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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - THORPE KIM D 2. Issuer Name and Ticker or Trading Symbol
GEE Group Inc. [JOB] 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Officer (give title below) Other (specify below) CFO

(Last)
(First)
(Middle)

C/O 7751 BELFORT PARKWAY, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)

06/30-05:00/2020

(Street)

JACKSONVILLE, FL 32256

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)
(State)
(Zip)

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

06/30-05:00/2020

A

(1)

A

\$

1

209,324

(2)

I

FRUS Capital LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **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 control number.** SEC 1474 (9-02)

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 Underlying Securities

(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 of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4) 11. Nature of Indirect Beneficial Ownership

(Instr. 4) Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

8% Convertible Subordinated Note

\$

1

06/30-05:00/2020

M

100,000

05/15-05:00/2019 10/03-05:00/2021

Common Stock

100,000

\$

1

0

I

FRUS Capital LLC

Series C Preferred Stock

\$

1

06/30-05:00/2020

M

9,324

05/17-05:00/2019

[\(3\)](#)

Common Stock

9,324

\$

1

0

I

FRUS Capital LLC

Reporting Owners

Reporting Owner Name / Address Relationships Director 10% Owner Officer Other THORPE KIM D
C/O 7751 BELFORT PARKWAY
SUITE 150
JACKSONVILLE, FL 32256

X

CFO

Signatures

/s/ Kim Thorpe

07/13-05:00/2020

--Signature of Reporting Person Date

Explanation of Responses:

* 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). **(1)** Includes (i) 100,000 shares of common stock issued pursuant to conversion of 8% Convertible Subordinated Note into shares of Series C Cumulative Convertible Preferred Stock, and which were simultaneously converted into shares of common stock at \$1.00 per share, and (ii) 9,324 shares of Series C Preferred Stock converted into shares of common stock at \$1.00 per share. The 9,324 shares of Series C Preferred Stock converted includes 2,143 shares of common stock issued as accrued and unpaid interest at \$1.00 per shares. **(2)** Includes 100,000 shares of restricted common stock which were granted as compensation for services performed as a director of the Company and will cliff vest at the end of a three-year period on August 21, 2022. **(3)** No expiration date.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.