

GEE Group Inc.  
Form 10-K  
December 27, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 10-K**

- x Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended **September 30, 2018**
- o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number **1-05707**

**GEE GROUP INC.**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction of incorporation  
or organization)

**36-6097429**  
(I.R.S. Employer Identification Number)

**7751 Belfort Parkway, Suite 150,**  
**Jacksonville, FL**  
(Address of principal executive offices)

**32256**  
(Zip Code)

Registrant's telephone number, including area code: **(630) 954-0400**

**184 Shuman Blvd., Suite 420, Naperville, IL**  
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

**Common Stock, no par value**

**NYSE MKT**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K.

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

|                         |                       |                           |                                  |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer         | <input type="radio"/>            |
| Non-accelerated filer   | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |
| Emerging growth company | <input type="radio"/> |                           |                                  |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
o No x

The aggregate market value of shares of common stock held by non-affiliates of the registrant on March 31, 2018 was 8,129,826 x \$2.64 = \$21,462,741.

The number of shares outstanding of the registrant's common stock as of December 17, 2018 was 11,204,635.

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## PART I

### Forward Looking Statements

*This Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company has based these forward-looking statements on the Company's current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us and the Company's subsidiaries that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue" or the negative of such terms or other similar expressions. Factors that might cause or contribute to such a material difference include, but are not limited to, those discussed elsewhere in this Annual Report, including the section entitled "Risk Factors" and the risks discussed in the Company's other Securities and Exchange Commission filings. The following discussion should be read in conjunction with the Company's audited Financial Statements and related Notes thereto included elsewhere in this report.*

### Item 1. Business.

#### General

GEE Group Inc. (the "Company", "us", "our" or "we") was incorporated in the State of Illinois in 1962 and is the successor to employment offices doing business since 1893. We are a provider of permanent and temporary professional, industrial and physician assistant staffing and placement services in and near several major U.S cities. We specialize in the placement of information technology, engineering, medical and accounting professionals for direct hire and contract staffing for our clients, and provide temporary staffing services for our commercial clients.

The Company has several subsidiary corporations all of which are wholly owned and consolidated under GEE Group, Inc. The Company's material operating subsidiaries include Access Data Consulting Corporation, Agile Resources, Inc., BMCH, Inc., Paladin Consulting, Inc., Scribe Solutions, Inc., SNI Companies, Triad Logistics, Inc., and Triad Personnel Services, Inc. In addition, the Company and its operating subsidiaries own and operate under other trade names, including Ashley Ellis, Certes Financial Professionals, General Employment Enterprises and Omni One.

## Recent Acquisitions

On October 4, 2015, the Company entered a Stock Purchase Agreement with William Daniel Dampier and Carol Lee Dampier (the “Access Sellers”) pursuant to which the Company acquired on October 4, 2015, 100% of the outstanding stock of Access Data Consulting Corporation., a Colorado corporation, for a purchase price equal to approximately \$16,000,000 in consideration. The purchase price consisted of \$8,000,000 in cash (subject to minimum working capital), the issuance to the Access Sellers 327,869 shares of Company common stock, a Promissory note in the aggregate of \$3,000,000 and up to \$2,000,000 of an “earnout”. On April 4, 2016, the Company issued approximately 123,000 of additional shares of common stock to the Sellers of Access Data Consulting Corporation. This was based on market value of the stock on April 4, 2016 being approximately \$544,000 less than \$2,000,000 six month guaranteed and based on the closing stock price of \$4.44 per common share. The Company recognized a loss on change of contingent consideration of approximately \$44,000 for the year ended September 30, 2016. The earnout was not achieved. In addition, the Company increased the original purchase price by approximately \$600,000 related to a mutual tax election as described in the purchase agreement.

On January 1, 2016, the Company entered a Stock Purchase Agreement (the “Paladin Agreement”) with Enoch S. Timothy and Dorothy Timothy. Pursuant to the terms of the Paladin Agreement the Company acquired on January 1, 2016, 100% of the outstanding stock of Paladin Consulting Inc., a Texas corporation (“Paladin”), for a purchase price (the “Purchase Price”) equal to \$1,750,000, minus the Circle Lending Loan Amount ( as defined in the Paladin Agreement) plus up to \$1,000,000 in contingent promissory notes, minus the NWC Reduction Amount (as defined in the Paladin Agreement ) (if any) plus up to \$1,250,000 of “earnouts”, for a total of approximately \$2,625,000.

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The Company entered into an Agreement and Plan of Merger dated as of March 31, 2017 (the “Merger Agreement”) by and among the Company, GEE Group Portfolio, Inc., a Delaware corporation and a wholly owned subsidiary of the Company, (the “GEE Portfolio”), SNI Holdco Inc., a Delaware corporation (“SNI Holdco”), Smith Holdings, LLC a Delaware limited liability company, Thrivent Financial for Lutherans, a Wisconsin corporation, organized as a fraternal benefits society (“Thrivent”), Madison Capital Funding, LLC, a Delaware limited liability company (“Madison”) and Ronald R. Smith, in his capacity as a stockholder (“Mr. Smith” and collectively with Smith Holdings, LLC, Thrivent and Madison, the “Principal Stockholders”) and Ronald R. Smith in his capacity as the representative of the SNIH Stockholders (“Stockholders’ Representative”). The Merger Agreement provided for the merger subject to the terms and conditions set forth in the Merger Agreement of SNI Holdco with and into GEE Portfolio pursuant to which GEE Portfolio would be the surviving corporation (the “Merger”). The Merger was consummated on April 3, 2017. As a result of the Merger, GEE Portfolio became the owner 100% of the outstanding capital stock of SNI Companies, a Delaware corporation and a wholly-owned subsidiary of SNI Holdco (“SNI Companies” and collectively with SNI Holdco, the “Acquired Companies”).

The aggregate consideration paid for the shares of SNI Holdco (the “Merger Consideration”) was \$86 million minus the \$20,220,710 of Long Term Debt (as defined in the Merger Agreement) of the Acquired Companies immediately before closing plus or minus the “NWC Adjustment Amount” or the difference in the book value of the Closing Net Working Capital (as defined in the Merger Agreement) of the Acquired Companies as compared to the Benchmark Net Working Capital (as defined in the Merger Agreement) of the Acquired Companies of \$9.2 million.

On April 3, 2017, the Company paid to certain SNIH Stockholders as part of the Merger Consideration (i) an aggregate of approximately \$18,550,000 in cash, (ii) an aggregate of \$12.5 million in aggregate principal amount of its 9.5% Convertible Subordinated Notes and (iii) an aggregate of 5,926,000 shares of its Series B convertible preferred stock. The 9.5% Notes mature on October 3, 2021. The 9.5% Notes are convertible into shares of the Company’s Common Stock at a conversion price equal to \$5.83 per share. The Series B Convertible Preferred Stock has a liquidation preference of \$4.86 per share. Each share of Series B Convertible Preferred Stock is convertible at the option of the holder thereof into one share of Common Stock at an initial conversion price equal to \$4.86 per share.

At Closing, \$1.5 million of the cash of the Merger Consideration was retained by the Company (the “Working Capital Reserve Fund”) and is subject to payment and adjustment as follows. The Merger Consideration will be adjusted (positively or negatively) based upon the difference in the book value of the Closing Net Working Capital (as defined in the Merger Agreement) as compared to the Benchmark Net Working Capital (as defined in the Merger Agreement) of \$9.2 million (such difference to be called the “NWC Adjustment Amount”). If the NWC Adjustment Amount is positive, the Merger Consideration will be increased by the NWC Adjustment Amount. If the NWC Adjustment Amount is negative, the Merger Consideration will be decreased by the NWC Adjustment Amount. If the Merger Consideration increases, then the Company will pay the Stockholders’ Representative account for payment to SNIH Stockholders the amount of the increase plus the Working Capital Reserve Fund in immediately available funds within three (3) business days of a final determination thereof. If the Merger Consideration decreases, then SNIH Stockholders will pay the amount of the decrease to the Company within three (3) business days of a final determination thereof, which first shall be funded from the Working Capital Reserve Fund (which shall be credited to

the SNIH Stockholders). If the amount of the Merger Consideration decrease exceeds the Working Capital Reserve Fund, then the SNIH Stockholders, will pay the difference to the Company, severally, not jointly, in accordance with their SNIH Ownership Proportion (as defined in the Merger Agreement), in immediately available funds within twenty (20) days of a final determination. If the Working Capital Reserve Fund exceeds the payment due from SNIH Stockholders then the remaining balance of those funds after the payment to the Company shall be paid to the Stockholders' Representative's account for payment to the SNIH Stockholders in immediately available funds.

### **Services Provided**

The Company and its subsidiaries provide the following services: (a) professional placement services specializing in the placement of information technology, engineering, medical data entry assistants (medical scribes) who specialize in electronic medical records (EMR) services for emergency departments, specialty physician practices and clinics and accounting professionals for direct hire and contract staffing, and (b) temporary staffing services in light industrial staffing.

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Together with its subsidiaries, the Company provides staffing services through a network of branch offices located in major metropolitan areas throughout the United States. The Company's professional staffing services provide information technology, engineering, medical and accounting professionals to clients on either a regular placement basis or a temporary contract basis. The Company's industrial staffing business provides weekly temporary staffing for light industrial clients, primarily in Ohio.

The Company's contract and placement services are principally provided under two operating divisions or segments: Professional Staffing Services and Industrial Staffing Services.

The Company's operating subsidiaries and service verticals served under each of its operating divisions are as follows:

Access Data Consulting provides higher-end IT consulting and IT contract staffing services including project management support to businesses regionally and throughout the U.S.

Agile Resources delivers unique CIO advisory services and IT project support resources in the areas of application architecture and delivery, enterprise operations, information lifecycle management and project management all with flexible delivery options

Ashley Ellis works with C-suite and senior executives to offer full cycle engineering and IT contract staffing services, with a focus on business intelligence, application development and network infrastructure, to clients throughout the U.S.

General Employment Enterprises is the oldest brand and primarily provides direct hire placements for Accounting and Engineering, with an emphasis on mechanical, manufacturing and equipment maintenance, clients throughout the Midwest

Omni One specializes in technical and professional direct-hire and contract staffing solutions, for manufacturing and engineering clients primarily spread-out through the Midwest

Paladin Consulting provides IT, Accounting and Human Resource contract staffing through Resource Process Outsourcing (RPO), Managed Service Provider (MSP) and Vendor Management (VMS) capabilities

Scribe Solutions provides Emergency Room and Physician Practices with highly trained medical scribes for personal assistant work in connection with electronic medical records (EMR)

SNI Companies provides recruitment and both direct hire and contract staffing services, specializing in Admin, Accounting, Finance, Banking, and IT, to fourteen major U.S. metropolitan markets

Triad Staffing provides light industrial contract labor for all phases of manufacturing and assembly, warehousing, packing and shipping, custodial and general labor operations throughout Ohio

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GEE Group Inc.'s business strategy is multi-dimensional and encompasses both organic growth and growth through strategic acquisitions. Since 2015, the Company has completed five acquisitions, the most recent of which was SNI which to date has been its largest. The main tenants of the Company's strategy are to:

- Provide innovative solutions for clients delivered through an enhanced menu of professional service offerings in the Company's existing markets and comprised of multiple specialties, including IT, Finance and Accounting, Engineering, and Healthcare;

The percentage of revenues derived from each of the Company's direct hire and contract services lines are as follows:

|                                | <b>Fiscal</b> |             |
|--------------------------------|---------------|-------------|
|                                | <b>2018</b>   | <b>2017</b> |
| Direct hire placement services | 13.9%         | 10.9%       |
| Professional contract services | 73.0%         | 70.7%       |
| Industrial contract services   | 13.1%         | 18.4%       |

**Marketing**

The Company markets its staffing services using its corporate and trade names in their respective vertical markets. As of September 30, 2018, we operated thirty-four branch offices in downtown or suburban areas of major U.S. cities in thirteen states. We have one office located in each of Arizona, Connecticut, Georgia, Minnesota, New Jersey, Virginia and Washington DC, three offices in Colorado and Illinois, four offices in Massachusetts and Texas, six offices in Ohio and seven offices in Florida.

The Company markets its staffing services to prospective clients primarily through telephone marketing by its recruiting and sales consultants, and through mailing of employment bulletins which list candidates available for placement and contract employees available for assignment.

There was no customer that represented more than 10% of the Company's consolidated revenue in fiscal 2018 or fiscal 2017.

## **Competition**

The staffing industry is highly competitive. There are relatively few barriers to entry by firms offering placement services, while significant amounts of working capital typically are required for firms offering contract services. The Company's competitors include many sole-proprietorship operations, as well as regional and national organizations. Many of them are large corporations with substantially greater resources than the Company.

The Company's professional and industrial staffing services compete by providing highly qualified candidates who are well matched for the position, by responding quickly to client requests, and by establishing offices in convenient locations. As part of its service, the Company provides professional reference checking, scrutiny of candidates' work experience and optional background checks. In general, pricing is secondary to quality of service as a competitive factor. During slow hiring periods, however, competition can put pressure on the Company's pricing.

## **Recruiting**

The success of the Company's services is highly dependent on its ability to obtain qualified candidates. Prospective employment candidates are generally recruited over the telephone, by the Company's employment consultants or through postings on the Internet. For Internet postings, the Company maintains its own web page at [www.geegroup.com](http://www.geegroup.com) and uses other Internet job posting bulletin board services. The Company maintains database records of applicants' skills to assist in matching them with job openings and contract assignments. The Company generally screens and interviews all applicants who are presented to its clients.

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**Employees**

As of September 30, 2018, the Company had approximately 389 regular employees and the number of contract service employees varied week to week from a minimum of approximately 2,735 to a maximum of 3,539.

**Available Information**

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and amendments to reports filed or furnished pursuant to Sections 13(a), 14 and 15(d) of the Exchange Act. The public may obtain these filings at the Securities and Exchange Commission (the “SEC”) Public Reference Room at 100 F Street, NE, Washington DC 20549 or by calling the SEC at 1-800-SEC-0330. The SEC also maintains a web site at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding the Company and other companies that file material with the SEC electronically. Copies of the Company’s reports can be obtained, free of charge, electronically through our internet website, <http://www.geegroup.com>. Information on the Company’s website is not incorporated in this report by the foregoing reference.

**Item 1A. Risk Factors.**

**WE HAVE EXPERIENCED LOSSES FROM OPERATIONS AND MAY NOT BE PROFITABLE IN THE FUTURE.**

The Company experienced net losses for the years ended September 30, 2018 and 2017. Among the consequences of the net losses experienced, the Company has been required to obtain amendments and waivers for missed covenants under its senior revolving credit, term loan and security agreement. Other possible consequences of recurring net losses include, but are not limited to, asset impairments, negative cash flows and possibly the inability of the Company to continue operating as a going concern. Management has taken definitive actions to improve operations, reduce costs and improve operating profitability, and position the Company for future growth. The Company also is seeking replacement financing with a view towards reducing its borrowing costs. However, there are no assurances that the Company will be able to generate sufficient revenue to meet its operating expenditures or operate profitably in the future.

**RECENT GLOBAL TRENDS IN THE FINANCIAL MARKETS COULD ADVERSELY AFFECT OUR BUSINESS, LIQUIDITY AND FINANCIAL RESULTS.**

Recent global economic conditions, including disruption of financial markets, could adversely affect our business and results of operations, primarily through limiting our access to credit, our ability to refinance debt and disrupting our customers' businesses, which are heavily dependent on retail and e-commerce transactions. Although we currently believe that we will be able to obtain the necessary financing in the future, there is no assurance that these institutions will be able or willing to loan us the necessary capital, which could have a material adverse impact on our business. In addition, continuation or worsening of general market conditions in the United States economy important to our businesses may adversely affect our customers' level of spending, ability to obtain financing for acquisitions and ability to make timely payments to us for our services, which could require us to increase our allowance for doubtful accounts, negatively impact our days sales outstanding and adversely affect our results of operations.

**WE DEPEND ON ATTRACTING, INTEGRATING, MANAGING, AND RETAINING QUALIFIED PERSONNEL.**

Our success depends upon our ability to attract, integrate, manage and retain personnel who possess the skills and experience necessary to fulfill our clients' needs. Our ability to hire and retain qualified personnel could be impaired by any diminution of our reputation, decrease in compensation levels relative to our competitors or modifications to our total compensation philosophy or competitor hiring programs. If we cannot attract, hire and retain qualified personnel, our business, financial condition and results of operations would be negatively impacted. Our future success also depends upon our ability to manage the performance of our personnel. Failure to successfully manage the performance of our personnel could affect our profitability by causing operating inefficiencies that could increase operating expenses and reduce operating income.

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**WE MAY NOT BE ABLE TO COMPETE EFFECTIVELY.**

Competition in the market for placement and staffing services is intense. The Company faces competition from many larger, more established companies. In addition, other companies could seek to introduce competing services and increased competition could result in a decrease in the price charged by the Company's competitors for their services or reduce demand for the Company's products and services, which would have a material adverse effect on the Company's business, operating results and financial condition. There can be no assurance that the Company will be able to compete successfully with its existing or potential competitors, which may have substantially greater financial, technical, and marketing resources, longer operating histories, greater name recognition or more established relationships in the industry than the Company. If any of these competitors provides competitive services to the marketplace in the future, the Company cannot be sure that it will have the resources or expertise to compete successfully.

**CHANGES IN GOVERNMENT REGULATION COULD LIMIT OUR GROWTH OR RESULT IN ADDITIONAL COSTS OF DOING BUSINESS.**

We are subject to the same federal, state and local laws as other companies conducting placement and staffing services, which is extensive. The adoption or modification of laws related to the placement and staffing industry, such as the Healthcare for America Plan, could harm our business, operating results and financial condition by increasing our costs and administrative burdens.

**INTERRUPTION OF THE COMPANY'S BUSINESS COULD RESULT FROM INCREASED SECURITY MEASURES IN RESPONSE TO TERRORISM.**

The continued threat of terrorism within the United States and the ongoing military action and heightened security measures in response to such threat has and may cause significant disruption to commerce. The U.S. economy in general is being adversely affected by terrorist activities and potential activities. Any economic downturn could adversely impact the Company's results of operations, impair the Company's ability to raise capital or otherwise adversely affect the Company's ability to grow the business. It is impossible to predict how this may affect the Company's business or the economy in the U.S. and in the world. In the event of further threats or acts of terrorism, the Company's business and operations may be severely and adversely affected.

**SUBSTANTIAL ALTERATION OF THE COMPANY'S CURRENT BUSINESS AND REVENUE MODEL COULD HURT SHORT-TERM RESULTS.**

The Company's present business and revenue model represents the current view of the optimal business and revenue structure, which is to derive revenues and achieve profitability in the shortest period. There can be no assurance that current models will not be altered significantly or replaced with an alternative model that is driven by motivations other than near-term revenues and/or profitability (for example, building market share before the Company's competitors). Any such alteration or replacement of the Company's current business and revenue model may ultimately result in the deferring of certain revenues in favor of potentially establishing larger market share. The Company cannot assure that any adjustment or change in the business and revenue model would prove to be successful whether adopted in response to industry changes or for other reasons.

**THE REQUIREMENTS OF BEING A PUBLIC COMPANY MAY STRAIN OUR RESOURCES AND DISTRACT MANAGEMENT.**

As a public company, we are subject to the reporting requirements of the Exchange Act and the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). These requirements are extensive. The Exchange Act requires that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal controls over financial reporting.

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We incur significant costs associated with our public company reporting requirements and costs associated with applicable corporate governance requirements. These applicable rules and regulations significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly than privately owned companies that are not SEC registrants. This also may divert management's attention from other business concerns, which must be balanced so as not to cause material adverse effects on our business, financial condition and results of operations. We also believe compliance risks associated with these rules and regulations tend to make it more difficult and expensive to obtain director and officer liability insurance and could result in our need to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our Board of Directors or as executive officers. We are currently evaluating and monitoring developments with respect to these rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

**FAILURE TO ACHIEVE AND MAINTAIN EFFECTIVE INTERNAL CONTROLS IN ACCORDANCE WITH SECTION 404 OF THE SARBANES-OXLEY ACT COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS AND OPERATING RESULTS. IN ADDITION, CURRENT AND POTENTIAL STOCKHOLDERS COULD LOSE CONFIDENCE IN OUR FINANCIAL REPORTING, WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR STOCK PRICE.**

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed. We are required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal controls over financial reporting. During the course of our testing, we may identify deficiencies which we may not be able to remediate in time for compliance with the requirements of Section 404. In addition, if we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time; we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to achieve and maintain an effective internal control environment could also cause investors to lose confidence in our reported financial information, which could have a material adverse effect on our stock price.

We cannot provide assurance as to the result of these efforts. We cannot be certain that any measures we take will ensure that we implement and maintain adequate internal controls in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations.

**A MORE ACTIVE, LIQUID TRADING MARKET FOR OUR COMMON STOCK MAY NOT DEVELOP, AND THE PRICE OF OUR COMMON STOCK MAY FLUCTUATE SIGNIFICANTLY.**

Although our common stock is listed on the NYSE MKT, we cannot assure you that an active public market will develop for our common stock. There has been relatively limited trading volume in the market for our common stock, and a more active, liquid public trading market may not develop or may not be sustained. Limited liquidity in the trading market for our common stock may adversely affect a stockholder's ability to sell its shares of common stock at the time it wishes to sell them or at a price that it considers acceptable. If a more active, liquid public trading market does not develop, we may be limited in our ability to raise capital by selling shares of common stock and our ability to acquire other companies or assets by using shares of our common stock as consideration. In addition, if there is a thin trading market or "float" for our stock, the market price for our common stock may fluctuate significantly more than the stock market as a whole. Without a large float, our common stock would be less liquid than the stock of companies with broader public ownership and, as a result, the trading prices of our common stock may be more volatile. Furthermore, the stock market is subject to significant price and volume fluctuations, and the price of our common stock could fluctuate widely in response to several factors, including:

- our quarterly or annual operating results;
- changes in our earnings estimates;
- investment recommendations by securities analysts following our business or our industry;
- additions or departures of key personnel;
- changes in the business, earnings estimates or market perceptions of our competitors;
- our failure to achieve operating results consistent with securities analysts' projections;
- changes in industry, general market or economic conditions; and
- announcements of legislative or regulatory changes.

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The stock market has experienced extreme price and volume fluctuations in recent years that have significantly affected the quoted prices of the securities of many companies, including companies in our industry. The changes often appear to occur without regard to specific operating performance. The price of our common stock could fluctuate based upon factors that have little or nothing to do with our Company and these fluctuations could materially reduce our stock price.

**NO DIVIDENDS ANTICIPATED.**

We intend to retain all future earnings for use in the development of our business and do not anticipate paying any cash dividends on our common stock in the near future.

**WE MAY NOT BE ABLE TO OBTAIN THE NECESSARY ADDITIONAL FINANCING TO ACHIEVE OUR STRATEGIC GOALS.**

There is no guarantee that we will be able to obtain any additional financing that may be required to continue to expand our business. Our continued viability depends on our ability to raise capital. Changes in economic, regulatory or competitive conditions may lead to cost increases. Management may also determine that it is in our best interest to expand more rapidly than currently intended, to expand marketing activities, to develop new or enhance existing services or products, to respond to competitive pressures or to acquire complementary services, businesses or technologies. In any such case or other change of circumstance, additional financing will be necessary. If any additional financing is required, there can be no assurances that we will be able to obtain such additional financing on terms acceptable to us and at times required by us, if at all. In such event, we may be required to materially alter our business plan or curtail all or a part of our expansion plans.

**WE MAY NOT BE ABLE TO MANAGE EXPECTED GROWTH AND INTERNAL EXPANSION.**

Our inability to manage growth could hurt our results of operations. Expansion of our operations will be required to address anticipated growth of our customer base and market opportunities. Expansion will place a significant strain on our management, operational and financial resources. We will need to improve existing procedures and controls as well as implement new transaction processing, operational and financial systems, procedures and controls to expand, train and manage our employee base. Our failure to manage growth effectively could have a damaging effect on our business, results of operations and financial condition.

**WE COULD BE HARMED BY IMPROPER DISCLOSURE OR LOSS OF SENSITIVE OR CONFIDENTIAL COMPANY, EMPLOYEE, ASSOCIATE OR CLIENT DATA, INCLUDING PERSONAL DATA.**

In connection with the operation of our business, we store, process and transmit a large amount of data, including personnel and payment information, about our employees, clients, associates and candidates, a portion of which is confidential and/or personally sensitive. In doing so, we rely on our own technology and systems, and those of third-party vendors we use for a variety of processes. We and our third-party vendors have established policies and procedures to help protect the security and privacy of this information. Unauthorized disclosure or loss of sensitive or confidential data may occur through a variety of methods. These include, but are not limited to, systems failure, employee negligence, fraud or misappropriation, or unauthorized access to or through our information systems, whether by our employees or third parties, including a cyberattack by computer programmers, hackers, members of organized crime and/or state-sponsored organizations, who may develop and deploy viruses, worms or other malicious software programs.

Such disclosure, loss or breach could harm our reputation and subject us to government sanctions and liability under our contracts and laws that protect sensitive or personal data and confidential information, resulting in increased costs or loss of revenues. It is possible that security controls over sensitive or confidential data and other practices we and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information. The potential risk of security breaches and cyberattacks may increase as we introduce new services and offerings, such as mobile technology. Further, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions in which we provide services. Any failure or perceived failure to successfully manage the collection, use, disclosure, or security of personal information or other privacy related matters, or any failure to comply with changing regulatory requirements in this area, could result in legal liability or impairment to our reputation in the marketplace.

