
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

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)

04/29/2026

(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).

SCHEDULE 13D

CUSIP Number(s):	36165A102
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1	Name of reporting person STAR EQUITY HOLDINGS, 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 Number(s): 36165A102

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	7	Sole Voting Power

Beneficially Owned by Each Reporting Person With:		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 Number(s): 36165A102

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 Number(s):	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)	

SCHEDULE 13D

CUSIP Number(s): 36165A102

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) 00	

SCHEDULE 13D

CUSIP Number(s): 36165A102

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 Number(s): 36165A102

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	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) IN	

Comment for Type of Reporting Person:

The following constitutes Amendment No. 2 ("Amendment No.2") to the Schedule 13D filed by the undersigned on January 22, 2026 (as previously amended, the "Schedule 13D"). This Amendment No. 2 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 April 29, 2026, Star Equity Fund issued a press release ("April 29th Press Release") calling on GEE Group's Management (the "Management") and the Issuer's board of directors (the "Board") to negotiate revised employment agreements for CEO Derek Dewan, CFO Kim Thorpe, and COO Alex Stuckey removing the value-destroying, excessive severance and the exceptionally anti-shareholder change in control ("CIC") provisions.

Star Equity Fund additionally articulated its belief that the the CIC provisions are not only excessive but actively impede the Board's ability to run a clean, competitive, and value maximizing sales process. Star Equity Fund also called for the Board to work to remove all impediments to running a robust sale process.

Star Equity Fund concluded the April 29th 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 April 29th Press Release is qualified in its entirety by reference to the full text of the April 29th 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 April 29, 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: 04/29/2026

STAR OPERATING COMPANIES, INC.

Signature: /s/ Richard K. Coleman, Jr.
Name/Title: Richard K. Coleman, Jr., Chief Executive Officer
Date: 04/29/2026

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: 04/29/2026

STAR EQUITY FUND GP, LLC

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein, Manager
Date: 04/29/2026

STAR INVESTMENT MANAGEMENT, LLC

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein, Manager
Date: 04/29/2026

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: 04/29/2026

JEFFREY E. EBERWEIN

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein
Date: 04/29/2026

Star Equity Fund Calls on GEE Group to Change Egregious Executive Employment Agreements

Management and Board Should Remove All Impediments to Maximizing Sale Proceeds

Old Greenwich, CT – April 29, 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 Management (the "Management") and Board of Directors (the "Board") to negotiate revised employment agreements for CEO Derek Dewan, CFO Kim Thorpe, and COO Alex Stuckey (together, the "2023 Agreements") removing the value-destroying, excessive severance and the exceptionally anti-shareholder change in control ("CIC") provisions. In our March 3, 2026 press release, we encouraged the Board to run a sale process to maximize value for all GEE Group stockholders, and we applaud the Company's subsequent decision to hire Roth Capital partners to assist in evaluating strategic alternatives. We believe that, as part of this process, JOB's Management and Board should remove all impediments to maximizing the potential sale proceeds.

GEE Group's Board Agreed to Massive CIC Payments to Management in the 2023 Agreements

On March 30, 2023, a shareholder activist filed a Schedule 13-D on JOB and within one month's time, without prior notice or shareholder approval, the Board rewarded a severely underperforming management team with the 2023 Agreements. Notably, prior to our January 21, 2026 press release that effectively "put GEE Group in play", JOB's stock price had declined approximately 58%, 82%, and 96% over the previous 3, 5, and 10 years, respectively. **Despite this massive decline in stockholder value, we estimate a CIC per the 2023 Agreements would trigger payments of at least \$8 million to the three executives – a staggering 35% of JOB's unaffected market cap.**

The 2023 Agreements are Excessive, Anti-Shareholder, and Disruptive to a Value-Maximizing Sale Process

The 2023 Agreements contain provisions that impose massive, open-ended financial obligations on the JOB shareholders – obligations that will destroy significant value for JOB's long-suffering shareholders.

Specifically, upon a CIC, the 2023 Agreements provide:

- A lump sum cash severance due to each executive equal to three times the sum of (i) base salary plus (ii) *maximum* target cash bonus without regard to any achievement of performance targets.
- Unlimited tax gross-up provisions mandating the Company to pay the full 20% excise tax burden, as well as taxes on the gross up payment itself, on any amounts considered excess parachute payments by the IRS – an uncapped obligation entirely at the expense of stockholders.
- An unusual and easily triggered CIC definition that includes: (i) the acquisition of more than 20% of JOB's stock by any individual or group, or the sale of more than 20% of assets – thresholds no reasonable person would characterize as a CIC, and (ii) the incumbent board members ceasing to constitute at least 2/3 of a majority on the Board.

Taken together, these provisions do not merely compensate JOB's executives for a CIC but actively impede the Board's ability to run a clean, competitive, and value-maximizing sale process by diverting significant sums from stockholders to a poorly performing management team. GEE Group shareholders deserve a Board that is fully committed to maximizing shareholder value rather than one more focused on Management compensation and protecting its own tenure. We believe a robust sale process is the best way for the Board to maximize value for JOB shareholders, and the Board should take immediate action to remove all impediments to doing so. Star Equity Fund remains ready to engage constructively with the Board to help maximize value for all shareholders.

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

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The Equity Group

Lena Cati

Senior Vice President

212-836-9611

lcati@theequitygroup.com
