of the Issuer's failed review of strategic alternatives, steep revenue declines, and underperformance, and called for the Board to consider all credible proposals to run a "competitive" sale process, and sell the Issuer to the highest bidder.

Star Equity Fund concluded the March 3rd Press Release, declaring that they remain ready to constructively engage with the Board to help maximize value for all stockholders.

The foregoing description of the March 3rd Press Release is qualified in its entirety by reference to the full text of the March 3rd Press Release, which is attached hereto as Exhibit 99.1, and incorporated herein by reference.

### Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

Exhibit 99.1 - Press Release dated March 3, 2026.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

### STAR EQUITY HOLDINGS, INC.

**Signature:** /s/ Jeffrey E. Eberwein  
**Name/Title:** Jeffrey E. Eberwein, Chief Executive Officer  
**Date:** 03/03/2026

### STAR OPERATING COMPANIES, INC.

**Signature:** /s/ Richard K. Coleman, Jr.  
**Name/Title:** Richard K. Coleman, Jr., Chief Executive Officer  
**Date:** 03/03/2026

### STAR EQUITY FUND, LP

**Signature:** /s/ Jeffrey E. Eberwein  
**Name/Title:** Jeffrey E. Eberwein, Manager of Star Equity Fund GP, LLC, the general partner of Star Equity Fund LP  
**Date:** 03/03/2026

### STAR EQUITY FUND GP, LLC

**Signature:** /s/ Jeffrey E. Eberwein  
**Name/Title:** Jeffrey E. Eberwein, Manager  
**Date:** 03/03/2026

### STAR INVESTMENT MANAGEMENT, LLC

**Signature:** /s/ Jeffrey E. Eberwein  
**Name/Title:** Jeffrey E. Eberwein, Manager  
**Date:** 03/03/2026

### STAR VALUE INVESTMENTS, LLC

**Signature:** /s/ Richard K. Coleman, Jr.  
**Name/Title:** Richard K. Coleman, Jr., CEO of Star Operating Companies, Inc., the sole member of Star Value Investments, LLC  
**Date:** 03/03/2026

### JEFFREY E. EBERWEIN

**Signature:** /s/ Jeffrey E. Eberwein  
**Name/Title:** Jeffrey E. Eberwein  
**Date:** 03/03/2026



## Star Equity Fund Calls on GEE Group to Run a Legitimate Sale Process

### *Prior "Review of Strategic Alternatives" Failed Stockholders*

**Old Greenwich, CT – March 3, 2026** – Star Equity Fund, LP ("Star Equity Fund" or "we"), a 5.4% stockholder of GEE Group, Inc. (NYSE American: JOB) ("GEE Group" or the "Company"), issues the following statement calling on GEE Group's Board of Directors (the "Board") to immediately retain a qualified, independent investment bank to conduct a thorough and competitive sale process that maximizes value for all GEE Group stockholders. We believe initiating a robust sale process is the most appropriate way for the incumbent board of directors (the "Board") of the Company to exercise its fiduciary duties given the multiple unsolicited offers it said it has received recently.

We are calling on the Board to take the following steps immediately:

1. **Retain a qualified, independent investment bank.** The Board should hire a reputable investment bank with experience in staffing and professional services to run a comprehensive sale process and solicit interest from potential strategic and financial acquirers.
2. **Have the investment bank report to the Board's M&A Committee, not Company management.** The investment bank should report directly to the M&A Committee of the Board, not to CEO Derek Dewan or other members of the Board or management whose preferences or self-interests may conflict with stockholders' interests.
3. **Run a real, competitive sale process.** The Board must broadly market the Company and evaluate all credible proposals to maximize stockholder value, rather than merely validate management's existing plan to continue to operate the Company, which we believe was the outcome of the Board's 2023–2024 review of strategic alternatives.
4. **Sell GEE Group to the highest bidder.** Given the Company's prolonged share price underperformance, steep revenue declines, and large cumulative losses, GEE Group should be a seller, not a buyer, and the Board's fiduciary duty is to secure the best available value for stockholders.

### **Prior "Review of Strategic Alternatives" Failed Stockholders and the Status Quo Is Unacceptable**

In August 2023, under pressure from stockholders, GEE Group entered into a cooperation agreement requiring the Board to engage an outside advisor to evaluate strategic opportunities to maximize stockholder value. The Board formed an independent M&A Committee, retained DC Advisory, and in December 2023 formally commenced a review of strategic alternatives. The Board "unanimously concluded" the review in April 2024 by simply reaffirming GEE Group's existing failed strategy and an "accelerated program for strategic acquisitions," effectively endorsing the status quo rather than pursuing a sale or other transformative transaction.

Since that review, GEE Group's financial performance and share price have continued to deteriorate. The Company's revenue in FY 2025 was \$96.5 million, a 42% decline from the FY 2022 peak and a 10% decline

compared to FY 2024. Furthermore, the Company's shares have traded close to cash per share since March 2025, and the stock price has declined almost 86% over the last five years. We believe the persistence of this low stock price is a vote of "no confidence" in the incumbent Board's existing strategy and a sale to the highest bidder remains the only acceptable course of action.

The failed 2023–2024 review, coupled with the incumbent Board stubbornly continuing its pursuit of a failed strategy, have eroded stockholder value. We believe strongly that GEE Group's stockholders would be best served by a truly independent, banker-led sale process to the highest bidder. Star Equity Fund remains ready to engage constructively with the Board to help maximize value for all stockholders.

**About Star Equity Fund, LP**

Star Equity Fund, LP is an investment fund managed by the Investments Division of Star Equity Holdings, Inc. Star Equity Fund seeks to unlock stockholder value and improve corporate governance at its portfolio companies.

**About Star Equity Holdings, Inc.**

Star Equity Holdings, Inc. (Nasdaq: STRR) is a diversified holding company with four divisions: Building Solutions, Business Services, Energy Services, and Investments.

**For more information contact:**

**Star Equity Fund, LP**

Jeffrey E. Eberwein

Portfolio Manager

203-489-9501

[jeff.eberwein@starequity.com](mailto:jeff.eberwein@starequity.com)

**The Equity Group**

Lena Cati

Senior Vice President

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