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**WE COULD BE ADVERSELY AFFECTED BY RISKS ASSOCIATED WITH ACQUISITIONS AND JOINT VENTURES.**

We intend to expand our business through acquisitions of, or investments in joint ventures with, complementary businesses, technologies, services or products, subject to our business plans and management's ability to identify, acquire and develop suitable acquisition or investment targets in both new and existing service categories. In certain circumstances, acceptable acquisition or investment targets might not be available. Acquisitions involve a number of risks, including: (1) difficulty in integrating the operations, technologies, products and personnel of an acquired business, including consolidating redundant facilities and infrastructure; (2) potential disruption of our ongoing business and the distraction of management from our day-to-day operations; (3) difficulty entering markets in which we have limited or no prior experience and in which competitors have a stronger market position; (4) difficulty maintaining the quality of services that such acquired companies have historically provided; (5) potential legal and financial responsibility for liabilities of acquired businesses; (6) overpayment for the acquired company or assets or failure to achieve anticipated benefits, such as cost savings and revenue enhancements; (7) increased expenses associated with completing an acquisition and amortizing any acquired intangible assets; (8) challenges in implementing uniform standards, accounting policies, customs, controls, procedures and policies throughout an acquired business; (9) failure to retain, motivate and integrate key management and other employees of the acquired business; and (10) loss of customers and a failure to integrate customer bases.

In addition, if we incur indebtedness to finance an acquisition, it may reduce our capacity to borrow additional amounts and requiring us to dedicate a greater percentage of our cash flow from operations to payments on our debt, thereby reducing the cash resources available to us to fund capital expenditures, pursue other acquisitions or investments in new business initiatives and meet general corporate and working capital needs. This increased indebtedness may also limit our flexibility in planning for, and reacting to, changes in or challenges relating to our business and industry.

The use of our common stock or other securities (including those that might be convertible into or exchangeable or exercisable for our common stock) to finance any such acquisition may also result in dilution of our existing shareholders.

The potential risks associated with recent and future acquisitions could disrupt our ongoing business, result in the loss of key customers or personnel, increase expenses and otherwise have a material adverse effect on our business, results of operations and financial condition.

**WE FACE SIGNIFICANT EMPLOYMENT-RELATED LEGAL RISK.**

We employ people internally and in the workplaces of other businesses. Many of these individuals have access to client information systems and confidential information. An inherent risk of such activity includes possible claims of errors and omissions; intentional misconduct; release, misuse or misappropriation of client intellectual property, confidential information, funds, or other property; cyber security breaches affecting our clients and/or us; discrimination and harassment claims; employment of illegal aliens; criminal activity; torts; or other claims. Such claims may result in negative publicity, injunctive relief, criminal investigations and/or charges, civil litigation, payment by us of monetary damages or fines, or other material adverse effects on our business.

**OUR ABILITY TO UTILIZE OUR NET OPERATING CARRYFORWARDS AND CERTAIN OTHER TAX ATTRIBUTES MAY BE LIMITED.**

Federal and state tax laws impose restrictions on the utilization of net operating loss (“NOL”) and tax credit carryforwards in the event of an “ownership change” as defined by section 382 of the Internal Revenue Code of 1986, as amended (“Section 382”). Generally, an ownership change occurs if the percentage of the value of the stock that is owned by one or more direct or indirect “five percent shareholders” increases by more than 50% over their lowest ownership percentage at any time during the applicable testing period (typically, three years).

Under Section 382, if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change NOL carryforwards and other pre-change tax attributes to offset its post-change income may be limited. We have not completed a study to assess whether an “ownership change” has occurred or whether there have been multiple ownership changes since we became a “loss corporation” as defined in Section 382. Future changes in our stock ownership, which may be outside of our control, may trigger an “ownership change”. In addition, future equity offerings or acquisitions that have equity as a component of the purchase price could result in an “ownership change.” If an “ownership change” has occurred or does occur in the future, utilization of the NOL carryforwards or other tax attributes may be limited, which could potentially result in increased future tax liability to us.

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**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 2. Properties.**

The Company's policy is to lease commercial office space for all of its offices. The Company's headquarters are located in Jacksonville Florida which expires in 2020.

The Company markets its services using the trade names General Employment Enterprises, Omni One, Ashley Ellis, Agile Resources, Scribe Solutions Inc., Access Data Consulting Corporation, Paladin Consulting Inc., SNI Companies, Triad Personnel Services and Triad Staffing. As of September 30, 2018, we operated thirty-four branch offices in downtown or suburban areas of major U.S. cities in thirteen states. We have one office located in each of Arizona, Connecticut, Georgia, Minnesota, New Jersey, Virginia and Washington DC, three offices in Colorado and Illinois, four offices in Massachusetts and Texas, six offices in Ohio and seven offices in Florida.

Established offices are operated from leased space ranging from 800 to 7,500 square feet, generally for initial lease periods of one to five years, with cancellation clauses after certain periods of occupancy in some cases. Management believes that existing facilities are adequate for the Company's current needs and that its leasing strategies provide the Company with sufficient flexibility to open or close offices to accommodate business needs.

**Item 3. Legal Proceedings.**

As of September 30, 2018, the Company was not a party to any material legal proceedings.

**Item 4. Mine Safety Disclosures.**

Not applicable.



Table of Contents**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.****Market Information**

The Company’s common stock is listed on the NYSE MKT and is traded under the symbol “JOB.” The following table sets forth the quarterly high and low sales prices per share of the Company’s common stock on the consolidated market for each quarter within the last two fiscal years.

|                     | <b>Fourth</b>  | <b>Third</b>   | <b>Second</b>  | <b>First</b>   |
|---------------------|----------------|----------------|----------------|----------------|
|                     | <b>Quarter</b> | <b>Quarter</b> | <b>Quarter</b> | <b>Quarter</b> |
| <b>Fiscal 2018:</b> |                |                |                |                |
| High                | \$ 3.25        | \$ 3.05        | \$ 3.09        | \$ 3.45        |
| Low                 | \$ 2.16        | \$ 2.00        | \$ 2.45        | \$ 2.46        |
| <b>Fiscal 2017:</b> |                |                |                |                |
| High                | \$ 5.58        | \$ 7.00        | \$ 5.58        | \$ 5.27        |
| Low                 | \$ 2.81        | \$ 4.99        | \$ 4.06        | \$ 3.83        |

**Holders of Record**

There were approximately 696 holders of record of the Company’s common stock on September 30, 2018.

**Dividends**

No dividends were declared or paid during the years ended September 30, 2018 and September 30, 2017. We do not anticipate paying any cash dividends for the foreseeable future.

During the years ended September 30, 2018 and September 30, 2017, no equity securities of the Company were repurchased by the Company.

### **Securities Authorized for Issuance under Equity Compensation Plans**

As of September 30, 2018, there were stock options outstanding under the Second Amended and Restated 1997 Stock Option Plan and the Company's Amended and Restated 2013 Incentive Stock Plan. Both plans were approved by the shareholders. The plans granted specified numbers of options to non-employee directors, and they authorized the Compensation Committee of the Board of Directors to grant either incentive or non-statutory stock options to employees. Vesting periods are established by the Compensation Committee at the time of grant. All stock options outstanding as of September 30, 2018 and September 30, 2017 were non-qualified stock options, had exercise prices equal to the market price on the date of grant, and had expiration dates ten years from the date of grant. The maximum number of shares that may be granted under the 2013 Plan is 4,000,000. This number is subject to adjustment to reflect changes in the capital structure or organization of the Company.

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(number of shares in thousands)

| <b>Plan category</b>                                       | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)</b> |
|--|--|--|--|
| Equity compensation plans approved by security holders     | 2,075  | \$ 3.78  | 1,925(1)   |
| Equity compensation plans not approved by security holders | -  | -  | -  |
| <b>Total</b>   | <b>2,075</b>   | <b>\$ 3.78</b>   | <b>1,925(1)</b>  |

(1) Includes only the number of securities that could be issuable under the 2013 Plan.

**Item 6. Selected Financial Data.**

Not applicable.

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

Management’s discussion and analysis contains forward-looking statements that are provided to assist in the understanding of anticipated future performance. However, future performance involves risks and uncertainties which may cause actual results to differ materially from those expressed in the forward-looking statements. Item 7 should be read in conjunction with the information contained in “Forward-Looking Statements” at the beginning of this report and with the Consolidated Financial Statements and Notes thereto included in Item 8. References such as the “Company,” “we,” “our” and “us” refer to GEE Group Inc. and its consolidated subsidiaries.

**Overview**

We specialize in the placement of information technology, engineering, and accounting professionals for direct hire and contract staffing for our clients, data entry assistants (medical scribes) who specialize in electronic medical

records (EMR) services for emergency departments, specialty physician practices and clinics and provide temporary staffing services for our light industrial clients. The acquisitions of Agile Resources, Inc., a Georgia corporation (“Agile”), Access Data Consulting Corporation, a Colorado corporation (“Access”), Paladin Consulting Inc. (“Paladin”) and SNI Companies, a Delaware corporation (“SNI”) expanded our geographical footprint within the placement and contract staffing of information technology.

The Company markets its services using the trade names General Employment Enterprises, Omni One, Ashley Ellis, Agile Resources, Scribe Solutions Inc., Access Data Consulting Corporation, Paladin Consulting Inc., SNI Companies, Triad Personnel Services and Triad Staffing. As of September 30, 2018, we operated thirty-four branch offices in downtown or suburban areas of major U.S. cities in thirteen states. We have one office located in each of Arizona, Connecticut, Georgia, Minnesota, New Jersey, Virginia and Washington DC, three offices in Colorado and Illinois, four offices in Massachusetts and Texas, six offices in Ohio and seven offices in Florida.

Management has implemented a strategy which includes cost reduction efforts as well as identifying strategic acquisitions, financed primarily through the issuance of equity and debt to improve the overall profitability and cash flows of the Company. The Company’s contract and placement services are principally provided under two operating divisions or segments: Professional Staffing Services and Industrial Staffing Services. We believe our current segments complement one another and position us for future growth.

Table of Contents**Results of Operations**

*Fiscal year ended September 30, 2018 (“fiscal 2018”), and fiscal year ended September 30, 2017 (“fiscal 2017”)*

*Net Revenues*

Consolidated net revenues are comprised of the following:

| (in thousands)                                      | <b>Fiscal</b> |             |                  |                 |  |
|---|---------------|-------------|------------------|-----------------|--|
|   | <b>2018</b>   | <b>2017</b> | <b>\$ Change</b> | <b>% Change</b> |  |
| Professional contract services                      | \$ 120,580    | \$ 95,396   | \$ 25,184        | 26.4%           |  |
| Industrial contract services                        | 21,648        | 24,851      | (3,203)          | -12.9%          |  |
| Total professional and industrial contract services | 142,228       | 120,247     | 21,981           | 18.3%           |  |
| Direct hire placement services                      | 23,056        | 14,731      | 8,325            | 56.5%           |  |
| Consolidated net revenues                           | \$ 165,284    | \$ 134,978  | \$ 30,306        | 22.5%           |  |

Contract staffing services contributed \$142.2 million or approximately 86% of consolidated revenue and direct hire placement services contributed \$23.1 million or approximately 14% of consolidated revenue for fiscal 2018. This compares to contract staffing services revenue of \$120.2 million, or approximately 89% of consolidated revenue and direct hire placement revenue of \$14.7 million or approximately 11% of consolidated revenue, respectively, for fiscal 2017.

The overall increase in contract staffing services revenue of \$22.0 million, or 18.3% for fiscal 2018 compared to fiscal 2017 was attributable to the acquisition of SNI, which increased the direct hire placement and professional contract services significantly in fiscal 2018. Offsetting these increases were reductions corresponding with strategic actions instituted by management primarily in the professional services division to reduce the number of unproductive or underperforming full time personnel including recruiters, account representatives, sales professionals and related administrative support staff and to a lesser extent, reductions in the temporary workforce requirements of a few key customers in the industrial services division. In addition, some of the decline in revenue was a natural result of certain office consolidations and office closures that were undertaken by the Company to maximize productivity, reduce overall field costs and improve profitability.

Industrial contract services revenue decreased by \$3.2 million for fiscal 2018 to \$21.6 million from \$24.8 million in fiscal 2017. To improve overall performance in the industrial services division, the Company has implemented an aggressive sales incentive program, streamlined branch operations and increased its focus on obtaining better pricing from new and existing accounts. Although revenues are lower for fiscal 2018 than for fiscal 2017, the Company believes that the aforementioned actions coupled with new and expanded services offered to customers have also contributed to the increased gross margins relative to revenues from that segment for fiscal 2018 as compared with fiscal 2017.

Direct hire placement revenue for fiscal 2018 increased by \$8.3 million over fiscal 2017 due to increased productivity from a smaller number of dedicated direct hire placement personnel. The Company expects to selectively increase revenue producing headcount in key markets and industry verticals. The professional contract services revenue together with the direct hire placement revenue for the year includes business from staff augmentation, permanent placement, statement of work (SOW) and other human resource solutions in the information technology, engineering, healthcare and finance and accounting higher margin staffing specialties. The Company's strategic plan contains both internal and acquisition growth objectives to increase revenue in the aforementioned higher margin and more profitable professional services sectors of staffing, which represents approximately 86.9% (comprised of professional contract services and direct hire placement services) of total revenue for fiscal 2018.

Table of Contents*Cost of Contract Services*

Cost of contract services includes wages and related payroll taxes, employee benefits of the Company's contract services employees, and certain other employee-related costs, while they work on contract assignments. Cost of contract services for fiscal 2018 increased by approximately 18.2% to \$106.4 million compared to fiscal 2017 of \$90.0 million. The \$16.4 million increase in cost of contract services for fiscal 2018 compared to fiscal 2017 was primarily attributable to the acquisition of SNI and the associated increased billings noted above.

Gross Profit percentage by service:

| (in thousands)                                    | <b>Fiscal</b> |             |
|---|---------------|-------------|
|   | <b>2018</b>   | <b>2017</b> |
| Professional contract services                    | 26.5%         | 27%         |
| Industrial contract services                      | 17.9%         | 16.5%       |
| Consolidated professional and industrial services | 25.2%         | 25.2%       |
| Direct hire placement services                    | 100.0%        | 100.0%      |
| Combined gross profit margin %(1)                 | 35.7%         | 33.3%       |

(1) Includes gross profit from direct hire placements, for which all associated costs are recorded as selling, general and administrative expenses.

The Company's combined gross profit margin, including direct hire placement services (recorded at 100% gross margin) for fiscal 2018 was approximately 35.7% versus approximately 33.3% for the fiscal 2017. The change in the overall gross margin from the comparable prior fiscal year was due to an overall change in revenue mix for fiscal 2018, led by the significant increase in direct hire placement revenues attributable to SNI.

In the professional contract staffing services segment, the gross margin (excluding direct placement services) was approximately 26.5% for fiscal 2018 compared to approximately 27.4% for fiscal 2017. The change in professional contract staffing services gross margin was primarily due to increased revenue from Vendor Management Systems ("VMS"), Managed Service Providers ("MSP"), Master Service Agreements ("MSA") and other volume corporate accounts that occurred in fiscal 2018 and all of which typically have lower gross margins. Other differences in the composition of revenues among the specialties served by the Company (information technology, engineering, healthcare, finance and accounting and others) also contributed to the change in the professional contract services gross profit and margin.

The Company's industrial staffing services gross margin for fiscal 2018 was approximately 17.9% versus approximately 16.5% for fiscal 2017. As discussed under *Net Revenues* above, to improve overall performance in the

industrial services division, the Company has implemented an aggressive sales incentive program, streamlined branch operations and increased its focus on obtaining better pricing from new and existing accounts. The Company believes that these actions coupled with new and expanded services offered to customers have also contributed to the increase in industrial contract services gross margins relative to revenues for fiscal 2018 as compared with fiscal 2017.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses include the following categories:

- Χομπενσατιον ανδ βενεφίτσ ιν τηε οπερατινγ διβισιονσ, ωηιχη ινχλυδεσ σαλαριεσ, ωαγεσ ανδ χομμισσιονσ εαρνεδ βψ τηε Χομπανψ σ εμπλοψμεντ χονσουλταντσ ανδ βρανχη μαναγερσ ον περμανεντ ανδ τεμποραρη πλαχεμεντσ.

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In addition to depreciation and amortization, which are broken out and reported separately in the consolidated income statements from other selling, general and administrative expenses (SG&A), GEE separately reports SG&A expenses incurred that are related to acquisition, integration and restructuring activities. These include expenses associated with former closed and consolidated locations, personnel costs associated with eliminated positions, and other costs incurred related to acquisitions, including associated legal and professional costs. Management believes reporting these expenses separately from other SG&A provides useful information when comparing and considering GEE's operating results and activities with other entities.

GEE's SG&A for fiscal 2018 excluding depreciation, amortization and acquisition, integration and restructuring expenses, increased by approximately \$7.9 million as compared to fiscal 2017 primarily as the result of the acquisition of SNI. SG&A for fiscal 2018, excluding depreciation, amortization and acquisition, integration and restructuring expenses, as a percentage of revenue decreased to approximately 28.7%, compared to approximately 29.3% of revenue for fiscal 2017. The net decrease in the ratio of SG&A, excluding depreciation, amortization and acquisition, integration and restructuring expenses, to revenue was the result of a combination of factors. These included strategic initiatives implemented by corporate and regional management to lower personnel costs by rightsizing the number of sales and recruitment full time employees (FTE's) and related ancillary costs, resulting in a reduction in rent and other expenses, leverage from implementation of shared services, economies of scale gained from reduced pricing obtained from vendors; much of which was associated with the continued integration of the SNI acquisition and related streamlining of field operations and related expenses.

*Acquisition, Integration and Restructuring Expenses*

As discussed above, the Company classifies and reports costs incurred related to acquisition, integration and restructuring activities separately from other SG&A within its operating expenses. These costs, which were \$3.1 million in fiscal 2018, increased by \$0.2 million from \$2.9 million in fiscal 2017, and include mainly expenses associated with former closed and consolidated locations, personnel costs associated with eliminated positions, costs incurred related to acquisitions and associated legal and professional costs. For fiscal 2018 and fiscal 2017, such costs incurred were primarily associated with the SNI acquisition.

*Depreciation Expense*

Depreciation expense for fiscal 2018, decreased \$36.0 thousand, or 8% compared with fiscal 2017, primarily as a result of strategic initiatives related to the consolidation of various office locations.

*Amortization Expense*

Amortization expense for fiscal 2018, increased \$2.1 million, or 58% compared with the fiscal 2017, primarily as a result of the SNI acquisition and the related amortization of their identified intangible assets which included a full year of amortization in fiscal 2018 compared to a partial year in fiscal 2017.

*Income (Loss) from Operations*

Income (loss) from operations improved \$3.9 million to income of \$2.5 million in fiscal 2018 from a \$(1.4) million loss in fiscal 2017. Before the effect of the \$2.0 million net increase in depreciation and amortization combined, income from operations improved by \$5.9 million from fiscal 2017 to fiscal 2018.

*Change in Acquisition Deposit for Working Capital Guarantee*

As of September 30, 2018, the SNI Merger Consideration held in the Working Capital Reserve Fund of \$1.5 million was reduced by \$0.6 million (“NWC Adjustment Amount”), following completion of the process provided for in the Merger Agreement, in which an independent accounting firm (the “firm”) was engaged to review related working capital-related claims made by the Company against such funds. As a result of the firm’s findings, the Company has recognized and reported a corresponding gain in its consolidated statement of operations for the fiscal year ended September 30, 2018.

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*Loss on Extinguishment of Debt*

There is no loss on extinguishment of debt for fiscal 2018. Loss on the extinguishment of debt for fiscal 2017, was \$994.0 thousand, due to the change of the revolving credit facility and other subordinated debt during fiscal 2017.

*Interest Expense*

Interest expense for fiscal 2018, increased \$5.5 million, or approximately 92% compared with fiscal 2017 primarily as a result of the newly obtained long-term debt in fiscal 2017, the interest expense for acquisition payments and higher average borrowings related to the new acquisitions.

*Provision for Income Taxes*

The Company recognized a tax benefit of approximately \$0.8 million primarily associated with recognition of the newly adopted Tax Cuts and Jobs Act enacted in fiscal 2018. The Company recognized a tax benefit of approximately \$6.0 million mostly due to realization of net operating loss and change in valuation allowance in fiscal 2017.

*Net Loss*

The Company incurred net losses for fiscal 2018 and fiscal 2017 of \$7.6 million and \$2.4 million, respectively. Also impacting 2018 results were increases of \$2.0 million in depreciation and amortization and \$5.5 million in interest expense, which by themselves, accounted for substantially the entire net loss in fiscal 2018.

**Liquidity and Capital Resources**

*Overview*

The following table sets forth certain consolidated statements of cash flows data:

| (in thousands)  | <b>Fiscal</b> |             |
|---|---------------|-------------|
|   | <b>2018</b>   | <b>2017</b> |
| Cash flows provided by operating activities           | \$ 1,507      | \$ 222      |
| Cash flows used in investing activities               | \$ (324)      | \$ (25,606) |
| Cash flows (used in) provided by financing activities | \$ (755)      | \$ 25,641   |

At September 30, 2018, the Company had \$3.2 million of cash which was an increase of approximately \$0.4 million from approximately \$2.8 million at September 30, 2017. At September 30, 2018, the Company had working capital of \$13.1 million compared to \$9.5 million of working capital at September 30, 2017.

The increase in net cash provided by operating activities for fiscal 2018 as compared with fiscal 2017, corresponds with the increase in income from operations before depreciation and amortization offset by the increase in interest expense on the Company's senior debt during fiscal 2018 as compared with fiscal 2017.

The primary uses of cash for investing activities were for the acquisition of property and equipment in fiscal 2018 and for the acquisition of SNI in fiscal 2017.

Cash flow used in financing activities for fiscal 2018 was primarily for payments on our term loan offset by proceeds from the revolving credit facility. Cash flow provided by financing activities for fiscal 2017 was primarily from the new term-loan and net borrowings of the Revolving Credit Facility.

Minimum debt service payments (principal) for the twelve-month period commencing after the close of business on September 30, 2018, are approximately \$3.1 million. All the Company's office facilities are leased. Minimum lease payments under all the Company's lease agreements for the twelve-month period commencing after the close of business on September 30, 2018, are approximately \$2.2 million.

In recent years, the Company has incurred significant net losses. Management has implemented a strategy which includes cost reduction efforts as well as identifying strategic acquisitions, financed primarily through the issuance of equity and debt, to improve the overall profitability and cash flows of the Company. Management currently expects that the combination of future cash flow from operations and the availability of borrowings under the Revolving Credit Facility will provide sufficient liquidity for the next 12 months.



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*Revolving Credit Facility and Term Loan*

On March 31, 2017, the Company and its subsidiaries, as borrowers, entered into a Revolving Credit, Term Loan and Security Agreement (the “Credit Agreement”) with PNC Bank National Association (“PNC”), and certain investment funds managed by MGG Investment Group LP (“MGG”). Initial funds were distributed on April 3, 2017, the closing date to repay the existing indebtedness, pay fees and expenses relating to the Credit Agreement, and to pay a portion of the purchase price for the acquisition of the SNI Companies.

Under the terms of the Credit Agreement, the Company may borrow up to \$73.8 million consisting of a four-year term loan in the principal amount of \$48.8 million and revolving loans in a maximum amount up to the lesser of (i) \$25.0 million or (ii) an amount determined pursuant to a borrowing base that is calculated based on the outstanding amount of the Company’s eligible accounts receivable, as described in the Credit Agreement. The loans under the Credit Agreement mature on March 31, 2021.

On the closing date of the Credit Agreement, the Company borrowed \$48.8 million from term loans and borrowed approximately \$7.5 million from the Revolving Credit Facility for a total of \$56.2 million, which was used by the Company to repay existing indebtedness, to pay fees and expenses relating to the Credit Agreement, and to pay a portion of the purchase price for the acquisition of all of the outstanding stock of SNI Holdco Inc. pursuant to the Merger Agreement. Amounts borrowed under the Credit Agreement also may be used by the Company to partially fund capital expenditures, provide for on-going working capital needs and general corporate needs, and to fund future acquisitions subject to certain customary conditions of the lenders.

The Credit Agreement contains certain covenants applicable to both the Revolving Credit Facility and Term Loan. . In addition to the financial covenants, the Credit Agreement includes other restrictive covenants. The Credit Agreement permits capital expenditures up to a certain level and contains customary default and acceleration provisions. The Credit Agreement also restricts, above certain levels, acquisitions, incurrence of additional indebtedness, and payment of dividends.

The Company did not meet its financial loan covenants at September 30, 2018 or at June 30, 2018 or March 31, 2018, previously. On May 15, 2018, the Company obtained a temporary waiver from its lenders for the missed financial covenants at March 31, 2018. On August 10, 2018, the Company and its subsidiaries, as Borrowers, entered into a third amendment and waiver (the “Third Amendment and Waiver”) to the Credit Agreement. Pursuant to the Third Amendment and Waiver, the Lenders agreed to modify the definition of EBITDA in the Credit Agreement to allow for the recognition and exclusion of certain additional acquisition, integration and restructuring expenses not previously specified and to provide a temporary waiver for any Defaults and Events of Default under the Credit Agreement that have solely arisen by reason of the Company failing to comply with the financial covenants of the Credit Agreement for the period ending June 30, 2018.

On December 27, 2018, the Company and its subsidiaries, as Borrowers, entered into a fourth amendment and waiver (the “Fourth Amendment and Waiver”) to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017 (the “Credit Agreement”). Under the Fourth Amendment and Waiver, the Company and its Lenders have negotiated and agreed to a temporary waiver for non-compliance with the financial covenants under the Credit Agreement as of September 30, 2018, and amendments to the financial covenants and to the remaining scheduled principal payments.

