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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <b>THORPE KIM D</b>  (Last) (First) (Middle) <b>C/O 7751 BELFORT PARKWAY SUITE 150</b>  (Street) <b>JACKSONVILLE FL 32256</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GEE Group Inc. [ JOB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <b>Senior Vice President, CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/21/2024</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/21/2024		P		35,906 <sup>(1)</sup>	A	\$0.3495	1,275,055	I	Self-Directed IRA Account
Common Stock, no par value	05/23/2024		P		46,300 <sup>(1)</sup>	A	\$0.3554	1,321,355 <sup>(2)</sup>	I	Self-Directed IRA Account

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The shares are held under a Self-Directed IRA Account for which Mr. Thorpe has the sole voting and dispositive power over the shares.
- Includes (a) 192,657 shares of common stock that are held by FRUS Capital, LLC, an entity 50% owned by Mr. Thorpe and 50% owned by his wife, Susan M. Thorpe, and (b) 920,384 shares owned by Mr. Thorpe directly, of which 438,178 are restricted shares to be earned over three-year periods from their dates of grant and cliff vest as follows: (i) 208,333 restricted shares on August 13, 2024, (ii) 183,873 restricted shares on December 2, 2025, and (iii) 45,972 restricted shares on December 1, 2026. In addition, included are 208,314 restricted shares that Mr. Thorpe is eligible to earn in the future under the Company's Annual Incentive Compensation Program, but for which the final amounts to be granted are to be earned over three-year periods from their dates of grant, and that also are subject to the achievement of future performance-based measures.

**Remarks:**

/s/ Kim Thorpe 05/23/2024

\*\* 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 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).

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.