

## FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * <u>Sandberg David</u>  (Last) (First) (Middle) 40 SE 5TH STREET SUITE 502  (Street) BOCA RATON FL 33432  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2023	3. Issuer Name and Ticker or Trading Symbol <u>GEE Group Inc. [ JOB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	6,057,244 <sup>(1)(3)</sup>	I	By: The Red Oak Fund, L.P.
Common Stock, no par value	3,895,431 <sup>(2)(3)</sup>	I	By: The Red Oak Long Fund, L.P.

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

1. Red Oak Fund, L.P. may be deemed to beneficially own 6,057,244 shares of Common Stock.

2. Red Oak Long Fund, L.P. may be deemed to beneficially own 3,895,431 shares of Common Stock.

3. Red Oak Fund, L.P. ("ROF") and Red Oak Long Fund, L.P. ("ROLF") are each controlled by Red Oak Partners, LLC ("ROP"). Therefore, ROP may be deemed to beneficially own (i) the 6,057,244 shares of Common Stock held by ROF and (ii) the 3,895,431 shares of Common Stock held by ROLF. Mr. Sandberg is the controlling member of ROP. Mr. Sandberg, as the managing member of ROP may be deemed to beneficially own the 9,952,675 shares of Common Stock beneficially owned by ROP through ROF and ROLF. Each of ROP and Mr. Sandberg may be deemed to have shared voting and dispositive power with respect to (i) the 6,057,244 shares of Common Stock held by ROF, and (ii) the 3,895,431 shares of Common Stock held by ROLF. Mr. Sandberg was appointed as a Class I director of the Company on August 11, 2023 pursuant to that certain Cooperation Agreement, dated August 9, 2023, by and between the Issuer and ROP.

## Remarks:

/s/ David Sandberg

08/29/2023

\*\* 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 5 (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.