Management has taken definitive actions to improve operations, reduce costs and improve profitability, and position the Company for future growth. The Company also is seeking replacement financing with a view towards lowering its borrowing costs. Based on its current projections, management expects that the Company can meet its future debt service requirement and comply with its financial covenants and other commitments, as amended in the Fourth Amendment and Waiver. However, the Company’s projections are based on assumptions and estimates about future performance and events, which are subject to change or other unforeseen conditions or uncertainties. As such, there can be no assurance that the Company will not fall into non-compliance with its loan covenants or that its Lenders will continue to provide waivers or amendments to the Company in the event of future non-compliance with debt covenants or other possible events of default that could happen in the future.

#### *Subordinated Debt – Convertible and Non-Convertible*

On October 2, 2015, the Company issued and sold a Subordinated Note in the aggregate principal amount of \$4,185,000 to JAX Legacy – Investment 1, LLC (“Jax”) pursuant to a Subscription Agreement dated October 2, 2015 between the Company and Jax. On April 3, 2017, the Company and Jax amended and restated the Subordinated Note in its entirety in the form of the 10% Convertible Subordinated Note (the “10% Note”) in the aggregate principal amount of \$4,185,000. The 10% Note matures on October 3, 2021 . The 10% Note is convertible into shares of the Company’s Common Stock at a conversion price equal to \$5.83 per share (subject to adjustment as provided in the 10% Note upon any stock dividend, stock combination or stock split or upon the consummation of certain fundamental transactions) (the “Conversion Price”). The 10% Note is subordinated in payment to the obligations of the Company to the lenders parties to the Credit Agreement, pursuant to a Subordination and Intercreditor Agreements, dated as of March 31, 2017 by and among the Company, the Borrowers, the Agent and Jax. The 10% Note issued to Jax is not registered under the Securities Act of 1933, as amended (the “Securities Act”). Jax is an accredited investor. The issuance of the 10% Note to Jax is exempt from the registration requirements of the Act in reliance on an exemption from registration provided by Section 4(2) of the Act.

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On October 4, 2015, the Company issued to the sellers of Access Data Consulting Corporation a Promissory Note. Interest on the outstanding principal balance of the Promissory Note is payable at the rate of 5.5% per annum. The principal and interest amount of the Promissory Note is payable as follows: (i) for the first twelve months commencing on November 4, 2015 and ending on October 4, 2016, a monthly payment of approximately \$57,000 in principal and interest, (ii) on October 4, 2016 a balloon payment of principal of \$1,000,000, (iii) for the next twelve months commencing on November 4, 2016 and ending on October 4, 2017, a monthly payment of approximately \$28,000 in principal and interest, (iv) on October 4, 2017 a balloon payment of principal of \$1,202,000 and (v) on October 4, 2017 any and all amounts of previously unpaid principal and accrued interest. The Credit Agreement requires this loan to be subordinated to PNC and MGG.

On October 4, 2017, the Company executed an Amended and Restated Non-Negotiable Promissory Note in favor of William Daniel Dampier and Carol Lee Dampier in the amount of \$1,202,405 (the "Note"). This Note amends and, as so amended, restates in its entirety and replaces that certain Subordinated Nonnegotiable Promissory Note dated October 4, 2015, issued by the Company to William Daniel Dampier and Carol Lee Dampier in the original principal amount of \$3,000,000. The Company agreed to pay William Daniel Dampier and Carol Lee Dampier 12 equal installments of \$107,675, commencing on November 4, 2017 and ending on October 4, 2018.

On January 20, 2017, the Company entered into Addendum No. 1 (the "Addendum") to the Paladin Agreement Pursuant to the terms of the Addendum, the Company and the Sellers agreed (a) that the conditions to the "Earnouts" (as defined in the Paladin Agreement) had been satisfied or waived and (b) that the amounts payable to the Sellers in connection with the Earnouts shall be amended and restructured as follows: (i) the Company shall pay \$250,000 in cash to the Sellers on or prior to January 31, 2017 (the "Earnout Cash Payment") and (ii) the Company shall issue to the Sellers a subordinated promissory note in the principal amount of \$1,000,000 (the "Subordinated Note"), The Subordinated Note shall bear interest at the rate of 5.5% per annum. Interest on the Subordinated Note shall be payable monthly. The Subordinated Note shall have a term of three years and may be prepaid without penalty. The principal of and interest on the Subordinated Note may be paid, at the option of the Company, either in cash or in shares of common stock of the Company or in any combination of cash and common stock. The Sellers have agreed that all payments and obligations under the Subordinated Note shall be subordinate and junior in right of payment to any "Senior Indebtedness" (as defined in the Paladin Agreement) now or hereafter existing to "Senior Lenders" (current or future) (as defined in the Paladin Agreement). The Company has paid the \$250,000 cash payment to the Sellers.

On April 3, 2017, the Company issued and paid to certain SNIH Stockholders as part of the Merger Consideration (see note 10) an aggregate of \$12.5 million in aggregate principal amount of its 9.5% Notes. The 9.5% Notes mature on October 3, 2021 (the "Maturity Date"). The 9.5% Notes are convertible into shares of the Company's Common Stock at a conversion price equal to \$5.83 per share. Interest on the 9.5% Notes accrues at the rate of 9.5% per annum and shall be paid quarterly in arrears on June 30, September 30, December 31 and March 31, beginning on June 30, 2017, on each conversion date with respect to the 9.5% Notes (as to that principal amount then being converted), and on the Maturity Date (each such date, an "Interest Payment Date"). At the option of the Company, interest may be paid on an Interest Payment Date either in cash or in shares of Common Stock of the Company, which Common Stock shall be valued based on the terms of the agreement, subject to certain limitations defined in the loan agreement. Each of the 9.5% Notes is subordinated in payment to the obligations of the Company to the lenders parties to the Credit

Agreement, pursuant to those certain Subordination and Intercreditor Agreements, each dated as of March 31, 2017 by and among the Company, the other borrowers under the Credit Agreement, the Agent under the Credit Agreement and each of the holders of the 9.5% Notes.

*Series B Convertible Preferred Stock*

On April 3, 2017, the Company agreed to issue to certain SNIH Stockholders upon receipt of duly executed letters of transmittal as part of the Merger Consideration, an aggregate of approximately 5,926,000 shares of its Series B Convertible Preferred Stock as part of the Merger Consideration. The Series B Convertible Preferred Stock has a liquidation preference equal to \$4.86 per share and ranks senior to all “Junior Securities” (including the Company’s Common Stock) with respect to any distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary. In the event that the Company declares or pays a dividend or distribution on its Common Stock, whether such dividend or distribution is payable in cash, securities or other property, including the purchase or redemption by the Company or any of its subsidiaries of shares of Common Stock for cash, securities or property, the Company is required to simultaneously declare and pay a dividend on the Series B Convertible Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all Shares had been converted as of immediately prior to the record date of the applicable dividend or distribution. On April 3, 2017, the Company filed a Statement of Resolution Establishing its Series B Convertible Preferred Stock with the State of Illinois. (the “Resolution Establishing Series”). Except as set forth in the Resolution Establishing Series, the holders of the Series B Convertible Preferred Stock have no voting rights. Pursuant to the Resolution Establishing Series, without the prior written consent of holders of not less than a majority of the then total outstanding Shares of Series B Convertible Preferred Stock, voting separately as a single class, the Company shall not create, or authorize the creation of, any additional class or series of capital stock of the Company (or any security convertible into or exercisable for any class or series of capital stock of the Company) that ranks pari passu with or superior to the Series B Convertible Preferred Stock in relative rights, preferences or privileges (including with respect to dividends, liquidation or voting). Each share of Series B Convertible Preferred Stock is convertible at the option of the holder thereof into one share of Common Stock at an initial conversion price equal to \$4.86 per share, each as subject to adjustment in the event of stock splits, stock combinations, capital reorganizations, reclassifications, consolidations, mergers or sales, as set forth in the Resolution Establishing Series.

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None of the shares of Series B Preferred Stock issued to the SNIH Stockholders are registered under the Securities Act. Each of the SNIH Stockholders who received shares of Series B Preferred Stock is an accredited investor. The issuance of the shares of Series B Preferred Stock to such SNIH Stockholders is exempt from the registration requirements of the Act in reliance on an exemption from registration provided by Section 4(2) of the Act.

**Off-Balance Sheet Arrangements**

As of September 30, 2018, and 2017, and during the two years then ended, there were no transactions, agreements or other contractual arrangements to which an unconsolidated entity was a party, under which the Company (a) had any direct or contingent obligation under a guarantee contract, derivative instrument or variable interest in the unconsolidated entity, or (b) had a retained or contingent interest in assets transferred to the unconsolidated entity.

**Critical Accounting Policies and Estimates**

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America and the rules of the United States Securities and Exchange Commission.

Management makes estimates and assumptions that can affect the amounts of assets and liabilities reported as of the date of the consolidated financial statements, as well as the amounts of reported revenues and expenses during the periods presented. Those estimates and assumptions typically involve expectations about events to occur subsequent to the balance sheet date, and it is possible that actual results could ultimately differ from the estimates. If differences were to occur in a subsequent period, the Company would recognize those differences when they became known. Significant matters requiring the use of estimates and assumptions include, but may not be limited to, deferred income tax valuation allowances, accounts receivable allowances, accounting for acquisitions, accounting for derivative liabilities and evaluation of impairment. Management believes that its estimates and assumptions are reasonable, based on information that is available at the time they are made.

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The following accounting policies are considered by management to be “critical” because of the judgments and uncertainties involved, and because different amounts would be reported under different conditions or using different assumptions.

*Revenue Recognition*

Direct hire placement service revenues are recognized when applicants accept offers of employment, less a provision for estimated losses due to applicants not remaining employed for the Company’s guarantee period. Contract staffing service revenues are recognized when services are rendered.

Falloffs and refunds during the period are reflected in the consolidated statements of operations as a reduction of placement service revenues. Expected future falloffs and refunds are reflected in the consolidated balance sheet as a reduction of accounts receivable.

*Accounts Receivable*

The Company extends credit to its various customers based on evaluation of the customer’s financial condition and ability to pay the Company in accordance with the payment terms. An allowance for placement fall-offs is recorded, as a reduction of revenues, for estimated losses due to applicants not remaining employed for the Company’s guarantee period. An allowance for doubtful accounts is recorded, as a charge to bad debt expense, where collection is considered to be doubtful due to credit issues. These allowances together reflect management’s estimate of the potential losses inherent in the accounts receivable balances, based on historical loss statistics and known factors impacting its customers. The nature of the contract service business, where companies are dependent on employees for the production cycle allows for a small accounts receivable allowance.

*Fair Value Measurement*

The Company follows the provisions of the accounting standard which defines fair value, establishes a framework for measuring fair value and enhances fair value measurement disclosure. Under these provisions, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

#### *Income Taxes*

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, we determine deferred tax assets and liabilities on the basis of the differences between the financial statement and tax basis of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

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We recognize deferred tax assets to the extent that we believe that these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If we determine that we would be able to realize our deferred tax assets in the future in excess of their net recorded amount, we would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

We record uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations. As of September 30, 2018, no accrued interest or penalties are included on the related tax liability line in the consolidated balance sheet.

*Goodwill*

Goodwill represents the excess of cost over the fair value of the net assets acquired in the various acquisitions. The Company assesses goodwill for impairment at least annually. Testing Goodwill for impairment, which allows the Company to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the entity determines that this threshold is not met, then performing the two-step impairment test is unnecessary. An impairment loss would be recognized to the extent the carrying value of goodwill exceeds its implied fair value.

*Intangible Assets*

Customer lists, non-compete agreements, customer relationships, management agreements and trade names were recorded at their estimated fair value at the date of acquisition and are amortized over their estimated useful lives ranging from two to ten years using both accelerated and straight-line methods.

*Impairment of Long-lived Assets*

The Company records an impairment of long-lived assets used in operations, other than goodwill, when events or circumstances indicate that the asset might be impaired and the estimated undiscounted cash flows to be generated by those assets over their remaining lives are less than the carrying amount of those items. The net carrying value of assets not recoverable is reduced to fair value, which is typically calculated using the undiscounted cash flow method.

#### *Stock-Based Compensation*

The Company accounts for stock-based awards to employees in accordance with applicable accounting principles, which requires compensation expense related to share-based transactions, including employee stock options, to be measured and recognized in the financial statements based on a determination of the fair value of the stock options. The grant date fair value is determined using the Black-Scholes-Merton ("Black-Scholes") pricing model. For all employee stock options, we recognize expense over the requisite service period on an accelerated basis over the employee's requisite service period (generally the vesting period of the equity grant). The Company's option pricing model requires the input of highly subjective assumptions, including the expected stock price volatility, expected term, and forfeiture rate. Any changes in these highly subjective assumptions significantly impact stock-based compensation expense.

Options awarded to purchase shares of common stock issued to non-employees in exchange for services are accounted for as variable awards in accordance with applicable accounting principles. Such options are valued using the Black-Scholes option pricing model.

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*Segment Data*

The Company provides the following distinctive services: (a) direct hire placement services, (b) temporary professional services staffing in the fields of information technology, engineering, medical, and accounting, and (c) temporary light industrial staffing. These distinct services can be divided into two reportable segments, industrial staffing services and professional staffing services. Selling, general and administrative expenses are not completely separately allocated among light industrial services and professional staffing services.

Operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance. Other factors, including type of business, type of employee, length of employment and revenue recognition are considered in determining these operating segments.

**Recent Accounting Pronouncements.**

For a discussion of recent accounting pronouncements and their potential effect on our results of operations and financial condition, refer to Note 3 in the Notes to the Consolidated Financial Statements of this Annual Report on Form 10-K.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

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**Item 8. Financial Statements and Supplementary Data.**

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| <u>Consolidated Balance Sheets as of September 30, 2018 and September 30, 2017</u>                                   | F-3         |
| <u>Consolidated Statements of Operations for the years ended September 30, 2018 and September 30, 2017</u>           | F-4         |
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and  
Stockholders of GEE Group, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of GEE Group, Inc. (the “Company”) as of September 30, 2018 and 2017, and the related consolidated statements of operations, shareholders’ equity, and cash flows for each of the years in the two year period ended September 30, 2018, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2018, and 2017, and the results of its operations and its cash flows for each of the years in the two year period ended September 30, 2018, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Friedman LLP

We have served as the Company's auditor since 2012

Marlton, New Jersey

December 27, 2018

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GEE GROUP INC.

## CONSOLIDATED BALANCE SHEETS

| Amounts in thousands  | September 30,     |                   |
|---|-------------------|-------------------|
|   | 2018              | 2017              |
| <b>ASSETS</b>   |                   |                   |
| <b>CURRENT ASSETS:</b>  |                   |                   |
| Cash  | \$ 3,213          | \$ 2,785          |
| Accounts receivable, less allowances (\$302 and \$1,712, respectively)          | 20,755            | 23,178            |
| Prepaid expenses and other current assets                                       | 2,266             | 3,014             |
| Total current assets  | 26,234            | 28,977            |
| Property and equipment, net   | 891               | 914               |
| Goodwill  | 76,593            | 76,593            |
| Intangible assets, net  | 29,467            | 35,049            |
| Other long-term assets  | 416               | 282               |
| <b>TOTAL ASSETS</b>   | <b>\$ 133,601</b> | <b>\$ 141,815</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                     |                   |                   |
| <b>CURRENT LIABILITIES:</b>   |                   |                   |
| Accounts payable  | \$ 2,523          | \$ 3,243          |
| Acquisition deposit for working capital guarantee                               | 883               | 1,500             |
| Accrued compensation  | 5,212             | 7,394             |
| Short-term portion of subordinated debt   | 106               | 1,225             |
| Short-term portion of term loan, net of discount                                | 2,331             | 3,433             |
| Other current liabilities   | 2,064             | 2,690             |
| Total current liabilities   | 13,119            | 19,485            |
| Deferred taxes  | 146               | 958               |
| Revolving credit facility   | 11,925            | 7,904             |
| Term loan, net of discounts   | 40,253            | 42,018            |
| Subordinated debt   | 1,000             | 1,000             |
| Subordinated convertible debt   | 16,685            | 16,685            |
| Other long-term liabilities   | 583               | 369               |
| Total long-term liabilities   | 70,592            | 68,934            |
| Commitments and contingencies   |                   |                   |
| <b>MEZZANINE EQUITY</b>   |                   |                   |
| Preferred stock; no par value; authorized - 20,000 shares -                     |                   |                   |
| Preferred series A stock; authorized -160 shares; issued and outstanding - none | -                 | -                 |
| Preferred series B stock; authorized - 5,950 shares; issued and outstanding -   | 28,788            | 29,333            |
| 5,816 and 5,926 at September 30, 2018 and September 30, 2017, respectively;     |                   |                   |
| liquidation value of the preferred series B stock is approximately \$28,255 and |                   |                   |

\$28,800 at September 30, 2018 and September 30, 2017, respectively

**SHAREHOLDERS' EQUITY**

Common stock, no-par value; authorized - 200,000 shares; issued and outstanding - 10,783

shares at September 30, 2018 and 9,879 shares at September 30, 2017

|   |                   |                   |
|---|-------------------|-------------------|
|   | -                 | -                 |
| Additional paid in capital                        | 44,120            | 39,517            |
| Accumulated deficit                               | (23,018)          | (15,454)          |
| Total shareholders' equity                        | 21,102            | 24,063            |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> | <b>\$ 133,601</b> | <b>\$ 141,815</b> |

The accompanying notes are an integral part of these consolidated financial statements.

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GEE GROUP INC.

## CONSOLIDATED STATEMENT OF OPERATIONS

| Amounts in thousands except per share data                   | Year Ended September 30, |                   |
|--|--------------------------|-------------------|
|  | 2018                     | 2017              |
| <b>NET REVENUES:</b>   |                          |                   |
| Contract staffing services                                   | \$ 142,228               | \$ 120,247        |
| Direct hire placement services                               | 23,056                   | 14,731            |
| <b>NET REVENUES</b>  | <b>165,284</b>           | <b>134,978</b>    |
| Cost of contract services                                    | 106,352                  | 90,003            |
| <b>GROSS PROFIT</b>  | <b>58,932</b>            | <b>44,975</b>     |
| Selling, general and administrative expenses                 | 47,406                   | 39,498            |
| Acquisition, integration and restructuring expenses          | 3,092                    | 2,925             |
| Depreciation expense   | 390                      | 426               |
| Amortization of intangible assets                            | 5,582                    | 3,527             |
| <b>INCOME (LOSS) FROM OPERATIONS</b>                         | <b>2,462</b>             | <b>(1,401)</b>    |
| Change in acquisition deposit for working capital guarantee  | 617                      | -                 |
| Loss on extinguishment of debt                               | -                        | (994)             |
| Interest expense   | (11,502)                 | (5,995)           |
| <b>LOSS BEFORE INCOME TAX PROVISION</b>                      | <b>(8,423)</b>           | <b>(8,390)</b>    |
| Provision for income tax                                     | 859                      | 6,018             |
| <b>NET LOSS</b>  | <b>\$ (7,564)</b>        | <b>\$ (2,372)</b> |
| <b>NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>          | <b>\$ (7,564)</b>        | <b>\$ (2,372)</b> |
| <b>BASIC INCOME (LOSS) PER SHARE</b>                         | <b>\$ (0.74)</b>         | <b>\$ (0.25)</b>  |
| <b>WEIGHTED AVERAGE NUMBER OF SHARES - BASIC AND DILUTED</b> | <b>10,239</b>            | <b>9,630</b>      |

The accompanying notes are an integral part of these consolidated financial statements.

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GEE GROUP INC.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

| (In Thousands)                                   | Common<br>Stock<br>Shares | Additional<br>Paid<br>In Capital | Accumulated<br>Deficit | Total<br>Shareholders'<br>Equity |
|--|---------------------------|----------------------------------|------------------------|----------------------------------|
| Balance, September 30, 2016                      | 9,379                     | \$ 37,615                        | \$ (13,082)            | \$ 24,533                        |
| Share-based compensation                         | -                         | 902                              | -                      | 902                              |
| Exercise of stock warrants                       | 500                       | 1,000                            | -                      | 1,000                            |
| Net loss   | -                         | -                                | (2,372)                | (2,372)                          |
| Balance, September 30, 2017                      | 9,879                     | 39,517                           | (15,454)               | 24,063                           |
| Share-based compensation                         | -                         | 1,660                            | -                      | 1,660                            |
| Issuance of stock for interest                   | 794                       | 2,400                            | -                      | 2,400                            |
| Conversion of preferred Series B to common stock | 110                       | 543                              | -                      | 543                              |
| Net loss   | -                         | -                                | (7,564)                | (7,564)                          |
| Balance, September 30, 2018                      | 10,783                    | \$ 44,120                        | \$ (23,018)            | \$ 21,102                        |

The accompanying notes are an integral part of these consolidated financial statements.

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GEE GROUP INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| (In Thousands)  | Year Ended September 30, |            |
|---|--------------------------|------------|
|   | 2018                     | 2017       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                          |            |
| Net loss  | \$ (7,564)               | \$ (2,372) |
| Adjustments to reconcile net loss to cash provided by operating activities: |                          |            |
| Depreciation and amortization   | 5,972                    | 3,953      |
| Loss on disposal of assets  | 73                       | -          |
| Stock option expense  | 1,660                    | 902        |
| Provision for doubtful accounts   | 454                      | 1,521      |
| Deferred income taxes   | (812)                    | (6,012)    |
| Amortization of debt discount and non cash extinguishment of debt           | 767                      | 1,198      |
| Interest expense paid with common stock                                     | 1,209                    | -          |
| Change in acquisition deposit for working capital guarantee                 | (617)                    | -          |
| Changes in operating assets and liabilities -                               |                          |            |
| Accounts receivable   | 1,969                    | (2,393)    |
| Acquisition deposit for working capital guarantee                           | -                        | 1,500      |
| Accounts payable  | (720)                    | 446        |
| Accrued compensation  | (2,182)                  | 214        |
| Other current items, net  | 1,291                    | 1,240      |
| Long-term liabilities   | 7                        | 25         |
| Net cash provided by operating activities                                   | 1,507                    | 222        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                |                          |            |
| Acquisition of property and equipment                                       | (324)                    | (250)      |
| Acquisition payments, net of cash acquired                                  | -                        | (25,356)   |
| Net cash used in investing activities                                       | (324)                    | (25,606)   |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                          |            |
| Payment on term loan  | (3,634)                  | (19,951)   |
| Payments on the debt related to acquisitions                                | (1,118)                  | (1,285)    |
| Payments on senior debt   | -                        | (609)      |
| Proceeds from exercise of stock warrants                                    | -                        | 1,000      |
| Payments on capital lease   | (24)                     | (21)       |
| Net proceeds from long-term debt  | -                        | 45,676     |
| Net proceeds from revolving credit  | 4,021                    | 831        |
| Net cash (used in) provided by financing activities                         | (755)                    | 25,641     |
| Net change in cash  | 428                      | 257        |
| Cash at beginning of period   | 2,785                    | 2,528      |

|                              |    |       |    |       |
|------------------------------|----|-------|----|-------|
| <b>Cash at end of period</b> | \$ | 3,213 | \$ | 2,785 |
|------------------------------|----|-------|----|-------|

**SUPPLEMENTAL CASH FLOW INFORMATION:**

|  |    |       |    |        |
|--|----|-------|----|--------|
| Cash paid for interest   | \$ | 9,788 | \$ | 3,383  |
| Cash paid for taxes  | \$ | 45    | \$ | 247    |
| Non-cash financing activities                                      |    |       |    |        |
| Conversion of Series B Convertible Preferred Stock to common stock | \$ | 543   | \$ | -      |
| Issuance of preferred stock for acquisition                        | \$ | -     | \$ | 29,333 |
| Issuance of note payable for acquisition                           | \$ | -     | \$ | 12,500 |
| Issuance of stock for extinguishment of debt                       | \$ | -     | \$ | 385    |
| Acquisition of equipment with capital leases                       | \$ | 117   | \$ | -      |

The accompanying notes are an integral part of these consolidated financial statements.

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GEE GROUP INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Dollar amounts in thousands except per share data, unless otherwise stated

**1. Description of Business**

GEE Group Inc. (the “Company”, “us”, “our” or “we”) was incorporated in the State of Illinois in 1962 and is the successor to employment offices doing business since 1893. We are a provider of permanent and temporary professional and industrial staffing and placement services in and near several major U.S cities. We specialize in the placement of information technology, engineering, medical and accounting professionals for direct hire and contract staffing for our clients and provide temporary staffing services for our commercial clients.

The Company’s fiscal year begins on October 1 and ends on September 30 of each year. Fiscal 2018 and fiscal 2017 refer to the fiscal years ended September 30, 2018 and 2017, respectively.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation*

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America and the rules of the United States Securities and Exchange Commission.

*Liquidity*

The Company experienced significant net losses in fiscal 2018 and fiscal 2017. Management has implemented a strategy which includes cost reductions and consolidation of certain operating activities to gain efficiencies as well as identifying strategic acquisitions, financed primarily through a combination of the issuance of equity and debt, to improve the overall profitability and cash flows of the Company.

As of September 30, 2018, the Company had cash of approximately \$3.2 million which was an increase of approximately \$0.4 million from approximately \$2.8 million at September 30, 2017. Working capital at September 30, 2018 was approximately \$13.1 million, as compared to working capital of approximately \$9.5 million for September 30, 2017.

Management currently expects that the combination of future cash flow from operations and the availability under the Revolving Credit Facility will provide sufficient liquidity for the next 12 months. See Note 6, for a further discussion of the terms, conditions, status and related matters regarding the Company's Revolving Credit, Term Loan and Security Agreement and subsequent amendments related to waivers of covenants.

#### *Principles of Consolidation*

The consolidated financial statements include the accounts and transactions of the Company and its wholly-owned subsidiaries. All significant inter-company accounts and transactions are eliminated in consolidation.

#### *Estimates and Assumptions*

Management makes estimates and assumptions that can affect the amounts of assets and liabilities reported as of the date of the consolidated financial statements, as well as the amounts of reported revenues and expenses during the periods presented. Those estimates and assumptions typically involve expectations about events to occur subsequent to the balance sheet date, and it is possible that actual results could ultimately differ from the estimates.

#### *Revenue Recognition*

Direct hire placement service revenues are recognized when applicants accept offers of employment, less a provision for estimated losses due to applicants not remaining employed for the Company's guarantee period. Contract staffing service revenues are recognized when services are rendered.

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GEE GROUP INC.

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Falloffs and refunds during the period are reflected in the consolidated statements of operations as a reduction of placement service revenues and were approximately \$2.1 million and \$1.5 million in fiscal 2018 and fiscal 2017, respectively. Expected future falloffs and refunds are reflected in the consolidated balance sheet as a reduction of accounts receivable and were approximately \$0.2 million and \$1.0 million as of September 30, 2018 and September 30, 2017, respectively.

*Cost of Contract Staffing Services*

The cost of contract services includes the wages and the related payroll taxes, employee benefits of the Company's contract service employees, and certain other employee-related costs, while they work on contract assignments.

*Cash and Cash Equivalents*

Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of September 30, 2018, and September 30, 2017, there were no cash equivalents. The Company maintains deposits in financial institutions in excess of amounts guaranteed by the Federal Deposit Insurance Corporation. Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed federally insured limits. We have never experienced any losses related to these balances.

*Accounts Receivable*

The Company extends credit to its various customers based on evaluation of the customer's financial condition and ability to pay the Company in accordance with the payment terms. An allowance for placement fall-offs is recorded, as a reduction of revenues, for estimated losses due to applicants not remaining employed for the Company's guarantee period. An allowance for doubtful accounts is recorded, as a charge to bad debt expense, where collection is considered to be doubtful due to credit issues. These allowances together reflect management's estimate of the potential losses inherent in the accounts receivable balances, based on historical loss statistics and known factors impacting its customers. The nature of the contract service business, where companies are dependent on employees for

the production cycle allows for a small accounts receivable allowance. As of September 30, 2018, and September 30, 2017 allowance for doubtful accounts was \$0.3 million and \$1.7 million, respectively. The Company charges uncollectible accounts against the allowance once the invoices are deemed unlikely to be collectible. The reserve includes permanent placement falloff reserves of \$0.2 million and \$1.0 million as of September 30, 2018 and September 30, 2017, respectively.

#### *Property and Equipment*

Property and equipment are recorded at cost. Depreciation expense is calculated on a straight-line basis over estimated useful lives of five years for computer equipment and two to ten years for office equipment, furniture and fixtures. The Company capitalizes computer software purchased or developed for internal use and amortizes it over an estimated useful life of five years. The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that it may not be recoverable. If the carrying amount of an asset group is greater than its estimated future undiscounted cash flows, the carrying value is written down to the estimated fair value. There was no impairment of property and equipment for fiscal 2018 and fiscal 2017.

#### *Goodwill*

Goodwill represents the excess of cost over the fair value of the net assets acquired in the various acquisitions. The Company evaluates goodwill for impairment at least annually. Testing goodwill for impairment allows the Company to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the entity determines that this threshold is not met, then performing the two-step impairment test is unnecessary. An impairment loss would be recognized to the extent the carrying value of goodwill exceeds its implied fair value.

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*Fair Value Measurement*

The Company follows the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, “Fair Value Measurement”, which defines fair value, establishes a framework for measuring fair value and enhances fair value measurement disclosure. Under these provisions, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use on unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The fair value of the Company’s current assets and current liabilities approximate their carrying values due to their short-term nature. The carrying value of the Company’s long-term liabilities represents their fair value based on level 3 inputs. The Company’s goodwill and other intangible assets are measured at fair value on a non-recurring basis using level 3 inputs, as discussed in Note 5.

*Earnings and Loss per Share*

Basic loss per share is computed by dividing net loss attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted loss per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and the conversion of notes payable to common stock. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation.

Common stock equivalents excluded because their effect is anti-dilutive were 11.0 million and 10.2 million for fiscal 2018 and fiscal 2017, respectively.

*Advertising Expenses*

The Company expenses the costs of print and internet media advertising and promotions as incurred and reports these costs in selling, general and administrative expenses. Advertising expense totaled \$2.3 million and \$1.7 million for fiscal 2018 and fiscal 2017, respectively.

*Intangible Assets*

Customer lists, non-compete agreements, customer relationships and trade names were recorded at their estimated fair value at the date of acquisition and are being amortized over their estimated useful lives ranging from two to ten years using both accelerated and straight-line methods.

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GEE GROUP INC.

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*Impairment of Long-lived Assets*

The Company records an impairment of long-lived assets used in operations, other than goodwill, when events or circumstances indicate that the asset might be impaired and the estimated undiscounted cash flows to be generated by those assets over their remaining lives are less than the carrying amount of those items. The net carrying value of assets not recoverable is reduced to fair value, which is typically calculated using the discounted cash flow method. The Company did not record any impairment during fiscal 2018 and fiscal 2017.

*Stock-Based Compensation*

The Company accounts for stock-based awards to employees in accordance with FASB ASC 718, "Compensation-Stock Compensation", which requires compensation expense related to share-based transactions, including employee stock options, to be measured and recognized in the financial statements based on a determination of the fair value of the stock options. The grant date fair value is determined using the Black-Scholes-Merton ("Black-Scholes") pricing model. For all employee stock options, we recognize expense over the requisite service period on an accelerated basis over the employee's requisite service period (generally the vesting period of the equity grant). The Company's option pricing model requires the input of highly subjective assumptions, including the expected stock price volatility, expected term, and forfeiture rate. Any changes in these highly subjective assumptions significantly impact stock-based compensation expense.

Options awarded to purchase shares of common stock issued to non-employees in exchange for services are accounted for as variable awards in accordance with FASB ASC 718, "Compensation-Stock Compensation". Such options are valued using the Black-Scholes option pricing model.

See Note 9 for the assumptions used to calculate the fair value of stock-based employee and non-employee compensation. Upon the exercise of options, it is the Company's policy to issue new shares rather than utilizing treasury shares.

*Income Taxes*

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, we determine deferred tax assets and liabilities based on the differences between the financial statement and tax basis of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We recognize deferred tax assets to the extent that we believe that these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If we determine that we would be able to realize our deferred tax assets in the future in excess of their net recorded amount, we would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

We record uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations. As of September 30, 2018, no accrued interest or penalties are included on the related tax liability line in the consolidated balance sheet.

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GEE GROUP INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Dollar amounts in thousands except per share data, unless otherwise stated

*Reclassification*

Certain reclassifications have been made to the financial statements as of and for the years ended September 30, 2017 to conform to the current year presentation.

*Segment Data*

The Company provides the following distinctive services: (a) direct hire placement services, (b) temporary professional contract services staffing in the fields of information technology, engineering, medical, and accounting, and (c) temporary contract light industrial staffing. These distinct services can be divided into two reportable segments, Industrial Staffing Services and Professional Staffing Services. Selling, general and administrative expenses are not entirely allocated among light industrial services and professional staffing services. Operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance. Other factors, including type of business, type of employee, length of employment and revenue recognition are considered in determining these operating segments.

**3. Recent Accounting Pronouncements**

On May 28, 2014, the FASB issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which delayed the effective date of the new standard from January 1, 2017 to January 1, 2018. The FASB also agreed to allow entities to choose to adopt the standard as of the original effective date. This ASU permits the use of either the retrospective or cumulative effect transition method. The new standard is effective for the Company beginning October 1, 2018. The adoption of this guidance does not have a material impact on the Company’s financial statements.

In February 2016, the FASB issued authoritative guidance which changes financial reporting as it relates to leasing transactions. Under the new guidance, lessees will be required to recognize a lease liability, measured on a discounted basis; and a right-of-use asset, for the lease term. The new guidance is effective for annual and interim periods beginning after December 15, 2018. Early application is permitted for all entities upon issuance. Lessees and lessors must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is in the process of evaluating the impact of adoption of this guidance on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment”. The update simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount. The new rules will be effective for the Company in the first quarter of 2021. Early adoption is permitted. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07 “Improvements to Nonemployee Share-Based Payment Accounting (Topic 718)” that expands the scope to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements to nonemployee awards except for certain exemptions specified in the amendment. The guidance is effective for fiscal years beginning after December 15, 2018, including interim reporting periods within that fiscal year. Early adoption is permitted. The Company does not anticipate the adoption of ASU 2018-07 will have a material impact on the Company's financial condition or results of operations.

No other recent accounting pronouncements were issued by FASB and the SEC that are believed by management to have a material impact on the Company’s present or future financial statements.

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GEE GROUP INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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**4. Property and Equipment**

Property and equipment, net consisted of the following:

|   | September 30,<br>2018 | September 30,<br>2017 |
|---|-----------------------|-----------------------|
| Computer software   | \$ 1,447              | \$ 1,447              |
| Office equipment, furniture and fixtures and leasehold improvements | 3,356                 | 3,243                 |
| Total property and equipment, at cost                               | 4,803                 | 4,690                 |
| Accumulated depreciation and amortization                           | (3,912)               | (3,776)               |
| Property and equipment, net   | \$ 891                | \$ 914                |

Depreciation expense for fiscal 2018 and fiscal 2017 was \$390.0 and \$426.0 respectively. During fiscal 2018 the Company had \$0.1 million of disposal on assets primarily related to the consolidation of assets related to the SNI acquisition.

**5. Goodwill and Intangible Assets**Goodwill

The following table sets forth activity in goodwill from September 30, 2016 through September 30, 2018. See Note 12 for details of the SNI acquisition that occurred during fiscal 2017.

|                                   |           |
|-----------------------------------|-----------|
| Goodwill as of September 30, 2016 | \$ 18,590 |
| Acquisition of SNI Companies      | 58,003    |

|                                   |           |
|-----------------------------------|-----------|
| Goodwill as of September 30, 2017 | \$ 76,593 |
|-----------------------------------|-----------|

|                                   |           |
|-----------------------------------|-----------|
| Goodwill as of September 30, 2018 | \$ 76,593 |
|-----------------------------------|-----------|

During fiscal 2018 and fiscal 2017 the Company did not record any impairment of goodwill.

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GEE GROUP INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Dollar amounts in thousands except per share data, unless otherwise stated

Intangible Assets

| (in thousands)                 | September 30, 2018 |                          |                  | September 30, 2017 |                          |                  |
|--------------------------------|--------------------|--------------------------|------------------|--------------------|--------------------------|------------------|
|                                | Cost               | Accumulated Amortization | Net Book Value   | Cost               | Accumulated Amortization | Net Book Value   |
| Customer relationships         | \$ 29,070          | \$ 7,459                 | \$ 21,611        | \$ 29,070          | \$ 4,601                 | \$ 24,469        |
| Trade names                    | 8,329              | 2,537                    | 5,792            | 8,329              | 1,115                    | 7,214            |
| Non-Compete agreements         | 4,331              | 2,267                    | 2,064            | 4,331              | 965                      | 3,366            |
| <b>Total</b>                   | <b>\$ 41,730</b>   | <b>\$ 12,263</b>         | <b>\$ 29,467</b> | <b>\$ 41,730</b>   | <b>\$ 6,681</b>          | <b>\$ 35,049</b> |
| Estimated Amortization Expense |                    |                          |                  |                    |                          |                  |
| Fiscal 2019                    | \$ 5,586           |                          |                  |                    |                          |                  |
| Fiscal 2020                    | 5,038              |                          |                  |                    |                          |                  |
| Fiscal 2021                    | 4,088              |                          |                  |                    |                          |                  |
| Fiscal 2022                    | 3,469              |                          |                  |                    |                          |                  |
| Fiscal 2023                    | 2,879              |                          |                  |                    |                          |                  |
| Thereafter                     | 8,407              |                          |                  |                    |                          |                  |
|                                | <b>\$ 29,467</b>   |                          |                  |                    |                          |                  |

The trade names are amortized on a straight – line basis over the estimated useful life of between five and ten years. Customer relationships are amortized based on the future undiscounted cash flows or straight – line basis over estimated remaining useful lives of five to ten years. Non-compete agreements are amortized based on a straight-line basis over the term of the noncompete agreement, typically five years.

The amortization expense attributable to identifiable intangible assets was \$5.5 million and \$3.5 million for fiscal 2018 and fiscal 2017, respectively.

**6. Revolving Credit Facility and Term Loan**

Revolving Credit, Term Loan and Security Agreement

After the close of business on March 31, 2017, the Company and its subsidiaries, as borrowers, entered into a Revolving Credit, Term Loan and Security Agreement (the "Credit Agreement") with PNC Bank National Association ("PNC"), and certain investment funds managed by MGG Investment Group LP ("MGG"). Initial funds were distributed on April 3, 2017 (the "Closing Date") to repay existing indebtedness, pay fees and expenses relating to the Credit Agreement, and to pay a portion of the purchase price for the acquisition of the SNI Companies.

Under the terms of the Credit Agreement, the Company may borrow up to \$73.8 million consisting of a four-year term loan in the principal amount of \$48.8 million and revolving loans in a maximum amount up to the lesser of (i) \$25.0 million or (ii) an amount determined pursuant to a borrowing base that is calculated based on the outstanding amount of the Company's eligible accounts receivable, as described in the Credit Agreement. The loans under the Credit Agreement mature on March 31, 2021.

The Credit Agreement, as amended, contains certain financial covenants, which are required to be maintained as of the last day of each fiscal quarter, including the following:

Fixed Charge Coverage Ratio ("FCCR"). This is the ratio of consolidated earnings before interest, taxes, depreciation and amortization ("EBITDA") to Fixed Charges, each of which is as defined in the Credit Agreement, as amended. The minimum FCCR requirements are: 1.25 to 1.00 for the trailing four quarters ended September 30, 2018; 0.80 to 1.00 for the quarter ending December 31, 2018; 1.00 to 1.00 for the two fiscal quarters ending March 31, 2019; 1.05 to 1.00 for the three fiscal quarters ending June 30, 2019; 1.05 to 1.00 for the four fiscal quarters ending September 30, 2019; and 1.25 to 1.00 for each fiscal quarter thereafter.

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Minimum EBITDA. Minimum EBITDA, which is determined on a consolidated basis, as defined in the Credit Agreement, as amended, are: \$13.3 million for the quarter ended September 30, 2018; \$12.7 million for the fiscal quarter ended December 31, 2018; \$13.0 million for the fiscal quarter ended March 31, 2019; \$13.3 million for the fiscal quarter ended June 30, 2019; and \$14.0 million for the fiscal quarter ending September 30, 2019 and each fiscal quarter thereafter.

Senior Leverage Ratio. This is the ratio of maximum Indebtedness, which is substantially comprised of consolidated senior indebtedness, to consolidated EBITDA, each of which is as defined under the Credit Agreement, as amended. The Senior Leverage Ratios are: 4.00 to 1.00 for the quarter ended September 30, 2018; 4.40 to 1.00 for the fiscal quarter ended December 31, 2018; 4.25 to 1.00 for the fiscal quarter ended March 31, 2019; 4.10 to 1.00 for the fiscal quarter ended June 30, 2019; and 4.00 to 1.00 for the fiscal quarter ending September 30, 2019 and 2.50 to 1.00 for each fiscal quarter thereafter.

In addition to these financial covenants, the Credit Agreement includes other restrictive covenants. The Credit Agreement permits capital expenditures up to a certain level and contains customary default and acceleration provisions. The Credit Agreement also restricts, above certain levels, acquisitions, incurrence of additional indebtedness, and payment of dividends.

On August 31, 2017, the Company entered into a Consent to Extension of Waiver to the Credit Agreement (the "Waiver"). Under the terms of the Waiver, the Lenders and the Agents agreed to extend to October 3, 2017 the deadline by which the Company must deliver updated financial information satisfactory to the lenders in order to amend the financial covenant levels, execute a fully executed amendment to the Credit Agreement, and any other terms and conditions required by the lenders in their sole discretion. Additionally, the Company paid a \$73.5 consent fee to the Agents for the pro rata benefit of the lenders, in connection with the Waiver. On August 31, 2017, an additional waiver to the Credit Agreement ("Additional Waiver"), pursuant to which the due date for the Company to deliver the subordination agreement and an amended subordinated note, executed by one of the Company's subordinated lenders was extended from August 31, 2017 to October 3, 2017, also was obtained.

On October 2, 2017, the Company, the other borrower entities and guarantor entities named therein (collectively, the "Loan Parties"), PNC, and certain investment funds managed by MGG (collectively the "Lenders") entered into a First Amendment and Waiver (the "First Amendment") to the Revolving Credit, Term Loan and Security Agreement dated as of March 31, 2017 (the "Credit Agreement") by and among the Loan Parties, and the Lenders. The First Amendment,

which was effective as of October 2, 2017, modified the required principal repayment schedule with respect to the Term Loans. The Amendment also modified the ability of the Loan Parties to repay or make other payments with respect to certain other loans that are subordinated in right of payment to the indebtedness under the Credit Agreement.

Pursuant to the First Amendment the Lenders also waived any Event of Default arising out of the Loan Parties' failure to deliver, on or before October 3, 2017, the materials satisfying the requirements of clauses (i) and (ii) of Section 5 of the Waiver to Revolving Credit, Term Loan and Security Agreement, dated as of August 14, 2017, as amended.

On November 14, 2017, the Company and its subsidiaries, as Borrowers, entered into a second amendment (the "Second Amendment") to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017 (the "Credit Agreement"). Pursuant to the Second Amendment the Borrowers agreed, among other things, to use commercially reasonable efforts to prepay, or cause to be prepaid, \$10.0 million in principal amount of Advances (as defined in the Credit Agreement) outstanding, which amount shall be applied to prepay the Term Loans in accordance with the applicable terms of the Credit Agreement. Any prepayment to the term loan is contingent upon a future financing, non-operational cash flow or excess cash flow as defined in the agreement. The Company also agreed to certain amendments to the loan covenants required to be maintained.

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The Company did not meet its financial loan covenants at September 30, 2018 or at June 30, 2018 or March 31, 2018, previously. On May 15, 2018, the Company obtained a temporary waiver from its lenders for the missed financial covenants at March 31, 2018. On August 10, 2018, the Company and its subsidiaries, as Borrowers, entered into a third amendment and waiver (the “Third Amendment and Waiver”) to the Credit Agreement. Pursuant to the Third Amendment and Waiver, the Lenders agreed to modify the definition of EBITDA in the Credit Agreement to allow for the recognition and exclusion of certain additional acquisition, integration and restructuring expenses not previously specified and to provide a temporary waiver for any Defaults and Events of Default under the Credit Agreement that have solely arisen by reason of the Company failing to comply with the financial covenants of the Credit Agreement for the period ending June 30, 2018.

On December 27, 2018, the Company and its subsidiaries, as Borrowers, entered into a fourth amendment and waiver (the “Fourth Amendment and Waiver”) to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017 (the “Credit Agreement”). Under the Fourth Amendment and Waiver, the Company and its Lenders have negotiated and agreed to a waiver for non-compliance with the financial covenants under the Credit Agreement as of September 30, 2018, and amendments to the financial covenants and to the remaining scheduled principal payments.

Management has taken definitive actions to improve operations, reduce costs and improve profitability, and position the Company for future growth. Based on its current projections, management expects that the Company can meet its future debt service requirements and comply with its financial covenants and other commitments, as amended in the Fourth Amendment. However, the Company’s projections are based on assumptions and estimates about future performance and events, which are subject to change or other unforeseen conditions or uncertainties. As such, there can be no assurance that the Company will not fall into non-compliance with its loan covenants or that its Lenders will continue to provide waivers or amendments to the Company in the event of future non-compliance with debt covenants or other possible events of default that could happen in the future.

Revolving Credit Facility

As of September 30, 2018, the Company had \$11.9 million in outstanding borrowings under the Revolving Credit Facility, of which approximately \$8.0 million was at an interest rate of approximately 17.34% and the remainder was at an interest rate of approximately 19.25%.

As of September 30, 2018, the Company had approximately \$2.3 million available on the Revolving Credit facility.

The Revolving Credit Facility is secured by all the Company's property and assets, whether real or personal, tangible or intangible, and whether now owned or hereafter acquired, or in which it now has or at any time in the future may acquire any right, title or interests.

Term Loan

The Company had outstanding balances under its Term Loan, as follows:

|   | <b>September 30,</b> | <b>September 30,</b> |
|---|----------------------|----------------------|
|   | <b>2018</b>          | <b>2017</b>          |
| Term loan   | \$ 44,505            | \$ 48,141            |
| Unamortized debt discount                         | (1,921)              | (2,690)              |
| Term loan, net of discount                        | 42,584               | 45,451               |
| Short term portion of term loan, net of discounts | 2,331                | 3,433                |
| Long term portion of term loan, net of discounts  | \$ 40,253            | \$ 42,018            |

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GEE GROUP INC.

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The Term Loan is payable as follows, subject to acceleration upon the occurrence of an Event of Default under the Credit Agreement or termination of the Credit Agreement and provided that all unpaid principal, accrued and unpaid interest and all unpaid fees and expenses shall be due and payable in full on March 31, 2021. Principal payments are required as follows: fiscal 2019 – \$3.1 million, fiscal 2020 – \$8.3 million and fiscal 2021 - \$33.1 million.

The Company also is required to prepay the outstanding amount of the Term Loan in an amount equal to the Specified Excess Cash Flow Amount (as defined in the agreement) for the immediately preceding fiscal year, commencing with the fiscal year ending September 30, 2018. The Company does not owe any amount as of September 30, 2018.

Interest

The loans under the Credit Agreement for the period commencing on the Second Amendment Effective Date up to and including May 31, 2018, (i) so long as the Senior Leverage Ratio is equal to or greater than 3.75 to 1.00, an amount equal to prime plus 9.75% for Advances consisting of Domestic Rate Loans and LIBOR plus 10.75% for Advances consisting of LIBOR Rate Loans and (ii) so long as the Senior Leverage Ratio is less than 3.75 to 1.00, an amount equal to prime plus 9.00% for Advances consisting of Domestic Rate Loans and LIBOR plus 10.00% for Advances consisting of LIBOR Rate Loans.

Commencing on June 1, 2018 up to and including August 31, 2018, (i) so long as the Senior Leverage Ratio is equal to or greater than 4.00 to 1.00, interest on the loans is payable in an amount equal to prime plus 14.00% for Advances consisting of Domestic Rate Loans and LIBOR plus 15.00% for Advances consisting of LIBOR Rate Loans and (ii) so long as the Senior Leverage Ratio is less than 4.00 to 1.00, interest is payable in an amount equal to prime plus 9.75% for Advances consisting of Domestic Rate Loans and LIBOR plus 10.75% for Advances consisting of LIBOR Rate Loans.

Commencing on September 1, 2018 through the remainder of the Term, (i) so long as the Senior Leverage Ratio is equal to or greater than 3.50 to 1.00, interest on the loans is payable in an amount equal to prime plus 14.00% for Advances consisting of Domestic Rate Loans and LIBOR plus 15.00% for Advances consisting of LIBOR Rate Loans and (ii) so long as the Senior Leverage Ratio is less than 3.50 to 1.00, interest is payable in an amount equal to prime plus 9.00% for Advances consisting of Domestic Rate Loans and LIBOR plus 10.00% for Advances consisting of

LIBOR Rate Loans. As of September 30, 2018, the Company had \$11.9 million in outstanding borrowings under the Revolving Credit Facility, of which approximately \$8.0 million was at an interest of approximately 17.34% and the remainder was at an interest of approximately 19.25%. Accrued interest is included in other current liabilities in the Consolidated Balance Sheets.

#### Loan Fees and Amortization

In connection with the Credit Agreement, the Company agreed to pay an original discount fee of approximately \$0.9 million, a closing fee for the term loan of approximately \$0.1 million, a finder's fee of approximately \$1.6 million and a closing fee for the revolving credit facility of approximately \$0.5 million. The total of the loan fees paid is approximately \$3.1 million. The Company has reported these direct loan-related costs in the form of a discount and reduction of the term loan in the accompanying consolidated balance sheets and is amortizing them as interest expense over the term of the loans. During fiscal 2018 and fiscal 2017, the Company amortized approximately \$0.8 million and \$0.5 million, respectively, of debt discount.

#### **7. Accrued Compensation**

Accrued Compensation includes accrued wages, the related payroll taxes, employee benefits of the Company's employees while they work on contract assignments, commissions earned and not yet paid and estimated commissions payable.

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**8. Subordinated Debt – Convertible and Non - Convertible**

The Company had outstanding balances under its Convertible and Non-Convertible Subordinated Debt agreements, as follows:

|  | September 30,<br>2018 | September 30,<br>2017 |
|--|-----------------------|-----------------------|
| 10% Convertible Subordinated Note  | \$ 4,185              | \$ 4,185              |
| Amended and Restated Non-negotiable promissory note                      | 106                   | 1,225                 |
| Subordinated Promissary Note   | 1,000                 | 1,000                 |
| 9.5% Convertible Subordinated Note                                       | 12,500                | 12,500                |
| Total subordinated debt, convertible and non-convertible                 | 17,791                | 18,910                |
| Short term portion of subordinated debt, convertible and non-convertible | (106)                 | (1,225)               |
| Long term portion of subordinated debt, convertible and non-convertible  | \$ 17,685             | \$ 17,685             |

10% Convertible Subordinated Note

The Company had a Subordinated Note payable to JAX Legacy – Investment 1, LLC (“JAX Legacy”), pursuant to a Subscription Agreement dated October 2, 2015, in the amount of \$4.2 million, and which was scheduled to become due on October 2, 2018.

On April 3, 2017, the Company and JAX Legacy amended and restated the Subordinated Note in its entirety in the form of a 10% Convertible Subordinated Note (the “10% Note”) in the aggregate principal amount of \$4.2 million. The 10% Note matures on October 3, 2021 (the “Maturity Date”). The 10% Note is convertible into shares of the Company’s Common Stock at a conversion price equal to \$5.83 per share. All or any portion of the 10% Note may be redeemed by the Company for cash at any time on or after April 3, 2018 that the average daily VWAP of the Company’s Common Stock reported on the principal trading market for the Common Stock exceeds the then applicable Conversion Price for a period of 20 trading days. The redemption price shall be an amount equal to 100% of the then outstanding principal amount of the 10% Note being redeemed, plus accrued and unpaid interest thereon. The

Company agreed to issue to the investors in JAX Legacy approximately 77.8 shares of common stock, at a value of approximately \$0.4 million which was expensed as loss on the extinguishment of debt during the year ended September 30, 2017.

Total discount recorded at issuance of the original JAX Legacy subordinated note payable was approximately \$0.6 million. Total amortization of debt discount for the year ended September 30, 2017 was approximately \$0.1 million, and the remaining \$0.3 million was written off to loss on extinguishment of debt upon amendment and restatement resulting in the 10% Note.

During fiscal 2018 the Company issued approximately 264,280 shares of common stock to Jax Legacy related to interest of \$0.9 million on the 10% Note.

*Amended and Restated Non-Negotiable Promissory Note*

On October 4, 2017, the Company executed an Amended and Restated Non-Negotiable Promissory Note in favor of William Daniel Dampier and Carol Lee Dampier (sellers of Access Data Consulting Corporation) in the amount of approximately \$1.2 million (the "Note"). This Note amends and, as so amended, restates in its entirety and replaces that certain Subordinated Nonnegotiable Promissory Note dated October 4, 2015, issued by the Company to William Daniel Dampier and Carol Lee Dampier in the original principal amount of \$3.0 million. The Company agreed to pay William Daniel Dampier and Carol Lee Dampier 12 equal installments of approximately \$107.7, commencing on November 4, 2017 and ending on October 4, 2018. The entire loan is classified as current and subordinate to the senior debt.

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Subordinated Promissory Note

On January 20, 2017, the Company entered into Addendum No. 1 (the “Addendum”) to the Stock Purchase Agreement dated as of January 1, 2016 (the “Paladin Agreement”) by and among the Company and Enoch S. Timothy and Dorothy Timothy (collectively, the “Sellers”). Pursuant to the terms of the Addendum, the Company and the Sellers agreed (a) that the conditions to the “Earnouts” (as defined in the Paladin Agreement) had been satisfied or waived and (b) that the amounts payable to the Sellers in connection with the Earnouts shall be amended and restructured as follows: (i) the Company paid \$250.0 in cash to the Sellers prior to January 31, 2017 (the “Earnout Cash Payment”) and (ii) the Company shall issue to the Sellers a subordinated promissory note in the principal amount of \$1.0 million (the “Subordinated Note”), The Subordinated Note shall bear interest at the rate of 5.5% per annum. Interest on the Subordinated Note shall be payable monthly and principle can only be paid in stock until the term loan and Revolving Credit Facility are repaid. The Subordinated Note shall have a term of three years and may be prepaid without penalty. The principal of and interest on the Subordinated Note may be paid, at the option of the Company, either in cash or in shares of common stock of the Company or in any combination of cash and common stock. The Sellers have agreed that all payments and obligations under the Subordinated Note shall be subordinate and junior in right of payment to any “Senior Indebtedness” (as defined in the Paladin Agreement) now or hereafter existing to “Senior Lenders” (current or future) (as defined in the Paladin Agreement).

9.5% Convertible Subordinated Notes

On April 3, 2017, the Company issued and paid to certain SNIH Stockholders as part of the Merger Consideration (see note 12) an aggregate of \$12.5 million in the form of 9.5% Convertible Subordinated Notes (the “9.5% Notes”). The 9.5% Notes mature on October 3, 2021 (the “Maturity Date”). The 9.5% Notes are convertible into shares of the Company’s Common Stock at a conversion price equal to \$5.83 per share. Interest on the 9.5% Notes accrues at the rate of 9.5% per annum and shall be paid quarterly in arrears on June 30, September 30, December 31 and March 31, beginning on June 30, 2017, on each conversion date with respect to the 9.5% Notes (as to that principal amount then being converted), and on the Maturity Date (each such date, an “Interest Payment Date”). At the option of the Company, interest may be paid on an Interest Payment Date either in cash or in shares of Common Stock of the Company, which Common Stock shall be valued based on the terms of the agreement, subject to certain limitations defined in the loan agreement. Each of the 9.5% Notes is subordinated in payment to the obligations of the Company under its Credit Agreement (see Note 6) pursuant to Subordination and Inter-creditor Agreements dated as of March 31, 2017 by and among the Company, the Credit Agreement lenders, and each of the holders of the 9.5% Notes.

Future minimum payments of all subordinated debt will total approximately as follows: fiscal 2019 - \$0.1 million, fiscal 2020 - \$1.0 million, fiscal 2021- \$0 and fiscal 2022 - \$16.7 million.

During fiscal 2018 the Company issued approximately 530,071 shares of common stock to the SNI Sellers related to interest of \$1.5 million on the 9.5% Notes.

## **9. Equity and Share-based Compensation**

During fiscal 2018 the Company issued 110,083 shares of common stock for the conversion of approximately 110,083 shares of Series B Convertible Preferred Stock (see Note 10).

### Restricted Stock

In fiscal 2018, the Company granted 600,000 and 500,000 restricted shares of common stock to its Chairman and Chief Executive Officer and President, respectively. The restricted shares are to be earned over a three-year period and cliff vest at the end of the third year from the date of grant. Stock-based compensation expense attributable to restricted stock was \$0.3 million and \$0 million in fiscal 2018 and fiscal 2017, respectively. The fair values of the granted shares based upon the quoted market price of the Company's common stock on the close of business on the date of grant of \$2.39 per share was \$2.4 million. As of September 30, 2018, there was approximately \$2.1 million of unrecognized compensation expense related to restricted stock outstanding.

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A summary of restricted stock activity is presented as follows:

|   | <b>Number of<br/>Shares</b> |
|---|-----------------------------|
| Restricted stock outstanding as of September 30, 2017 | -                           |
| Granted   | 1,100                       |
| Exercised   | -                           |
| Restricted stock outstanding as of September 30, 2018 | 1,100                       |
| Restricted stock exercisable as of September 30, 2018 | -                           |

Warrants

No warrants were granted or exercised during fiscal 2018.

|   | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Exercise Price<br/>Per Share<br/>(\$)</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Life</b> | <b>Total Intrinsic<br/>Value of<br/>Warrants (\$)</b> |
|---|-----------------------------|---|--|---|
| Warrants outstanding as of September 30, 2016 | 997                         | 2.92  |  |   |
| Granted                                       | -                           | -   |  |   |
| Exercised                                     | (500)                       | 2.00  |  |   |
| Warrants outstanding as of September 30, 2017 | 497                         | 3.84  |  |   |
| Granted                                       | -                           | -   |  |   |
| Exercised                                     | -                           | -   |  |   |
| Warrants outstanding as of September 30, 2018 | 497                         | 3.84  | 2.87   | 67  |

|  |     |      |      |     |
|--|-----|------|------|-----|
| Warrants exercisable as of September 30,2017 | 497 | 3.84 | 3.87 | 234 |
| Warrants exercisable as of September 30,2018 | 497 | 3.84 | 2.87 | 67  |

Stock Options

As of September 30, 2018, there were stock options outstanding under the Company's, Second Amended and Restated 1997 Stock Option Plan and the Company's Amended and Restated 2013 Incentive Stock Plan. Both plans were approved by the shareholders. The plans granted specified numbers of options to non-employee directors, and they authorized the Compensation Committee of the Board of Directors to grant either incentive or non-statutory stock options to employees. Vesting periods are established by the Compensation Committee at the time of grant. All stock options outstanding as of September 30, 2018 and September 30, 2017 were non-statutory stock options, had exercise prices equal to the market price on the date of grant, and had expiration dates ten years from the date of grant.

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A summary of stock option activity is as follows:

|  | Number of<br>Shares | Weighted<br>Average<br>Exercise Price<br>per share<br>(\$) | Weighted<br>Average<br>Remaining<br>Contractual<br>Life (Years) | Total Intrinsic<br>Value of<br>Options<br>(\$) |
|--|---------------------|--|---|--|
| Options outstanding as of September 30, 2016 | 568                 | 4.39   |   |  |
| Granted                                      | 382                 | 5.15   |   |  |
| Exercised                                    | -                   | -  |   |  |
| Forfeited/Expired                            | (42)                | 4.38   |   |  |
| Options outstanding as of September 30, 2017 | 908                 | 5.11   |   |  |
| Granted                                      | 780                 | 2.45   |   |  |
| Exercised                                    | -                   | -  |   |  |
| Forfeited/Expired                            | (110)               | 5.33   |   |  |
| Options outstanding as of September 30, 2018 | 1,578               | 3.76   | 7.53  | 142  |
| Exercisable as of September 30, 2017         | 408                 | 4.79   | 8.00  | 303  |
| Exercisable as of September 30, 2018         | 512                 | 5.08   | 7.30  | 1  |

The fair value of stock options granted was made using the Black-Scholes option pricing model and the following assumptions:

|  | 2018    | 2017    |
|--|---------|---------|
| Weighted average fair value of options   | \$ 2.24 | \$ 4.63 |
| Weighted average risk-free interest rate | 2.68%   | 2.20%   |
| Weighted average dividend yield          | \$ -    | \$ -    |
| Weighted average volatility factor       | 105%    | 104%    |
| Weighted average expected life (years)   | 10      | 10      |

Stock-based compensation expense attributable to stock options and warrants was \$1.4 million and \$0.9 million in fiscal 2018 and fiscal 2017, respectively. As of September 30, 2018, there was approximately \$2.4 million of unrecognized compensation expense related to unvested stock options outstanding, and the weighted average vesting period for those options was 3.5 years.

## **10. Mezzanine Equity**

On April 3, 2017, the Company issued an aggregate of approximately 5.9 million shares of no par value, Series B Convertible Preferred Stock to certain of the SNIH Stockholders as part of the Merger Consideration. The no par value, Series B Convertible Preferred Stock has a liquidation preference equal to \$4.86 per share and ranks senior to all "Junior Securities" (including the Company's Common Stock) with respect to any distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

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In the event that the Company declares or pays a dividend or distribution on its Common Stock, whether such dividend or distribution is payable in cash, securities or other property, including the purchase or redemption by the Company or any of its subsidiaries of shares of Common Stock for cash, securities or property, the Company is required to simultaneously declare and pay a dividend on the no par value, Series B Convertible Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all shares had been converted as of immediately prior to the record date of the applicable dividend or distribution.

Except as set forth in the Resolution Establishing Series (as defined below) as may be required by Illinois law, the holders of the no par value, Series B Convertible Preferred Stock have no voting rights. Pursuant to the Resolution Establishing Series, without the prior written consent of holders of not less than a majority of the then total outstanding Shares of no par value, Series B Convertible Preferred Stock, voting separately as a single class, the Company shall not create, or authorize the creation of, any additional class or series of capital stock of the Company (or any security convertible into or exercisable for any class or series of capital stock of the Company) that ranks *pari passu* with or superior to the no par value, Series B Convertible Preferred Stock in relative rights, preferences or privileges (including with respect to dividends, liquidation or voting).

Each share of Series B Convertible Preferred Stock is convertible at the option of the holder thereof into one share of Common Stock at an initial conversion price equal to \$4.86 per share, which is subject to adjustment in the event of stock splits, stock combinations, capital reorganizations, reclassifications, consolidations, mergers or sales, as set forth in the Resolution Establishing Series.

None of the shares of no par value, Series B Preferred Stock issued to the SNIH Stockholders are registered under the Securities Act. Each of the SNIH Stockholders who received shares of Series B Preferred Stock is an accredited investor. The issuance of the shares of no par value, Series B Preferred Stock to such SNIH Stockholders is exempt from the registration requirements of the Act in reliance on an exemption from registration provided by Section 4(2) of the Act.

Based on the terms of the Series B Convertible Preferred Stock, if certain fundamental transactions were to occur, the Series B Convertible Preferred Stock would require redemption, which precludes permanent equity classification on the accompanying consolidated Balance Sheet.

During fiscal 2018 the Company issued 110,083 shares of common stock for the conversion of approximately 110,083 shares of Series B Convertible Preferred Stock.

## 11. Income Taxes

On December 22, 2017, President Trump signed into law the “Tax Cuts and Jobs Act” (“U.S. Tax Reform Act”). The U.S. Tax Reform Act provides for significant changes in the U.S. Internal Revenue Code of 1986, as amended. Certain provisions of the U.S. Tax Reform Act became effective during our fiscal year ending September 30, 2018 with all provisions of the U.S. Tax Reform Act effective as of the beginning of our fiscal year ending September 30, 2019. As the U.S. Tax Reform Act was enacted after our year ending September 30, 2017, it had no impact on our fiscal 2017 financial results. The U.S. Tax Reform Act contains provisions with separate effective dates but is generally effective for taxable years beginning after December 31, 2017. Beginning on January 1, 2018, the U.S. Tax Reform Act lowers the US corporate income tax rate to 21% from that date and beyond, as a result, we are utilizing a blended rate of 24.5% for the current year rate for the year ending September 30, 2018, while all of our deferred tax assets and liabilities have been revalued at 21%, the tax rate the Company expects all the deferred tax assets and liabilities to reverse at.

As of September 30, 2018, we have accounted for the relevant parts of the U.S. Tax Reform Act. The following summarizes the key aspects of the accounting required for the U.S. Tax Reform Act:

- Τη χυρρεντ ψεαρ προωισιον ισ βεινγ χαλχυλατεδ ατ α βλενδεδ στατυτορψ ρατε οφ 24.5% δυε το ουρ φισχαλ ψεαρ ενδ οφ Σεπτεμπερ 30. Τηε διφφερενχε βετωεεν υσινγ τηε 24.5% ανδ τηε νορμαλ 34% ρατε ισ αν εστιματεδ ταξ βενεφιτ οφ αππροξιματελψ 30.8 μιλλιον.

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- Ending balances for all our deferred tax assets and liabilities have been revalued at the Federal statutory tax rate of 21%, which is the rate expected to apply when the deferred taxes reverse. The Company has also accounted for the related impacts to its applicable state tax rates. The overall impact of revaluing the ending deferred taxes at 21% was a reduction to the deferred tax asset balance of \$0.8 million as of September 30, 2018, inclusive of the state tax impact. Including the impact of the rate change on the current year calculation noted above, the net impact of the rate change was approximately \$41,000 which is reflected in the effective tax rate reconciliation below.
- Τη Φεδεραλ νετ οπερατινγ λοσσ ( NOA ) γενερατεδ φορ τηε περιοδ ενδινγ Σεπτεμπερ 30, 2018, χαν βε χαρριεδ φορωαρδ ινδεφινιτελψ. Σινχε τηε χυρρεντ ψεαρ NOA ηασ αν ινδεφινιτε χαρρψφορωαρδ, τηε Χομπανψ ισ αβλε το υσε ιτς δεφερρεδ ταξ λιαβιλιτυ ρελατινγ το γοοδωιλλ (σεε διςχυσσιον βελω) ασ α σουρχε οφ ινχομε φορ ιτς φεδεραλ δεφερρεδ ταξ ποσιτιον. Ασ α ρεσυλτ, τηε Χομπανψ αλσο ηασ το ρελεασεδ Ξ1.0 μιλλιον οφ παλυατιον αλλοωανχε ατ Σεπτεμπερ 30, 2018. Τηε ρεμαινινγ νετ δεφερρεδ ταξ λιαβιλιτυ ρελατεσ σολελψ το τηε στατε δεφερρεδ ταξ λιαβιλιτυ φορ γοοδωιλλ. Τηε Ξ1.0 μιλλιον ρεδυχτιον ιν τηε παλυατιον αλλοωανχε ισ ινχλυδεδ ιν τηε νετ χηανγε ιν τηε παλυατιον αλλοωανχε ον τηε εφφεχτιβε ταξ ρατε ρεχονχιλιατιον βελω.

The components of the provision for income taxes is as follows:

|                           | <b>Year Ended September 30,</b> |             |
|---------------------------|---------------------------------|-------------|
|                           | <b>2018</b>                     | <b>2017</b> |
| Current benefit:          |                                 |             |
| Federal                   | \$ -                            | -           |
| State                     | (15)                            | 126         |
| Total current benefit:    | \$ (15)                         | 126         |
| Deferred benefit:         |                                 |             |
| Federal                   | \$ (898)                        | (5,549)     |
| State                     | 54                              | (595)       |
| Total deferred benefit:   | \$ (844)                        | (6,144)     |
| Total income tax benefit: | \$ (859)                        | (6,018)     |

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GEE GROUP INC.

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A reconciliation of the Company's statutory income tax rate to the Company's effective income tax rate is as follows:

|                                     | <b>Year Ended September 30,</b> |             |
|-------------------------------------|---------------------------------|-------------|
|                                     | <b>2018</b>                     | <b>2017</b> |
| Income at US Statutory Rate         | \$ (2,064)                      | \$ (2,853)  |
| State Taxes, net of Federal benefit | (76)                            | (633)       |
| Tax Credits                         | (176)                           | (99)        |
| Acquisition Related Costs           | (108)                           | 476         |
| Statutory Rate Changes              | 41                              | (571)       |
| Valuation Allowance                 | 1,167                           | (2,370)     |
| Other                               | 357                             | 32          |
|                                     | \$ (859)                        | \$ (6,018)  |

The net deferred income tax asset balance related to the following:

|                                 | <b>Year Ended September 30,</b> |             |
|---------------------------------|---------------------------------|-------------|
|                                 | <b>2018</b>                     | <b>2017</b> |
| Net Operating Losses            | \$ 6,710                        | \$ 8,177    |
| Stock Options                   | 969                             | 881         |
| Allowance for Doubtful Accounts | 140                             | 958         |
| Accrued & Prepaid Expenses      | 469                             | 911         |
| Tax Credit Carryforwards        | 404                             | 171         |
| Other                           | 4                               | -           |
| Total Deferred tax assets       | \$ 8,696                        | \$ 11,098   |
| Intangibles                     | \$ (6,006)                      | \$ (10,308) |
| Depreciation                    | (31)                            | (110)       |
| Total deferred tax liability    | \$ (6,037)                      | \$ (10,418) |
| Deferred tax asset              | \$ 2,659                        | \$ 680      |
| Valuation allowance             | (2,805)                         | (1,638)     |
| Net deferred tax liability      | \$ (146)                        | \$ (958)    |

As of September 30, 2018, and 2017, the Company had federal and state net operating loss carryforwards of approximately \$27.3 million and \$23.7 million, respectively, which begin to expire in 2028 for federal and 2022 for state purposes.

Future realization of the tax benefits of existing temporary differences and net operating loss carryforwards ultimately depends on the existence of sufficient taxable income within the carryforward period. As of September 30, 2018, and 2017, the Company performed an evaluation to determine whether a valuation allowance was needed. The Company considered all available evidence, both positive and negative, which included the results of operations for the current and preceding years. The Company also considered whether there was any currently available information about future years. Because long-term contracts are not a significant part of the Company's business, future results cannot be reliably predicted by considering past trends or by extrapolating past results. Moreover, the Company's earnings are influenced by national economic conditions and have been volatile in the past. Considering these factors, the Company determined that it was not possible to reasonably quantify future taxable income. The Company determined that it is more likely than not that all of the net deferred tax assets (deferred tax assets in excess of corresponding deferred tax liabilities) will not be realized. Accordingly, the Company maintained a full valuation allowance as of September 30, 2018 and 2017.

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With the passage of time, the Company will continue to generate additional deferred tax assets and liabilities related to amortization of acquired intangible assets for tax purposes. As goodwill, an indefinite-lived intangible asset, will not be amortized for financial reporting purposes under current accounting standards, any tax amortization related goodwill claimed by the Company in future years will give rise to an increasing deferred tax liability, which will only reverse at the time of a future impairment under current accounting rules or ultimate sale of the underlying intangible assets. Due to the uncertain timing of this reversal, the temporary difference cannot be considered as a source of future taxable income, but for the amount of indefinite federal NOL carryforwards available due to the U.S. Tax Reform Act as noted above, for purposes of determining a valuation allowance against the Company's other net deferred tax assets. As a result, the Company's net deferred tax position at September 30, 2018 and 2017, represents the tax impact of the cumulative tax amortization of goodwill, which is primarily attributable to historical tax deductible goodwill from SNI.

Under Internal Revenue Code 382, if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change NOL carryforwards and other pre-change tax attributes to offset its post-change income may be limited. We have not completed a study to assess whether an "ownership change" has occurred or whether there have been multiple ownership changes since we became a "loss corporation" as defined in Section 382. Future changes in our stock ownership, which may be outside of our control, may trigger an "ownership change". In addition, future equity offerings or acquisitions that have equity as a component of the purchase price could result in an "ownership change." If an "ownership change" has occurred or does occur in the future, utilization of the NOL carryforwards or other tax attributes may be limited, which could potentially result in increased future tax liability to us.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations for both federal taxes and the many states in which we operate or do business in. ASC 740 states that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits.

We record tax positions as liabilities in accordance with ASC 740 and adjust these liabilities when our judgement changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the recognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is available. As of September 30, 2018, and 2017 we have not recorded any uncertain tax positions in our financial statements.

We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations. As of September 30, 2018, and 2017, no accrued interest or penalties are included on the related tax liability line in the consolidated balance sheet.

The Company files tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal and state jurisdictions, where applicable. There are currently no pending tax examinations. The Company's tax years are still open under statute from September 30, 2014, to the present. Earlier years may be examined to the extent that the net operating loss carryforwards from those earlier years are used in future periods. The resolution of tax matters is not expected to have a material effect on the Company's consolidated financial statements.

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**12. Acquisitions**

SNI

The Company entered into an Agreement and Plan of Merger dated as of March 31, 2017 (the “Merger Agreement”) by and among the Company, GEE Group Portfolio, Inc., a Delaware corporation and a wholly owned subsidiary of the Company, (“GEE Portfolio”), SNI Holdco Inc., a Delaware corporation (“SNIH”), Smith Holdings, LLC a Delaware limited liability company, Thrivent Financial for Lutherans, a Wisconsin corporation, organized as a fraternal benefits society (“Thrivent”), Madison Capital Funding, LLC, a Delaware limited liability company (“Madison”) and Ronald R. Smith, in his capacity as a stockholder (“Mr. Smith” and collectively with Smith Holdings, LLC, Thrivent and Madison, the “Principal Stockholders”) and Ronald R. Smith in his capacity as the representative of the SNIH Stockholders (“Stockholders’ Representative”). The Merger Agreement provided for the merger subject to the terms and conditions set forth in the Merger Agreement of SNI Holdco with and into GEE Portfolio pursuant to which GEE Portfolio would be the surviving corporation (the “Merger”). The Merger was consummated on April 3, 2017 (the “Closing”) and did not require stockholder approval in order to be completed. As a result of the merger, GEE Portfolio became the owner of 100% of the outstanding capital stock of SNI Companies, a Delaware corporation and a wholly-owned subsidiary of SNI Holdco (“SNI Companies” and collectively with SNI Holdco, the “Acquired Companies”).

SNI Companies, formerly led by co-founder and then current Chairman and CEO Ron Smith, is a premier provider of recruitment and staffing services specializing in administrative, finance, accounting, banking, technology, and legal professions. Through its Staffing Now ®, Accounting Now ®, SNI Technology ®, SNI Financial ®, Legal Now ®, SNI Energy ® and SNI Certes ® divisions, SNI Companies delivers staffing solutions on a temporary/contract, temporary contract-to hire, full time and direct hire basis, across a wide range of disciplines and industries including finance, accounting, banking, technical, software, tax, human resources, legal, engineering, construction, manufacturing, natural resources, energy and administrative professional. SNI Companies has offices in Colorado, Connecticut, Washington DC, Illinois, Massachusetts, Minnesota, New Jersey, Texas and Virginia.

*Merger Consideration and Closing Payments*

The aggregate consideration paid for the shares of SNI Holdco (the “Merger Consideration”) was approximately \$66.3 million, plus or minus the “NWC Adjustment Amount” or the difference in the book value of the Closing Net Working Capital (as defined in Merger Agreement) of the Acquired Companies as compared to the Benchmark Net Working Capital (as defined in the Merger Agreement) of the Acquired Companies of \$9.2 million.

On the date of the Closing the Company made the following payments:

- *Cash Payment to Stockholders of SNIH (the “SNIH Stockholders”) or as directed by SNIH Stockholders.* At the Closing, the Company paid approximately an aggregate of \$23.0 million in cash to the SNIH Stockholders.
- *Issuance of 9.5% Convertible Subordinated Notes.* At the Closing, the Company issued and paid to certain SNIH Stockholders an aggregate of \$12.5 million in aggregate principal amount of its 9.5% Notes.
- *Issuance of Series B Convertible Preferred Stock.* At the Closing, the Company agreed to issue to certain SNIH Stockholders upon receipt of duly executed letters of transmittal an aggregate of approximately 5,926,000 shares of its Series B Convertible Preferred Stock (with an approximate value of \$29.3 million based on the closing stock price of GEE Group, Inc. common stock of \$4.95 on March 31, 2017).
- *Working Capital Reserve Fund.* At the Closing, \$1.5 million of the cash of the Merger Consideration was retained by the Company (the “Working Capital Reserve Fund”) and is subject to payment and adjustment as follows. The Merger Consideration will be adjusted (positively or negatively) based upon the difference in the book value of the Closing Net Working Capital (as defined in the Merger Agreement) as compared to the Benchmark Net Working Capital (as defined in the Merger Agreement) of \$9.2 million (such difference to be called the “NWC Adjustment Amount”). If the NWC Adjustment Amount is positive, the Merger Consideration will be increased by the NWC Adjustment Amount. If the NWC Adjustment Amount is negative, the Merger Consideration will be decreased by the NWC Adjustment Amount. If the Merger Consideration increases, then the Company will pay the Stockholders’ Representative account for payment to SNIH Stockholders the amount of the increase plus the Working Capital Reserve Fund in immediately available funds within three (3) business days of a final determination thereof. If the Merger Consideration decreases, then SNIH Stockholders will pay the amount of the decrease to the Company within three (3) business days of a final determination thereof, which first shall be funded from the Working Capital Reserve Fund (which shall be credited to the SNIH Stockholders). If the amount of the Merger Consideration decrease exceeds the Working Capital Reserve Fund, then the SNIH Stockholders, will pay the difference to the Company, severally, not jointly, in accordance with their SNIH Ownership Proportion (as defined in the Merger Agreement), in immediately available funds within twenty (20) days of a final determination. If the Working Capital Reserve Fund exceeds the payment due from SNIH Stockholders then the remaining balance of those funds after the payment to the Company shall be paid to the Stockholders’ Representative’s account for payment to the SNIH Stockholders in immediately available funds. See Note 13 for update to the Working Capital Reserve Fund.

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GEE GROUP INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Dollar amounts in thousands except per share data, unless otherwise stated

The intangibles which consist primarily of customer lists, trade names and a non-compete agreement with the Company's co-founder, Mr. Smith, and goodwill were recorded based on the Company's estimate of their fair values. Identifiable intangibles with definite lives are being amortized over their estimated lives, which range from five to ten years.

**April 3,****2017**

|                                |    |        |
|--------------------------------|----|--------|
| Assets purchased               | \$ | 12,989 |
| Liabilities assumed            |    | 32,174 |
| Net liabilities assumed        |    | 19,185 |
| Purchase price                 |    | 66,300 |
| Intangible Asset from purchase | \$ | 85,485 |

## Intangible asset detail

|  |    |        |
|--|----|--------|
| Intangible asset customer list         | \$ | 18,312 |
| Intangible asset trade name            |    | 5,900  |
| Intangible asset non-compete agreement |    | 3,270  |
| Goodwill                               |    | 58,003 |
| Intangible asset from purchase         | \$ | 85,485 |

All goodwill and intangibles related to the acquisition of SNI companies will not be deductible for tax purposes. An additional deferred tax liability of approximately \$11.0 million was created with the merger.

*Consolidated pro-forma unaudited financial statements*

The following unaudited pro forma combined financial information is based on the historical financial statements of the Company and SNI Companies, after giving effect to the Company's acquisition as if the acquisition occurred on October 1, 2016.



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GEE GROUP INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Dollar amounts in thousands except per share data, unless otherwise stated

The following unaudited pro forma information does not purport to present what the Company's actual results would have been had the acquisitions occurred on October 1, 2016, nor is the financial information indicative of the results of future operations. The following table represents the unaudited consolidated pro forma results of operations for fiscal 2017 as if the acquisition occurred on October 1, 2016. Operating expenses have been increased for the amortization expense associated with the estimated fair value adjustment as of each acquisition during the respective period for the expected definite lived intangible assets.

| <b>Pro Forma, unaudited</b>             | <b>Fiscal 2017</b> |
|---|--------------------|
| Net sales                               | \$ 189,149         |
| Cost of sales                           | \$ 119,817         |
| Operating expenses                      | \$ 68,794          |
| Net income (loss)                       | \$ (2,670)         |
| Basic income (loss) per common share    | \$ (0.28)          |
| Dilutive income (loss) per common share | \$ (0.28)          |

The proforma results of operations for the year ended September 30, 2017, included approximately \$54.2 million of sales, respectively, and approximately \$2.6 million of net income, respectively of SNI Companies for the period October 1, 2016 through (approximately) April 3, 2017, the consummation date of the Merger.

**13. Commitment and Contingencies**Leases

The Company leases space for all its branch offices, which are generally located either in downtown or suburban business centers, and for its corporate headquarters. Branch offices are generally leased over periods ranging from three to five years. The corporate office lease expires in 2020. The leases generally provide for payment of basic rent plus a share of building real estate taxes, maintenance costs and utilities.

Rent expense was approximately \$3.1 million and \$2.6 million for fiscal 2018 and fiscal 2017, respectively.

As of September 30, 2018, future minimum lease payments due under non-cancelable lease agreements having initial terms in excess of one year, including certain closed offices are as follows:

|             |          |
|-------------|----------|
| Fiscal 2019 | 2,247    |
| Fiscal 2020 | 1,308    |
| Fiscal 2021 | 668      |
| Fiscal 2022 | 622      |
| Fiscal 2023 | 426      |
| Thereafter  | 562      |
| Total       | \$ 5,833 |

*SNI Merger Consideration Held in the Working Capital Reserve Fund*

As of September 30, 2018, the SNI Merger Consideration held in the Working Capital Reserve Fund of \$1.5 million was reduced by \$0.6 million (“NWC Adjustment Amount”), following completion of the process provided for in the Merger Agreement, in which an independent accounting firm (the “firm”) was engaged to review related working capital-related claims made by the Company against such funds. As a result of the firm’s findings, the Company has recognized and reported a corresponding gain in its consolidated statement of operations for the fiscal year ended September 30, 2018.

#### **14. Segment Data**

The Company provides the following distinctive services: (a) direct hire placement services, (b) temporary professional services staffing in the fields of information technology, engineering, medical, and accounting, and (c) temporary light industrial staffing. These distinct services can be divided into two reportable segments, Industrial Staffing Services and Professional Staffing Services. Selling, general and administrative expenses are not completely separately allocated among light industrial services and professional staffing services.

Unallocated Corporate expenses primarily include, certain executive compensation expenses and salaries, certain administrative salaries, corporate legal expenses, stock amortization expenses, consulting expenses, audit fees, corporate rent and facility costs, board fees, acquisition, integration and restructuring expenses and interest expense.



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GEE GROUP INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Dollar amounts in thousands except per share data, unless otherwise stated

|   | <b>Year Ended September 30,</b> |             |
|---|---------------------------------|-------------|
|   | <b>2018</b>                     | <b>2017</b> |
| <b>Industrial Staffing Services</b>                 |                                 |             |
| Industrial services revenue                         | \$ 21,648                       | \$ 24,851   |
| Industrial services gross margin                    | 17.9%                           | 16.5%       |
| Operating income                                    | \$ 1,338                        | \$ 1,625    |
| Depreciation & amortization                         | 259                             | 268         |
| Accounts receivable – net                           | 3,450                           | 3,959       |
| Intangible assets                                   | 471                             | 691         |
| Goodwill  | 1,084                           | 1,084       |
| Total assets  | \$ 5,005                        | \$ 9,271    |
| <b>Professional Staffing Services</b>               |                                 |             |
| Permanent placement revenue                         | \$ 23,056                       | \$ 14,731   |
| Placement services gross margin                     | 100%                            | 100%        |
| Professional services revenue                       | \$ 120,580                      | \$ 95,396   |
| Professional services gross margin                  | 26.5%                           | 27.4%       |
| Operating income                                    | \$ 8,885                        | \$ 4,275    |
| Depreciation and amortization                       | 5,713                           | 3,685       |
| Accounts receivable – net                           | 17,305                          | 19,219      |
| Intangible assets                                   | 28,996                          | 34,358      |
| Goodwill  | 75,509                          | 75,509      |
| Total assets  | \$ 128,596                      | \$ 132,544  |
| <b>Unallocated Expenses</b>                         |                                 |             |
| Corporate administrative expenses                   | \$ 2,754                        | \$ 3,285    |
| Corporate facility expenses                         | 255                             | 301         |
| Stock option amortization expense                   | 1,660                           | 902         |
| Board related expenses                              | -                               | 38          |
| Acquisition, integration and restructuring expenses | 3,092                           | 2,775       |
| Total unallocated expenses                          | \$ 7,761                        | \$ 7,301    |
| <b>Consolidated</b>                                 |                                 |             |
| Total revenue                                       | \$ 165,284                      | \$ 134,978  |
| Operating income                                    | 2,462                           | (1,401)     |
| Depreciation and amortization                       | 5,972                           | 3,953       |
| Total accounts receivables – net                    | 20,755                          | 23,178      |
| Intangible assets                                   | 29,467                          | 35,049      |
| Goodwill  | 76,593                          | 76,593      |
| Total assets  | \$ 133,601                      | \$ 141,815  |

## 15. Subsequent Events

On October 4, 2018 the Company issued approximately 40,226 shares of common stock to Jax Legacy related to interest of \$0.9 million on the 10% Note.

On October 4, 2018 the Company issued approximately 130,952 shares of common stock to the SNI Sellers related to interest of \$1.5 million on the 9.5% Notes.

On November 9, 2018, the Company issued 250,000 shares of common stock to a SNI Seller for the conversion of 250,000 shares of Series B Convertible Preferred Stock.

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

We carried out an evaluation required by Rule 13a-15 of the Exchange Act under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" and "internal control over financial reporting" as of the end of the period covered by this Annual Report.

The evaluation of the Company's disclosure controls and procedures and internal control over financial reporting included a review of our objectives and processes, implementation by us and the effect on the information generated for use in this Annual Report. In the course of this evaluation and in accordance with Section 302 of the Sarbanes Oxley Act, we sought to identify material weaknesses in our controls, to determine whether we had identified any acts of fraud involving personnel who have a significant role in our internal control over financial reporting that would have a material effect on our consolidated financial statements, and to confirm that any necessary corrective action, including process improvements, were being undertaken. Our evaluation of our disclosure controls and procedures is done quarterly and management reports the effectiveness of our controls and procedures in our periodic reports filed with the Securities and Exchange Commission. Our internal control over financial reporting is also evaluated on an ongoing basis by our executive management and by other individuals in our organization. The overall goals of these evaluation activities are to monitor our disclosure controls and procedures and internal control over financial reporting and to make modifications as necessary. We periodically evaluate our processes and procedures and make improvements as required.

Because of inherent limitations, disclosure controls and procedures and internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Management applies its judgment in assessing the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

*Disclosure Controls and Procedures*

Disclosure controls and procedures are designed with the objective of ensuring that (i) information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and (ii) information is accumulated and communicated to management, including our Chief Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Based on their evaluation, our Chief Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2018.

*Management's Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Accounting and Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the 2013 framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Based on the foregoing evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2018.

There were no changes in our internal controls over financial reporting during the fourth quarter of the year ended September 30, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None.



Table of Contents**PART III****Item 10. Directors, Executive Officers and Corporate Governance.****DIRECTORS AND EXECUTIVE OFFICERS****Executive Officers**

The named executive officers and directors of the Company are as follows:

| <b>Name</b>                    | <b>Age</b> | <b>Position</b>   |
|--------------------------------|------------|---|
| Derek E. Dewan                 | 63         | Chief Executive Officer, Chairman of the Board            |
| Alex Stuckey                   | 52         | Chief Administrative Officer                              |
| Kim Thorpe                     | 63         | Senior Vice President-Finance and Chief Financial Officer |
| George A. Bajalia              | 61         | President and Director                                    |
| William M. Isaac (1)(3)        | 74         | Director  |
| Dr. Arthur B. Laffer (1)(2)(3) | 77         | Director  |
| Peter J. Tanous (1)(2)         | 80         | Director  |
| Ronald R. Smith                | 66         | Director  |
| Darla D. Moore (1)(2)(3)       | 63         | Director  |

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Nominating Committee.

**Derek Dewan – Chief Executive Officer, Chairman of the Board**

Mr. Dewan, former Chairman and Chief Executive Officer (CEO) of Scribe Solutions, Inc. was elected Chairman of the Board of Directors and CEO of the Company effective April 1, 2015. Mr. Dewan was previously Chairman and CEO of MPS Group, Inc. In January 1994, Mr. Dewan joined AccuStaff Incorporated, MPS Group's predecessor, as President and Chief Executive Officer, and took that company public in August 1994. Under Mr. Dewan's leadership the company became a Fortune 1000 world-class, global multi-billion-dollar staffing services provider through significant organic growth and strategic acquisitions. MPS Group grew to include a vast network of offices in the

United States, Canada, the United Kingdom, Continental Europe, Asia and Australia. MPS Group experienced many years of continued success during Mr. Dewan's tenure, including having completed successful secondary stock offerings of \$110 million and \$370 million, being featured on the Wall Street Journal's "top performing stock list" for three consecutive years and being included in the Standard and Poor's (S&P) Mid-Cap 400. In 2009, Mr. Dewan was instrumental in the sale of MPS Group to the largest staffing company in the world, Adecco Group, for \$1.3 billion.

### **George A. Bajalia – President and Director**

Mr. Bajalia became the Company's President on April 10, 2017. Mr. Bajalia joined the Company as a director in January 2015. Mr. Bajalia has over 30 years of business experience, with financial, operational and management expertise in many industries including the staffing industry. Since 2001, Bajalia has provided consulting, advisory and interim management services to executive management, boards, business owners and private equity firms. He has assisted them with implementing their growth and working capital strategies, turnarounds, recapitalizations and strategic objectives.

From 1984 to 1991, Mr. Bajalia worked in all areas of finance and as a portfolio company manager for an investment holding company based in Florida. In 1991 he became the chief financial officer (CFO) of one of the public company portfolio investments with approximately \$1 billion in revenue, Wickes Inc. During his tenure with this portfolio company, Mr. Bajalia led the development and implementation of a turnaround and strategic business plan and a \$300 million recapitalization including a public stock and bond offering.

From 1998 to 2001 Mr. Bajalia served as chief executive officer (CEO) of the professional services division of MPS Group, Inc. (MPS), a publicly traded staffing company. This division had offices throughout the United States and the United Kingdom, and over \$650 million in revenue and \$80 million in pretax profits. Mr. Bajalia led the professional services team at MPS with the integration of five specialty business units, which led to increased organic revenue growth of \$200 million and pretax profits of \$40 million within two years. He also served as a director of MPS.

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Mr. Bajalia's leadership and communication skills have earned him the reputation as a results-oriented manager. He received his B.S. in Accounting from Florida State University, is a licensed CPA and real estate broker, and is a member of several professional associations.

**Alex Stuckey - Chief Administrative Officer**

Mr. Stuckey became the Company's Chief Administrative Officer on April 10, 2017. He joined the Company in April 2015 as its Chief Operating Officer and President and served in those positions until April 10, 2017. Prior to its acquisition by the Company, Mr. Stuckey was the President and Chief Operating Officer of Scribe Solutions, Inc. Prior to joining Scribe, Mr. Stuckey was the founder and Chief Executive Officer of Fire Fighters Equipment Co. He led that company from a start up to a multi-million-dollar enterprise with substantial net profits through both organic growth and growth through acquisition. At Fire Fighters, Mr. Stuckey developed unique marketing strategies, which were revolutionary to the industry. His efforts led to a successful stock sale of Fire Fighters to Cintas. Mr. Stuckey also has extensive experience in banking and finance, which he obtained after a successful career at Barnett Bank as a special assets officer. Mr. Stuckey graduated from Florida State University with a bachelor's in Entrepreneurship and Business Enterprises.

**Kim Thorpe, Senior Vice President-Finance and Chief Financial Officer**

Mr. Thorpe joined the Company as the Vice President-Finance on May 1, 2018, and was appointed as the Company's Senior Vice President and Chief Financial Officer effective June 15, 2018. Since February 2013, Mr. Thorpe also has served as Managing Principal of FRUS Capital LLC and from November 2013 through May 2017, Mr. Thorpe served as the Chief Financial Officer of Delta Company of Insurance Services, Inc. and as a director and Chief Financial Officer of NeuLife Neurological Services LLC. From May 2006 to February 2013, Mr. Thorpe served in senior executive positions in a privately-owned insurance organization and a specialty real estate lender. From November 1999 to March 2006, Mr. Thorpe served as Executive Vice President and Chief Financial Officer of FPIC Insurance Group, Inc., a public company formerly listed on Nasdaq Global Select Market under the symbol "FPIC". Mr. Thorpe also served as Senior Vice President and Chief Financial Officer of a large insurance and financial services business unit of GE Capital from March 1998 to November 1999. From October 1993 to February 1998, Mr. Thorpe was a partner of the international accounting firm, Coopers & Lybrand (a predecessor firm to PricewaterhouseCoopers LLP). Mr. Thorpe holds a BSBA in Accounting from the University of Florida and is a Certified Public Accountant.

**William M. Isaac – Director**

Mr. Isaac joined the Company as a director in June 2015 and is a senior managing director of FTI Consulting, Inc. (“FTI”) and serves as Global Head of FTI’s Financial Institutions practice. Mr. Isaac also is a former Chairman of the United States Federal Deposit Insurance Corporation (“FDIC”). He has significant experience as a director on the boards of several public and private companies, including having served as a director of publicly traded MPS Group, Inc. (NYSE: MPS), which was one of the largest staffing companies in the U.S. and was sold to the largest staffing firm in the world, Adecco Group for \$1.3 billion in 2009.

Mr. Isaac has extensive experience in business, finance and governance. In 1986, he founded The Secura Group, a leading financial institutions consulting firm and operated the business until it was acquired by FTI in 2011. Prior to forming Secura, Mr. Isaac served as a Chairman of the FDIC during the banking crisis of the 1980s, under Presidents Carter and Reagan from 1978 through 1985. Mr. Isaac served as chairman of the FDIC during one of the most tumultuous periods in US banking history. Some 3,000 banks and thrifts failed during the 1980s, including Continental Illinois and nine of the ten largest banks in Texas. The President appointed Mr. Isaac to the board of the FDIC at the age of 34, making him the youngest FDIC board member and chairman in history. Mr. Isaac also served as chairman of the Federal Financial Institutions Examination Council (1983-85), as a member of the Depository Institutions Deregulation Committee (1981–85), and as a member of the Vice President’s Task Group on Regulation of Financial Services (1984).

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Mr. Isaac currently serves as a member of the board of TSYS, a leading worldwide payments system processing company, and is the former Chairman of Fifth Third Bancorp, one of the nation's leading banking companies. Also, Mr. Isaac is a former member of the boards of Trans Union Corporation; The Associates prior to its sale to Citigroup and Amex Centurion Bank. He is involved extensively in thought leadership relating to the financial services industry. Mr. Isaac is the author of *Senseless Panic: How Washington Failed America* with a foreword by legendary former Federal Reserve Chairman Paul Volcker. *Senseless Panic* provides an inside account of the banking and S&L crises of the 1980s and compares that period to the financial crisis of 2008-2009. Mr. Isaac's articles are published in the *Wall Street Journal*, *Washington Post*, *New York Times*, *American Banker*, *Forbes*, *Financial Times*, *Washington Times*, and other leading publications. He also appears regularly on television and radio, testifies before Congress, and is a frequent speaker before audiences throughout the world.

Mr. Isaac began his career as an attorney with Foley & Lardner and was a senior partner with Arnold & Porter. He holds a JD, summa cum laude, College of Law, The Ohio State University ("OSU") and a B.S in economics and LLD ("honorary") from Miami University, Oxford, Ohio. Isaac is involved with several charitable and not for profit organizations including current and past service on the OSU Foundation Board, member of the OSU "Presidents Club", former Trustee of the Miami University Foundation Board and a member the University's "Business Advisory Council", Goodwill Industries and the Community Foundation of Sarasota, Fl. Bill received a "Distinguished Achievement Medal" in 1995 from Miami University and a "Distinguished Alumnus Award" in 2013 from OSU.

**Dr. Arthur B. Laffer – Director**

Dr. Laffer joined the Company as a director in January 2015. Dr. Arthur Laffer is the founder and chairman of Laffer Associates, an economic research and consulting firm. A former member of President Reagan's Economic Policy Advisory Board during the 1980s, Dr. Laffer's economic acumen and influence have earned him the distinction in many publications as "The Father of Supply-Side Economics". He has served on several boards of directors of public and private companies, including MPS Group, Inc. Dr. Laffer previously served as a consultant to Secretary of the Treasury William Simon, Secretary of Defense Donald Rumsfeld, and Secretary of the Treasury George Shultz. In the early 1970s, Dr. Laffer was the first to hold the title of Chief Economist at the Office of Management and Budget (OMB) under Mr. Shultz.

Additionally, Dr. Laffer was formerly the Distinguished University Professor at Pepperdine University and a member of the Pepperdine Board of Directors. He also served as Charles B. Thornton Professor of Business Economics at the University of Southern California and as Associate Professor of Business Economics at the University of Chicago.

Dr. Laffer is credited with advancing the concept of supply-side economics and is best remembered from the time he drew a curve on the back of a napkin at a dinner meeting, showing how government tax receipts can sometimes increase when federal income tax rates are lowered. The "Laffer Curve," which it subsequently became known as, and

supply-side economics served as the foundation for Reaganomics in the 1980s when Dr. Laffer served on the President's Economic Policy Advisory Board from 1981 to 1989. Dr. Laffer has been recognized for his achievements in economics, including having been featured in *Time Magazine's* 1999 cover story, "The Century's Greatest Minds", for inventing the Laffer Curve, which *Time* deemed "one of a few of the advances that powered this extraordinary century". Bloomberg BusinessWeek recently featured the Laffer Curve as part of "The 85 Most Disruptive Ideas in Our History". A video is available on its website which features a re-creation of the famous drawing of the Laffer Curve with Donald Rumsfeld and Dick Cheney.

Dr. Laffer has received multiple awards for his economic work, including two Graham and Dodd Awards from the Financial Analyst Federation; the Distinguished Service Award by the National Association of Investment Clubs; the Adam Smith Award for his insights and contributions to the Wealth of Nations; and the Daniel Webster Award for public speaking by the International Platform Association. Dr. Laffer received a B.A. in economics from Yale University and an MBA and Ph.D. in economics from Stanford University.

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**Darla Moore – Director**

Ms. Moore joined the Company as a director in June 2018. Ms. Moore is the Founder and Chair of the Palmetto Institute, a nonprofit think-tank aimed at bolstering per capita income in South Carolina. Until 2012, Ms. Moore was the Vice President of Rainwater, Inc., a private investment company. Ms. Moore is also the founder and chair of the Charleston Parks Conservancy, a foundation focused on enhancing the parks and public spaces of the City of Charleston. Ms. Moore is the first woman to be profiled on the cover of Fortune magazine and named to the list of the Top 50 Most Powerful Women in American Business. Ms. Moore has served on numerous corporate and philanthropic boards, including Hospital Corporation of America (HCA), Martha Stewart Living Omnimedia, The South Financial Group, MPS Group, the National Advisory Board of JP Morgan, the National Teach for America Board of Directors, the Board of Trustees of the New York University Medical School and Hospital and the University of South Carolina Board of Trustees. Ms. Moore was formerly a managing director of the predecessor Chemical Bank (now a part of JP Morgan Chase) and currently serves on the Culture Shed Board. The University of South Carolina's business school is named in her honor, the first business school in America named for a woman. Ms. Moore received the Business Person of the Year Award from the South Carolina Chamber of Commerce and was inducted into the South Carolina Business Hall of Fame. Currently, she serves as Chairman of the Darla Moore and Richard Rainwater Foundation. A graduate of the University of South Carolina, Ms. Moore holds an M.B.A. from George Washington University.

All executive officers are elected annually by the Board of Directors at the first meeting of the Board of Directors held following each Annual Meeting of Shareholders, and they hold office until their successors are elected and qualified. There are no family relationships among any of the directors or executive officers of the Company.

**Peter J. Tanous – Director**

Mr. Tanous joined the Company as a director in May 2015. Mr. Tanous is Chairman of Lynx Investment Advisory of Washington D.C., an SEC registered investment advisory firm, and an accomplished author on the topics of economics and investments. He has served on several boards of directors of public and private companies, including MPS Group, Inc. In prior years, Mr. Tanous was International Regional Director with Smith Barney and a member of the executive committee of Smith Barney International, Inc. He served for ten years as executive vice president and a director of Bank Audi (USA) in New York, and was earlier chairman of Petra Capital Corporation in New York. A graduate of Georgetown University, he serves on the university's investment committee and as a member of the Georgetown University Library Board.

Mr. Tanous' book, *Investment Gurus*, published by Prentice Hall in 1997, received wide critical acclaim in financial circles and was chosen as a main selection of *The Money Book Club*. His subsequent book, *The Wealth Equation*, was also chosen as a *Money Book Club* main selection. *Investment Visionaries*, was published in August 2003 by Penguin

Putnam and *Kiplinger's Build a Winning Portfolio*, was published by Kaplan Press in January 2008. Tanous co-authored (with Dr. Arthur Laffer, the "Father of Supply Side Economics" and Stephen Moore, former *Wall Street Journal* writer and editorial board member) "*The End of Prosperity*," published by Simon & Schuster in October 2008. His most recent book, *Debt, Deficits and the Demise of the American Economy*, co-authored with Jeff Cox, finance editor at CNBC, was published by Wiley in May 2011. In addition to Georgetown University, Tanous serves on several investment committees including: St. Jude Children's Research Hospital and Lebanese American University.

Mr. Tanous' experience as a director on corporate boards is extensive. At MPS Group ("MPS"), he served as chairman of the audit committee and on several other committees over many years. He gained significant staffing industry knowledge and experience as MPS was one of the largest companies in the U.S. in the field of professional staffing with specialization in accounting, engineering, health care and legal services including a significant concentration on information technology delivered through its "Modis" brand. Also, Mr. Tanous served on the board of Cedars Bank, Los Angeles, a California state commercial bank with branches in Orange County and San Francisco, and as a director at Worldcare Ltd., Cambridge, Mass, a company in the field of health care services and telemedicine diagnostics.

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**Ronald Smith - Director**

Mr. Smith has served as a director since August 16, 2017. Mr. Smith co-founded SNI and was the Chairman and CEO until March 31, 2017. Mr. Smith is a seasoned staffing executive with over 40 years' experience in the industry. Smith previously worked for a large international staffing and recruiting firm where he ultimately owned six franchises. After selling his franchises to a large international staffing and recruiting firm in 1988, Smith was promoted to Regional Manager and integrated 20 locations for a large international staffing and recruiting firm.

**Andrew J. Norstrud – Former Chief Financial Officer**

Mr. Norstrud served as the Company's Chief Financial Officer from April 1, 2015 until June 15, 2018. Mr. Norstrud joined the Company in March 2013 as CFO and served as CEO from March 7, 2014 until April 1, 2015. Mr. Norstrud served as a director of the Company from March 7, 2014 until August 16, 2017. Prior to joining the Company, Mr. Norstrud was a consultant with Norco Accounting and Consulting from October 2011 until March 2013. From October 2005 to October 2011, Mr. Norstrud served as the Chief Financial Officer for Jagged Peak. Prior to his role at Jagged Peak, Mr. Norstrud was the Chief Financial Officer of Segmentz, Inc. (XPO Logistics), and played an instrumental role in the company achieving its strategic goals by pursuing and attaining growth initiatives, building a financial team, completing and integrating strategic acquisitions and implementing the structure required of public companies. Previously, Mr. Norstrud worked for Grant Thornton LLP and PricewaterhouseCoopers LLP and has extensive experience with young, rapid growth public companies. Mr. Norstrud earned a BA in Business and Accounting from Western State College and a Master of Accounting with a systems emphasis from the University of Florida. Mr. Norstrud is a Florida licensed Certified Public Accountant.

**Thomas C. Williams – Former Director**

Mr. Williams has served as a director of the Company since July 2009 until June 2018. Since 2005, Mr. Williams has served as acting Vice Chairman of Capital Management of Bermuda (previously Travelers of Bermuda), a company providing pension benefits for expatriates who have worked outside the U.S. and accrued benefits towards their retirement which are not covered by their domestic pension plans. Additionally, Mr. Williams has served as the Chief Executive Officer of Innova Insurance Ltd., a Bermuda based insurer, which provides extension risk to the Capital Markets on life insurance related assets from 2005 to 2009 when it was acquired. Mr. Williams served as Chairman of the Nominating Committee and was a member of the Audit and Compensation Committees. Mr. Williams resigned from the board of directors effective June 15, 2018.

All executive officers are elected annually by the Board of Directors at the first meeting of the Board of Directors held following each Annual Meeting of Shareholders, and they hold office until their successors are elected and qualified. There are no family relationships among any of the directors or executive officers of the Company.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's directors and officers, and persons who own more than 10% of a registered class of its equity securities, to file reports of ownership and changes in ownership (typically, Forms 3, 4 and/or 5) of such equity securities with the SEC. Such entities are also required by SEC regulations to furnish the Company with copies of all such Section 16(a) reports.

To our knowledge, based solely on a review of the copies of such reports furnished to us regarding the filing of required reports, we believe that all Section 16(a) reports applicable to our directors, executive officers and greater-than-ten-percent beneficial owners with respect to fiscal 2018 were timely filed, except that an initial report of directorship on a Form 3 was filed late by Ms. Darla D. Moore, an initial report for appointment as an officer of the Company on a Form 3 was filed late by Kim D. Thorpe, and a report of change in the beneficial ownership on Form 4 were filed late by Messrs. Peter J. Tanous, Derek E. Dewan, Dr. Arthur B. Laffer, and William M. Issac. and no report of change in the beneficial ownership has been filed by Mr. Smith.

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**Board of Directors Leadership Structure and Role in Risk Oversight**

Our Board has no policy regarding the separation of the offices of Chairman of the Board and Chief Executive Officer and we currently bestow the roles and responsibilities of Chairman of the Board and Chief Executive Officer with Mr. Dewan. The Board believes that Mr. Dewan's service as both Chairman of the Board and Chief Executive Officer is in the best interests of the Company and its shareholders. Mr. Dewan possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and its business and is thus best positioned to develop agendas that ensure that the Board's time and attention are focused on the most critical matters. His combined role enables decisive leadership, ensures clear accountability and enhances the Company's ability to communicate its strategy clearly and consistently to the Company's shareholders, employees and customers.

Independent directors and management have different perspectives and roles in strategy development. The Company's independent directors bring experience, oversight and expertise from outside the company and industry, while the management brings company-specific experience and expertise. The Board of Directors believes that a board of directors combined with independent board members and management is in the best interest of shareholders because it promotes strategy development and execution, and facilitates information flow between management and the Board of Directors, which are essential to effective governance.

The Board of Directors does not have a lead independent director. The Board of Directors provides overall risk oversight for the Company as part of its normal, ongoing responsibilities. It receives reports from Mr. Dewan, Mr. Bajalia and other members of senior management on a periodic basis on areas of risk facing the Company. In addition, Board of Directors committees oversee specific elements of risk or potential risk.

**Director Independence**

The Board of Directors has determined that each director, other than Mr. Dewan, Mr. Smith and Mr. Bajalia, is an independent director under the listing standards of the NYSE MKT. In addition, the Board of Directors has determined that each current member of the Audit Committee meets the additional independence criteria required for audit committee membership under the listing standards of the NYSE MKT and Rule 10A-3 of the Exchange Act.

**Board of Directors and Committee Meetings**

The Board of Directors meets on a regularly scheduled basis to review significant developments affecting the Company and to act on matters requiring Board of Directors approval. It also holds special meetings when an important matter requires Board of Directors action between scheduled meetings. The Board of Directors held three meetings and executed one unanimous consent in lieu of a meeting during fiscal 2018. No director of the Company attended less than 75% of the total meetings of the Board of Directors and Committees on which such Board of Directors members served during this period.

The members of the Board of Directors are expected to attend the Company's Annual Meeting of Shareholders. There are three standing committees of the Board of Directors, which are the Nominating Committee, the Audit Committee and the Compensation Committee.

### **Nominating Committee**

The functions of the Nominating Committee are to assist the Board of Directors in identifying, interviewing and recommending to the Board of Directors qualified candidates to fill positions on the Board of Directors. The Nominating Committee met three times during fiscal 2018.

The Company does not have a policy regarding the consideration of diversity, however defined, in identifying nominees for director. Instead, in evaluating candidates to serve on the Company's Board of Directors, consideration is given to the level of experience, financial literacy and business acumen of the candidate. In addition, qualified candidates for director are those who, in the judgment of the Nominating Committee, have significant decision-making responsibility, with business, legal or academic experience. The Nominating Committee will consider recommendations for Board of Directors candidates that are received from various sources, including directors and officers of the Company, other business associates and shareholders, and all candidates will be considered on an equal basis, regardless of source.

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Shareholders may contact the Nominating Committee to make such recommendations by writing in care of the Secretary of the Company, at 7751 Belfort Road, Suite 150, Jacksonville, FL 32256. Submissions must be in accordance with the Company's By-Laws and include: (a) a statement that the writer is a shareholder and is proposing a candidate for consideration by the Nominating Committee; (b) the name, address and number of shares beneficially owned by the shareholder; (c) the name, address and contact information of the candidate being recommended; (d) a description of the qualifications and business experience of the candidate; (e) a statement detailing any relationships between the candidate and the Company and any relationships or understandings between the candidate and the proposing shareholder; and (f) the written consent of the candidate that the candidate is willing to serve as a director if nominated and elected.

The Nominating Committee is presently composed of three non-employee, independent directors: Darla Moore (Chairwoman), Dr. Arthur B. Laffer, and William Issac. Ms. Moore was appointed as a member and Chairwoman of the Nominating Committee on June 15, 2018 replacing Thomas Williams who resigned from the Board effective June 15, 2018, and as a result ceased to serve as a member of the Nominating Committee.

The Board of Directors has adopted a written charter for the Nominating Committee. The Nominating Committee Charter is available on the Company's website. A copy of the Nominating Committee Charter was attached as an appendix to the proxy statement prepared in connection with the January 21, 2011, Annual Meeting of Shareholders.

**Audit Committee**

The Audit Committee is primarily concerned with the effectiveness of the Company's accounting policies and practices, its financial reporting and its internal accounting controls. In addition, the Audit Committee reviews and approves the scope of the annual audit of the Company's books, reviews the findings and recommendations of the independent registered public accounting firm at the completion of their audit, and approves annual audit fees and the selection of an auditing firm. The Audit Committee met five times during fiscal 2018.

The Audit Committee is presently composed of four non-employee, independent directors: Peter J. Tanous (Chairman), Dr. Arthur B. Laffer, Darla Moore and William M. Isaac. Ms. Moore was appointed as a member of the Audit Committee effective June 15, 2018 replacing Thomas Williams who resigned from the Board effective June 15, 2018, and as a result ceased to serve as a member of the Audit Committee. The Board of Directors has determined that Ms. Moore, Dr. Laffer, Mr. Tanous and Mr. Isaac are all considered an "audit committee financial expert" as defined by rules of the SEC. The Board of Directors has determined that each audit committee financial expert meets the additional independence criteria required under the listing standards of the NYSE MKT and Rule 10A-3 of the Exchange Act.

The Board of Directors has adopted a written charter for the Audit Committee. The Audit Committee Charter is available on the Company's website. A copy of the Audit Committee Charter is attached to the form 10-Q filed with the SEC on February 16, 2016.

### **Compensation Committee**

The Compensation Committee has the sole responsibility for approving and evaluating the officer compensation plans, policies and programs. It may not delegate this authority. It meets as often as necessary to carry out its responsibilities. The Compensation Committee has the authority to retain compensation consultants, but has not done so. The Compensation Committee met three times during fiscal 2018.

In the past, the Compensation Committee has met each September to consider the compensation of the Company's executive officers, including the establishment of base salaries and performance targets for the succeeding year, and the consideration of stock option awards. Management provides the Compensation Committee with such information as may be requested by the Compensation Committee, which in the past has included historical compensation information of the executive officers, tally sheets, internal pay equity statistics, and market survey data. Under the guidelines of the NYSE MKT, the Chief Executive Officer may not be present during the Compensation Committee's deliberations regarding his compensation. If requested by the Committee, the Chief Executive Officer may provide recommendations regarding the compensation of the other officers.

The Compensation Committee also has the responsibility to make recommendations to the Board of Directors regarding the compensation of directors.

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The Compensation Committee is presently composed of three non-employee, independent directors: Dr. Arthur B. Laffer (Chairman), Peter Tanous and Darla Moore. Ms. Moore was appointed as a member of the Compensation Committee effective June 15, 2018 replacing Thomas Williams who resigned from the Board effective June 15, 2018, and as a result ceased to serve as a member of the Compensation Committee.

The Board of Directors has adopted a written charter for the Compensation Committee. The Compensation Committee Charter is not available on the Company's website. A copy the Compensation Committee Charter was attached as an appendix to the proxy statement prepared in connection with the January 28, 2010, Annual Meeting of Shareholders.

### **Mergers and Acquisition Committee**

The Mergers and Acquisition Committee has the responsibility for evaluating acquisitions and the necessary financing to complete the acquisitions that are determined by management to meet the minimum criteria for evaluation. The Mergers and Acquisitions Committee has the responsibility to keep the entire board informed of managements acquisitions and only after the Committee has determined an acquisition qualifies is the acquisition presented to the entire board for approval. The Mergers and Acquisition Committee has the authority to retain compensation consultants, but has not done so. The Mergers and Acquisition Committee met three times during fiscal 2018.

The Mergers and Acquisition Committee is presently composed of one employee and two non-employee, independent directors: George A. Bajalia (Chairman), Dr. Arthur B. Laffer, and William M. Isaac.

### **Shareholder Communications**

The Board of Directors has established a procedure by which shareholders of the Company can communicate with the Board of Directors. Shareholders interested in communicating with the Board of Directors as a group or with individual directors may do so, in writing. Correspondence to the directors should be sent by regular mail c/o the Secretary, GEE Group Inc., 7751 Belfort Road, Suite 150, Jacksonville, Florida 32256. Any such correspondence will be reviewed by the Secretary, who will then forward it to the appropriate parties. Communications that are solicitations or deemed to be irrelevant to the Board of Directors' responsibilities may be discarded, at the discretion of the Secretary.

### *Corporate Code of Ethics*

We have a Code of Ethics that applies to all directors and employees, including our senior management team. The Code of Ethics is designed to deter wrongdoing, to promote the honest and ethical conduct of all employees and to promote compliance with applicable governmental laws, rules and regulations. We intend to satisfy the disclosure requirements under applicable SEC rules relating to amendments to the Code of Ethics or waivers from any provision thereof applicable to our principal executive officer, our principal financial officer and principal accounting officer by posting such information on our website pursuant to SEC rules.

Our Code of Ethics was attached as an exhibit to our Form 10-K filed with the SEC on March 29, 2013. In addition, you may obtain a printed copy of the Code of Ethics, without charge, by sending a request to: GEE Group Inc., 7751 Belfort Road, Suite 150, Jacksonville, FL 32256, Attn.: Secretary.

Table of Contents**Item 11. Executive Compensation.****EXECUTIVE COMPENSATION****Summary Compensation Information**

The following table summarizes total compensation to named executive officers including principal executive officer, principal financial officer, and other two most highly compensated executive officers. Throughout this section, the term “named executive officers” is intended to refer to the individuals listed in “Summary Compensation Table.”

**Summary Compensation Table**

| Name and<br>Principal Position   | Fiscal<br>Year | Salary<br>(\$) | Bonus<br>(\$) | Stock<br>Awards<br>(\$) | Non-qualified            | Deferred                         | All                           | Total<br>(\$) |
|--|----------------|----------------|---------------|-------------------------|--------------------------|----------------------------------|-------------------------------|---------------|
|  |                |                |               |                         | Option<br>Awards<br>(\$) | Compensation<br>Earnings<br>(\$) | Other<br>Compensation<br>(\$) |               |
| Derek Dewan<br>Chief Executive Officer   | 2018           | 300,000        | -             | 1,326,000               | -                        | -                                | -                             | 1,626,000     |
|  | 2017           | 300,000        | -             | -                       | -                        | -                                | -                             | 300,000       |
| Alex Stuckey (1)<br>Chief Administrative<br>Officer                                  | 2018           | 206,000        | -             | -                       | -                        | -                                | -                             | 206,000       |
|  | 2017           | 184,000        | 10,000        | -                       | -                        | -                                | -                             | 194,000       |
| George Bajalia (2)<br>President  | 2018           | 270,000        | -             | 1,105,000               | -                        | -                                | -                             | 1,375,000     |
|  | 2017           | 145,000        | -             | -                       | -                        | -                                | -                             | 145,000       |
| Kim Thorpe (3)<br>Chief Financial Officer<br>and<br>Senior Vice<br>President-Finance | 2018           | 46,000         | -             | -                       | 101,000                  | -                                | -                             | 147,000       |
|  | 2017           | -              | -             | -                       | -                        | -                                | -                             | -             |
|  | 2018           | 213,461        | 75,000        | -                       | -                        | -                                | -                             | 288,461       |

|   |      |         |         |   |   |   |   |   |         |
|---|------|---------|---------|---|---|---|---|---|---------|
| Andrew Norstrud (4)<br>Former Chief<br>Financial Officer and<br>Treasurer | 2017 | 250,000 | 100,000 | - | - | - | - | - | 350,000 |
|---|------|---------|---------|---|---|---|---|---|---------|

(1) Mr. Stuckey was appointed as Chief Administrative Officer on April 10, 2017. Mr. Stuckey served as President and Chief Operating Officer from April 1, 2015 until his resignation on April 10, 2017.

(2) Mr. Bajalia was appointed as President of the Company on April 10, 2017.

(3) Mr. Thorpe was appointed as Chief Financial officer and Senior Vice President on June 15, 2018

(4) Mr. Norstrud served as Chief Financial Officer and Treasurer from April 1, 2015 until his resignation effective June 15, 2018.

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*Employment and Change in Control Agreements*

Derek Dewan: On August 12, 2016, the Company entered an employment agreement with Derek Dewan (the “Dewan Employment Agreement”). The Dewan Employment Agreement provides for a five-year term ending on August 15, 2021, unless employment is earlier terminated in accordance with the provisions thereof and after the initial term has a standard 1 year automatic extension clause if there is no notice by the Company of termination. Mr. Dewan received a starting base salary at the rate of \$300,000 per year which can be adjusted by the Compensation Committee. Mr. Dewan is entitled to receive an annual bonus based on criteria to be agreed to by Mr. Dewan and the Compensation Committee. The Dewan Employment Agreement contains standard termination, change of control, non-compete and confidentiality provisions. On June 15, 2018, the Company granted 600,000 restricted shares of common stock to Mr. Dewan. The restricted shares are to be earned over a three-year period and cliff vest at the end of the third year from the date of grant.

George Bajalia: On December 26, 2017, the Company and Mr. Bajalia entered into a written employment agreement with respect to Mr. Bajalia’s service as President of the Company. The Company and Mr. Bajalia agreed to an initial term of five years and that Mr. Bajalia will receive a base salary of \$270,000 per year, subject to increase, but not decrease, at the discretion of the Board. In addition, the Company and Mr. Bajalia have agreed that Mr. Bajalia shall be eligible to receive an annual bonus of up to 100% of his base salary based on his meeting certain performance-based targets. On June 15, 2018, the Company granted 500,000 restricted shares of common stock to Mr. Bajalia. The restricted shares are to be earned over a three-year period and cliff vest at the end of the third year from the date of grant. Mr. Bajalia is also eligible to participate in the Company’s employee benefit plans as in effect from time to time on the same basis as generally made available to other senior executives of the Company in addition to other benefits provided to executives of the Company. . On June 15, 2018, the Company granted 500,000 restricted shares of common stock to Mr. Bajalia. The restricted shares are to be earned over a three-year period and cliff vest at the end of the third year from the date of grant.

Kim Thorpe: On June 15, 2018, the Company appointed Kim Thorpe as the Company’s new Chief Financial Officer. The Company and Mr. Thorpe have not yet entered into a written employment agreement with respect to Mr. Thorpe’s service as Chief Financial Officer of the Company. However, in connection with his appointment as Chief Financial Officer of the Company, the Company and Mr. Thorpe have agreed orally (the “Thorpe Employment Agreement”) that the initial term of Mr. Thorpe’s appointment shall be one year with an automatic (rolling) one-year extension feature. Mr. Thorpe will receive an initial annual base salary of \$120,000, which will increase to \$200,000, effective May 1, 2019. In addition, the Company and Mr. Thorpe have orally agreed that (i) Mr. Thorpe shall be eligible to receive an initial bonus of \$25,000 based on his meeting certain performance-based criteria and (ii) Mr. Thorpe shall also receive up to three grants of 50,000 options each (150,000 options, in aggregate) under the Company’s 2013 Stock Incentive Plan based upon certain performance and other criteria. The first such grant of 50,000 options has been made upon the effective date of the appointment of Mr. Thorpe as Chief Financial Officer, has an exercise price of \$2.21 per share and shall vest over five (5) years. Mr. Thorpe shall also be eligible to participate in the Company’s employee benefit plans, annual incentive compensation plans, and other perquisites as in effect from time to time on the same basis as generally made available to other senior executives of the Company. The Company and Mr. Thorpe have agreed that the written employment agreement between the Company and Mr. Thorpe will also contain other terms and

conditions, including termination, change in control, severance, non-competition and non-disclosure, in addition to others customarily included in executive employment agreements.

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Andrew Norstrud: On August 13, 2013, the Company entered an employment agreement with Andrew J. Norstrud (the “Norstrud Employment Agreement”). The Norstrud Employment Agreement provided for a three-year term ending on March 29, 2016, unless employment is earlier terminated in accordance with the provisions thereof. Mr. Norstrud received a starting base salary at the rate of \$200,000 per year which was adjusted by the Compensation Committee to \$250,000 per year. Mr. Norstrud received options to purchase 20,000 shares of the Company’s common stock in connection with his execution of the Norstrud Employment Agreement, and is also entitled to receive an annual bonus based on criteria to be agreed to by Mr. Norstrud and the Compensation Committee. Mr. Norstrud was granted an additional option to purchase 100,000 and 20,000 shares of the Company’s common stock in connection with his employment with the Company. The Norstrud Employment Agreement contains standard termination, change of control, non-compete and confidentiality provisions. On July 24, 2015, the Company entered into an amendment to the Norstrud Employment Agreement pursuant to which Mr. Norstrud’s term of employment was extended to March 29, 2017. Additionally, the term will automatically extend for successive one year periods unless written notice is given by either party no later than 90 days prior to the expiration of the initial term. Mr. Norstrud resigned as the Company’s Chief Financial Officer and Treasurer effective June 15, 2018. Mr. Norstrud continued to receive his salary through August 1, 2018, and as of that date, the Company no longer had an obligation to Mr. Norstrud for any salary, accrued paid time off, bonuses or any other compensation for past service. In connection with Mr. Norstrud’s resignation, the Company agreed to grant to Mr. Norstrud or his consulting firm, 100,000 shares of restricted common stock, 50,000 of which will vest on February 1, 2019 and 50,000 of which will vest on August 1, 2019

*Option Awards*

The option awards column represents the fair value of the stock options as measured on the grant date. The methods and assumptions used to determine the fair value of stock options granted are disclosed in Note 9 in the notes to consolidated financial statements contained elsewhere herein.

All stock options awarded to the named executive officers during fiscal 2018 and 2017 were at option prices that were equal to the market price on the date of grant, had vesting dates five years or less after the date of grant, and had expiration dates ten years after the date of grant.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End****Outstanding Equity Awards at Fiscal Year- End Table**

The following table summarizes equity awards granted to Named Executive Officers and directors that were outstanding as of September 30, 2018:

| Name   | Option Awards  |  |   |                                 | Stock Awards           |  |   |  |   |
|--|--|--|---|---------------------------------|------------------------|--|---|--|---|
|  | Number of Securities Underlying Unexercised Options: # | Number of Securities Underlying Unexercised Options: # | Equity Incentive Plan Awards: Number of Securities of Underlying Securities | Option Exercise Price and Price | Option Expiration Date | # of Shares or Units of Stock That Have Not Vested | Market Value of Shares or Units of Stock That Have Not Vested | Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested | Equity Incentive Plan Awards: Market of Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested |
| Derek Dewan,<br>Chief Executive Officer                | -  | -  | -   | -                               | -                      | 600,000  | 1,326,000   | 600,000  | 1,326,000   |
| George Bajalia,<br>President                           | 40,000   | -  | -   | 7.00                            | 7/23/2025              | 500,000  | 1,105,000   | 500,000  | 1,105,000   |
| Alex Stuckey,<br>President and Chief Operating Officer | -  | -  | -   | -                               | -                      | -  | -   | -  | -   |

|   |         |        |   |      |           |   |   |   |   |
|---|---------|--------|---|------|-----------|---|---|---|---|
| Kim Thorpe,<br>Chief Financial<br>Officer and<br>Senior Vice<br>President-Finance | -       | 50,000 | - | 2.21 | 6/15/2028 | - | - | - | - |
| Andrew<br>Norstrud(1),<br>Chief Financial<br>Officer<br>and Treasurer             | 20,000  |        |   | 2.50 | 1/27/2024 | - | - | - | - |
|   | 100,000 |        |   | 3.50 | 3/04/2024 |   |   |   |   |
|   | 30,000  |        |   | 7.00 | 7/24/2025 |   |   |   |   |

(1) Mr. Norstrud served as Chief Financial Officer and Treasurer from April 1, 2015 until his resignation effective June 15, 2018. On June 15, 2018, Mr. Thorpe was appointed as the Company's Chief Financial Officer effective immediately. Due to Mr. Norstrud's termination, his options expired on November 1, 2018.

Table of Contents**Retirement Benefits**

The Company does not maintain a tax-qualified defined benefit retirement plan for any of its executive officers or employees. The Company has a 401(k)-retirement plan in which all full-time employees may participate after one year of service.

**DIRECTOR COMPENSATION****Compensation of Directors**

Under the Company's standard compensation arrangements that were in effect during fiscal 2015, each non-employee director received a monthly retainer of \$2,000. This was discontinued as of April 18, 2015 and the members of the Board of Directors have only received stock options for their services as board members. Employees of the Company did not receive any additional compensation for service on the Board of Directors.

The following table sets forth information concerning the compensation paid to each of the non-employee directors during fiscal 2018:

| Name                 | Director Compensation                     |                              |               |
|----------------------|---|------------------------------|---------------|
|                      | Fees Earned<br>or Paid in<br>Cash<br>(\$) | Option<br>Awards (1)<br>(\$) | Total<br>(\$) |
| William M. Issac     | \$ 6,000                                  | 254,000                      | 260,000       |
| Peter J. Tanous      | 1,000                                     | 254,000                      | 255,000       |
| Ronald R. Smith      | 1,000                                     | -                            | 1,000         |
| Dr. Arthur B. Laffer | 3,000                                     | 254,000                      | 257,000       |
| Darla D. Moore       | -   | 51,000                       | 51,000        |

*Option Awards*

The option awards column represents the fair value of the stock options as measured on the grant date. The methods and assumptions used to determine the fair value of stock options granted are disclosed in Note 9 in the notes to consolidated financial statements in the Company's Annual Report for fiscal 2018.

Table of Contents**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information concerning the beneficial ownership of our voting securities as of December 17, 2018 by (i) each person who is known by us, based solely on a review of public filings, to be the beneficial owner of more than 5% of any class of our outstanding voting securities, (ii) each director, (iii) each executive officer named in the Summary Compensation Table and (iv) all executive officers and directors as a group.

Under applicable SEC rules, a person is deemed to be the “beneficial owner” of a voting security if such person has (or shares) either investment power or voting power over such security or has (or shares) the right to acquire such security within 60 days by any of a number of means, including upon the exercise of options or warrants or the conversion of convertible securities. A beneficial owner’s percentage ownership is determined by assuming that options, warrants and convertible securities that are held by the beneficial owner, but not those held by any other person, and which are exercisable or convertible within 60 days, have been exercised or converted.

Unless otherwise indicated, we believe that all persons named in the table below have sole voting and investment power with respect to all voting securities shown as being owned by them. Unless otherwise indicated, the address of each beneficial owner in the table below is care of GEE Group Inc., 7751 Belfort Parkway, Suite 150, Jacksonville, Florida 32256

| Name and Address of Beneficial Owner, Directors and Executive Officers | Amount and Nature of Beneficial Ownership | Percent of Class (1) |
|--|---|----------------------|
| Derek Dewan  | 443,266(2)                                | 4.10%                |
| Ronald R. Smith  | 4,434,169(3)                              | 41.03%               |
| Dr. Arthur Laffer  | 136,693(4)                                | 1.26%                |
| Darla Moore  | 0(5)                                      | *                    |
| Peter Tanous   | 47,333(6)                                 | *                    |
| William Isaac  | 75,833(7)                                 | *                    |
| George A. Bajalia  | 68,571(8)                                 | *                    |
| Alex Stuckey   | 1,766,300(9)                              | 16.34%               |
| Kim Thorpe   | 0(10)                                     | *                    |
| Current directors and executive officers as a group (9 individuals)    | 6,972,165                                 | 64.52%               |
| <b>5% or Greater Holders</b>   |   |                      |

|   |             |       |
|---|-------------|-------|
| Brittany M. Dewan as Trustee of the Derek E. Dewan Irrevocable Living Trust II dated the 27th of July, 2010 | 655,042(11) | 6.06% |
|---|-------------|-------|

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\* Represents less than 1%.

(1) Based on 11,204,635 shares issued and outstanding as of December 17, 2018.

(2) Represents (i) 404,630 shares of common stock and (ii) 38,636 shares issuable upon the exercise of warrants that are exercisable within 60 days. Does not include 600,000 shares of restricted common stock that are subject to cliff vesting on June 15, 2021.

(3) Represents 250,000 shares of common stock and 4,184,169 shares of Series B Convertible Preferred Stock, which can be converted into 4,184,169 shares of common stock within 60 days.

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- (4) Represents (i) 90,860 shares of Common Stock and (ii) 45,833 shares issuable upon the exercise of options that are exercisable within 60 days. Does not include 134,167 shares of common stock issuable upon the exercise of stock options that are not exercisable within 60 days.
- (5) Does not include 25,000 shares of common stock issuable upon the exercise of stock options that are not exercisable within 60 days.
- (6) Represents (i) 4,000 shares of Common Stock, and (ii) 43,333 shares issuable upon the exercise of stock options that are exercisable within 60 days. Does not include 131,667 shares of common stock issuable upon the exercise of stock options that are not exercisable within 60 days.
- (7) Represents (i) 30,000 shares of Common Stock and (ii) 45,833 shares issuable upon the exercise of stock options that are exercisable within 60 days. Does not include 131,667 shares of common stock issuable upon the exercise of stock options that are not exercisable within 60 days.
- (8) Represents (i) 28,571 shares of Common Stock owned through Landmark Financial Corp, and (ii) 40,000 shares issuable upon the exercise of stock options that are exercisable within 60 days. Does not include 500,000 shares of restricted common stock that are subject to cliff vesting on June 15, 2021.
- (9) Represents (i) 1,727,664 shares of common stock and (ii) 38,636 shares issuable upon the exercise of warrants that are exercisable within 60 days.
- (10) Does not include 50,000 shares of common stock issuable upon the exercise of stock options that are not exercisable within 60 days.
- (11) Ms. Brittany M. Dewan is the trustee of the Derek E. Dewan Irrevocable Living Trust II Dated the 27th of July, 2010. Ms. Dewan has the sole voting power and sole dispositive power over the 655,042 shares of Common Stock.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

**Director Independence**

Our Board of Directors is responsible to make independence determinations annually with the assistance of the Nominating Committee. Such independence determinations are made by reference to the independence standard under the definition of “independent director” under the NYSE MKT Listed Company Manual. Our Board of Directors has

affirmatively determined that William Isaac, Dr. Arthur B. Laffer, Darla Moore, Peter Tanous, and Thomas C. Williams satisfy the independence standards under the NYSE MKT Listed Company Manual.

In addition to the independence standards provided in the NYSE MKT Listed Company Manual, our Board of Directors has determined that each director who serves on our Audit Committee satisfies standards established by the SEC providing that, in order to qualify as “independent” for the purposes of membership on that committee, members of audit committees may not (1) accept directly or indirectly any consulting, advisory or other compensatory fee from the Company other than their director compensation or (2) be an affiliated person of the Company or any of its subsidiaries. The Board of Directors has also determined that each member of the Compensation Committee satisfies the newly-adopted NYSE MKT standards for independence of Compensation Committee members, which became effective on July 1, 2013.

### **Related Party Transactions**

Other than as disclosed below, except for the Norstrud Employment Agreement, the Dewan Employment Agreement, the Bajalia Employment Agreement and the Thorpe Employment Agreement described in "Executive Compensation" there have been no transactions since October 1, 2016, or any currently proposed transaction or series of similar transactions to which the Company was or is to be a party, in which the amount involved exceeds \$120,000 and in which any current or former director or officer of the Company, any 5% or greater stockholder of the Company or any member of the immediate family of any such persons had or will have a direct or indirect material interest.

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The Company entered into the Merger Agreement as of March 31, 2017 and consummated the Merger on April 3, 2017. Mr. Ronald R. Smith, a former stockholder of SNIH and a member of the Company's Board of Directors received \$1,879,127 and 4,424,169 shares of Series B Convertible Preferred Stock as Merger Consideration for his shares of SNIH. Mr. Smith also serves as the Stockholder Representative for the former SNIH Stockholders. Pursuant to the Merger Agreement, the Company has agreed to reimburse Mr. Smith for up to \$500,000 in expenses he may incur in his role as Stockholder Representative. The Company did not have reimbursable expenses related to Mr. Ronald R. Smith role as Stockholder Representative.

**Item 14. Principal Accountant Fees and Services.**

The Audit Committee of the Company's Board of Directors has selected Friedman, LLP to serve as the Company's independent registered public accounting firm and to audit the Company's consolidated financial statements for the fiscal years ending September 30, 2018 and 2017. Friedman LLP has served as the Company's independent registered public accounting firm since November 29, 2012.

The following table presents fees billed by Friedman, LLP for the following professional services rendered for the Company for the fiscal years ended September 30, 2018 and 2017:

|                    | <b>Fiscal 2018</b> | <b>Fiscal 2017</b> |
|--------------------|--------------------|--------------------|
| Audit fees         | \$ 210,000         | \$ 200,000         |
| Audit-related fees | 17,500             | 63,000             |
| Tax fees           | —                  | —                  |
| All other fees     | —                  | —                  |

“Audit fees” relate to services for the audit of the Company's consolidated financial statements for the fiscal year and for reviews of the interim consolidated financial statements included in the Company's quarterly reports filed with the SEC.

“Audit-related fees” relate to services that are reasonably related to the audit of the Company's consolidated financial statements and are not included in “audit fees.” These services include audits of the Company's 401(k) retirement plan and audits related to acquisitions and S-8 filings.

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent registered public accounting firm, and to not engage them to perform the specific non-audit services proscribed by law or regulation. At the beginning of each fiscal year, the Audit Committee meets with the independent registered public accounting firm and approves the fees and services to be performed for the ensuing year. On a quarterly basis, the Audit Committee reviews the fees billed for all services provided for the year to date, and it pre-approves additional services if necessary. The Audit Committee's pre-approval policies allow management to engage the independent registered public accounting firm for consultations on tax or accounting matters up to an aggregate of \$10,000 annually. All fees listed in the table above were approved in accordance with the Audit Committee's policies.

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**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

**Exhibits**

The following exhibits are filed as part of this report:

| No.  | Description of Exhibit  |
|------|---|
| 2.01 | <u>Securities Purchase and Tender Offer Agreement, dated March 30, 2009, by and among GEE Group Inc. and PSQ, LLC. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K dated March 30, 2009, Commission File No. 1-05707.</u>  |
| 2.02 | <u>Acquisition of Assets of On-Site Services dated June 2, 2010. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K dated June 8, 2010, File No. 1-05707.</u>   |
| 2.03 | <u>Financial Statements of On-Site Services dated August 16, 2010. Incorporated by reference to Exhibit 99.1, Exhibit 99.2 and Exhibit 99.3 to the Company's Current Report on Form 8-K dated August 16, 2010, File No. 1-05707.</u>  |
| 2.04 | <u>Agreement and Plan of Merger dated as of March 31, 2017 by and among GEE Group, Inc., an Illinois corporation, GEE Group Portfolio, Inc., a Delaware corporation, SNI Holdco Inc., a Delaware corporation, Smith Holdings, LLC a Delaware limited liability company, Thrivent Financial for Lutherans, a Wisconsin corporation, organized as a fraternal benefits society, Madison Capital Funding, LLC, a Delaware limited liability company and Ronald R. Smith, in his capacity as a stockholder and Ronald R. Smith in his capacity as the representative of the SNIH Stockholders. Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed with the Commission on April 6, 2017.</u> |
| 3.01 | <u>Articles of Incorporation and amendments thereto. Incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-QSB for the quarter ended March 31, 1996, Commission File No. 1-05707.</u>   |

- 3.02 Amended and Restated Articles of Incorporation. Incorporated by reference to Exhibit 3(i) to the Company's Form 8-K filed with the Commission on December 6, 2013.
- 3.03 By-Laws of GEE Group Inc. as amended June 30, 2009. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated March 30, 2009, Commission File No. 1-05707
- 3.04 Certificate of designation of series a convertible preferred stock of GEE Group Inc. Incorporated by reference to Exhibit 3.04 to the Company's Annual Report on Form 10-K filed with the SEC on December 22, 2014.
- 3.05 Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company Reflecting the Reverse Stock Split. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on October 9, 2015
- 3.06 Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company Reflecting the Capital Increase. Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on October 9, 2015
- 3.07 Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on July 14, 2016

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| 3.08 | <u>Statement of Resolution Establishing Series of Series B Convertible Preferred Stock. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the Commission on April 6, 2017.</u>  |
| 4.01 | <u>Rights Agreement dated as of February 4, 2000, between GEE Group Inc. and Continental Stock Transfer and Trust Company, as Rights Agent. Incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on February 7, 2000, Commission File No. 1-05707.</u>  |
| 4.02 | <u>Amendment No. 1 to Rights Agreement, dated as of March 30, 2009, by and between General Employment Enterprises, Inc. and Continental Stock Transfer and Trust Company, as Rights Agent. Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on March 31, 2009, Commission File No. 1-05707.</u> |
| 4.03 | <u>Subordinated Nonnegotiable Promissory Note dated October 4, 2015 from GEE Group Inc. to William Daniel Dampier and Carol Lee Dampier. Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed with the Commission on October 7, 2015.</u>   |
| 4.04 | <u>Promissory Note dated October 2, 2015 from GEE Group Inc. to JAX Legacy – Investment 1, LLC. Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed with the Commission on October 7, 2015.</u>  |
| 4.05 | <u>Form of Contingent Promissory Note issuable by the Company, to Enoch S. Timothy and Dorothy Timothy. Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on January 4, 2016.</u>  |
| 4.06 | <u>Form of Subordinated Promissory Note dated January 20, 2017 issued by GEE Group, Inc. to Enoch S. Timothy and Dorothy Timothy. Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed with the Commission on January 25, 2017.</u>   |
| 4.07 | <u>Form of 10% Convertible Subordinated Note dated April 3, 2017 from GEE Group, Inc. to JAX Legacy – Investment 1, LLC. Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed with the Commission on April 6, 2017.</u>   |
| 4.08 | <u>Form of 9.5% Convertible Subordinated Note due October 3, 2021. Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K</u>   |

filed with the Commission on April 6, 2017.

10.01\* Key Manager Plan, adopted May 22, 1990. Incorporated by reference to Exhibit 10(h) to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1990, Commission File No. 1-05707.

10.02\* GEE Group Inc. 1995 Stock Option Plan. Incorporated by reference to Exhibit 4.1 to the Company's Form S-8 Registration Statement dated April 25, 1995, Registration No. 33-91550.

10.03\* Second Amended and Restated GEE Group Inc. 1997 Stock Option Plan. Incorporated by reference to Exhibit 10.03 to the Company's Annual Report on Form 10-K filed with the SEC on January 8, 2010.

10.04\* GEE Group Inc. 1999 Stock Option Plan. Incorporated by reference to Exhibit 10 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, Commission File No. 1-05707.

10.05\* Chief Executive Officer Bonus Plan, adopted September 24, 2001. Incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2001, Commission File No. 1-05707.

10.06\* Operational Vice President Bonus Plan effective for fiscal years beginning on or after October 1, 2004. Incorporated by reference to Exhibit 10.01 to the Company's Quarterly Report on Form 10-QSB for the quarterly period ended December 31, 2004, Commission File No. 1-05707.

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| <u>10.07*</u> | <u>Form of stock option agreement under the GEE Group Inc. 1997 Stock Option Plan. Incorporated by reference to Exhibit 99.01 to the Company's current report on Form 8-K dated September 25, 2006, Commission File No. 1-05707.</u>  |
| <u>10.08*</u> | <u>Chief Executive Officer Bonus Plan Amendment 1, effective for fiscal years beginning on or after October 1, 2006. Incorporated by reference to Exhibit 10.01 to the Company's quarterly report on Form 10-QSB for the quarterly period ended December 31, 2006, Commission File No. 1-05707.</u> |
| <u>10.09*</u> | <u>Form of director stock option agreement under the Amended and Restated GEE Group Inc., 1997 Stock Option Plan. Incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-KSB for the fiscal year ended September 30, 2007, Commission File No. 1-05707.</u>           |
| <u>10.10*</u> | <u>Form of stock option agreement under the GEE Group Inc. 1999 Stock Option Plan. Incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-KSB for the fiscal year ended September 30, 2007, Commission File No. 1-05707.</u>  |
| <u>10.11*</u> | <u>Form of indemnity agreement with directors and officers, adopted November 19, 2007. Incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-KSB for the fiscal year ended September 30, 2007, Commission File No. 1-05707.</u>                                      |
| <u>10.12*</u> | <u>Escrow Agreement, dated as of March 30, 2009, by and among GEE Group Inc., PSQ, LLC and Park Avenue Bank, as escrow agent. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 30, 2009, Commission File No. 1-05707.</u>                          |
| <u>10.13*</u> | <u>Consulting Agreement, dated as of March 30, 2009, by and among Herbert F. Imhoff, Jr., GEE Group Inc. and PSQ LLC. Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 30, 2009, Commission File No. 1-05707.</u>                                  |
| <u>10.14*</u> | <u>Registration Rights Agreement, dated as of March 30, 2009, by and between GEE Group Inc., PSQ, LLC and Herbert F. Imhoff, Jr. Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated March 30, 2009, Commission File No. 1-05707.</u>                       |
| <u>10.15*</u> | <u>Amendment No. 1, dated as of June 22, 2009, to Consulting Agreement, dated as of March 30, 2009, by and among Herbert F. Imhoff, Jr., GEE Group Inc. and PSQ LLC. Incorporated by</u>  |

reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated June 22, 2009, Commission File No. 1-05707.

10.16\* Employment Agreement between GEE Group Inc. and Kent M. Yauch, dated June 26, 2009. Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated June 22, 2009, Commission File No. 1-05707.

10.17\* Employment Agreement between GEE Group Inc. and Marilyn L. White, dated June 26, 2009. Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K dated June 22, 2009, Commission File No. 1-05707.

10.18\* Form of director stock option under the Second Amended and Restated GEE Group Inc., 1997 Stock Option Plan. Incorporated by reference to Appendix A to the Company's Definitive Information Statement filed with the SEC on October 16, 2009.

10.19\* Form of employee stock option under the Second Amended and Restated GEE Group Inc. 1997 Stock Option Plan. Incorporated by reference to Appendix A to the Company's Definitive Information Statement filed with the SEC on October 16, 2009.

10.20\* Amendment No. 4 dated as of February 5, 2010 to Statement of Acquisition of Beneficial Ownership by Herbert F. Imhoff, Jr. Incorporated by reference to Form SC 13D dated February 5, 2010, Commission File No. 5-40677.

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| <u>10.21</u> | <u>Account Purchase Agreement dated as December 14, 2010 by and between Wells Fargo Bank, National Association and Triad Personnel Services, Inc., the Company, jggS, Inc., BMCH, Inc. d/b/a Triad Personnel Services, and BMCH PA, Inc. d/b/a Triad Temporaries (the “Account Purchase Agreement”). Incorporated by reference to Exhibit 10.01 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, Commission File No. 001-05707.</u> |
| <u>10.22</u> | <u>First Amendment to Account Purchase Agreement dated May 2, 2011. Incorporated by reference to Exhibit 10.22 to the Company’s Annual Report on Form 10-K filed with the SEC on March 29, 2013.</u>   |
| <u>10.23</u> | <u>Second Amendment to Account Purchase Agreement dated as February 15, 2012. Incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K dated March 30, 2012, Commission File No. 001-05707.</u>   |
| <u>10.24</u> | <u>Third Amendment to Account Purchase Agreement dated September 25, 2012. Incorporated by reference to Exhibit 10.24 to the Company’s Annual Report on Form 10-K filed with the SEC on March 29, 2013.</u>  |
| <u>10.25</u> | <u>Fourth Amendment to Account Purchase Agreement dated December 14, 2012. Incorporated by reference to Exhibit 10.25 to the Company’s Annual Report on Form 10-K filed with the SEC on March 29, 2013.</u>  |
| <u>10.26</u> | <u>Fifth Amendment to Account Purchase Agreement dated as January 14, 2013. Incorporated by reference to Exhibit 10.26 to the Company’s Annual Report on Form 10-K filed with the SEC on March 29, 2013.</u>   |
| <u>10.27</u> | <u>Asset Purchase Agreement, dated as of August 31, 2011, by and among GEE Group Inc., Ashley Ellis LLC and Brad A. Imhoff. Incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.</u>   |
| <u>10.28</u> | <u>Registration Rights Agreement, dated as of August 31, 2011, by and between GEE Group Inc. and Ashley Ellis LLC. Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.</u>   |
| <u>10.29</u> | <u>Employment Agreement, dated as of August 31, 2011, by and between GEE Group Inc., and Katy M. Imhoff. Incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form</u>   |

8-K dated September 7, 2011, Commission File No. 001-05707.

10.30 Change of Control Agreement, dated as of August 31, 2011, by and between GEE Group Inc. and Katy M. Imhoff. Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.

10.31 Employment Agreement, dated as of September 1, 2011, by and between GEE Group Inc., and Salvatore J. Zizza. Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.

10.32 Change of Control Agreement, dated as of September 1, 2011, by and between GEE Group Inc. and Salvatore J. Zizza. Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.

10.33 Employment Agreement, dated as of August 31, 2011, by and between GEE Group Inc. and Brad A. Imhoff. Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.

10.34 Change of Control Agreement, dated as of August 31, 2011, by and between GEE Group Inc. and Brad A. Imhoff. Incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K dated September 7, 2011, Commission File No. 001-05707.

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| <u>10.35</u> | <u>Registration Rights Agreement, effective as of December 30, 2010, by and among GEE Group Inc., Triad Personnel Services, Inc., DMCC Staffing, LLC and RFFG of Cleveland, LLC. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 5, 2011, Commission File No. 001-05707.</u>   |
| <u>10.36</u> | <u>GEE Group Inc. 2011 Incentive Plan. Incorporated by reference as Appendix B to the Company's Proxy Statement dated January 23, 2012, Commission File No. 1-05707.*</u>  |
| <u>10.37</u> | <u>Sixth Amendment to Account Purchase Agreement dated as March 27, 2013. Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2013.</u>   |
| <u>10.38</u> | <u>Amended and Restated Employment Agreement with Brad A. Imhoff dated June 26, 2013. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on July 1, 2013.</u>   |
| <u>10.39</u> | <u>Amended and Restated Employment Agreement with Katy Imhoff dated June 26, 2013. Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed with the Commission on July 1, 2013.</u>  |
| <u>10.40</u> | <u>Executive Employment Agreement with Andrew Norstrud, dated March 29, 2013. Incorporated by reference to Exhibit 10.38 to the Company's Form 10-Q filed with the Commission on August 15, 2013.</u>  |
| <u>10.41</u> | <u>Amendment to Asset Purchase Agreement by and among DMCC Staffing, LLC, RFFG of Cleveland, LLC, the Company and Triad Personnel Services, Inc., dated April 17, 2013. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on April 24, 2013.</u>   |
| <u>10.42</u> | <u>GEE Group Inc. 2013 Incentive Stock Plan, effective July 23, 2013. Incorporated by reference as Exhibit A to the Company's Proxy Statement dated August 21, 2013, Commission File No. 001-05707.*</u>   |
| <u>10.43</u> | <u>Loan and Security agreement and between Keltic Financial Partners II, LLP and GEE Group Inc., Triad Personnel Services, Inc.,jpgS, Inc., BMCH, Inc. d/b/a Triad Personnel Services, and BMCH PA, Inc., Triad Logistics (the "Loan Agreement"). Incorporated by reference to Exhibit 10.43 to the Company's Form 10-K filed with the Commission on January 13, 2014.</u>   |
| <u>10.44</u> | <u>Second Amendment to Loan and Security agreement and between ACF FINCO I LP (successor-in-interest to Keltic Financial Partners II, LP) and GEE Group Inc., Triad Personnel Services, Inc.,jpgS, Inc., BMCH, Inc. d/b/a Triad Personnel Services, and BMCH PA, Inc., Triad Logistics (the "Loan Agreement"). Incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K filed with the SEC on December 22, 2014.</u> |
| <u>10.45</u> | <u>Securities Purchase Agreement by and between GEE Group Inc. and Aracle SPF I, LLC dated March 31, 2014. Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on May 20, 2014.</u>   |
| <u>10.46</u> |  |

First Amendment and Waiver to the Loan and Security Agreement between GEE Group Inc. and Keltic Financial Partners II, LP, dated September 27, 2013 Incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on May 20, 2014.

10.47 Convertible Note Issued to Brio Capital Master Fund, Ltd. Dated August 6, 2014. Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on August 14, 2014.

10.48 Securities Purchase Agreement by and between GEE Group Inc. and Brio Capital Master Fund, Ltd. dated August 6, 2014. Incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on August 14, 2014.

10.49 Stock Exchange Agreement by and between GEE Group Inc., Brittany M. Dewan as Trustee of the Derek E. Dewan Irrevocable Living Trust II dated the 27th of July 2010, Brittany M. Dewan, individually, Allison Dewan, individually, Mary Menze, individually, and Alex Stuckey, individually. Incorporated by reference to Appendix B of Schedule 14C filed on March 6, 2015.

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| <u>10.50</u> | <u>The Amendment to the Employment Agreement by and among GEE Group Inc. and Mr. Andrew J. Norstrud, effective as of July 24, 2015. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on July 28, 2015.</u>  |
| <u>10.51</u> | <u>Stock Purchase Agreement dated July 31, 2015 by and between GEE Group Inc. and Tricia Dempsey. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on August 4, 2015.</u>   |
| <u>10.52</u> | <u>Stock Purchase Agreement dated October 4, 2015 by and among GEE Group Inc., William Daniel Dampier and Carol Lee Dampier. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on October 7, 2015.</u>   |
| <u>10.53</u> | <u>Subordinated Security Agreement dated October 4, 2015 by and among GEE Group Inc., William Daniel Dampier and Carol Lee Dampier. Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed with the Commission on October 7, 2015.</u>  |
| <u>10.54</u> | <u>Registration Rights Agreement dated October 2, 2015 by and between GEE Group Inc. and JAX Legacy – Investment 1, LLC. Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed with the Commission on October 7, 2015.</u>   |
| <u>10.55</u> | <u>Subscription Agreement dated October 2, 2015 by and between GEE Group Inc. and JAX Legacy – Investment 1, LLC. Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed with the Commission on October 7, 2015.</u>  |
| <u>10.56</u> | <u>Stock Purchase Agreement dated as of January 1, 2016 by and among General Employment Enterprises, Inc., Enoch S. Timothy and Dorothy Timothy. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on January 4, 2016</u>  |
| <u>10.57</u> | <u>Eighth Amendment, Consent and Waiver dated as of January 1, 2016 (the "Amendment") to the Loan and Security Agreement dated September 27, 2013 by and among the Company, the Borrowers named therein, Access Data, Paladin and ACF FINCO I LP, as Lender Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on January 5, 2016</u> |
| <u>10.58</u> | <u>Form of Amended and Restated Revolving Credit Note dated as of January 1, 2016. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on January 5, 2016</u>  |
| <u>10.59</u> | <u>Employment Agreement dated August 12, 2016 between the Company and Derek Dewan. Incorporated by reference to Exhibit 10.56 to the Company's Quarterly Report on Form 10-Q filed on August 15, 2016.</u>   |
| <u>10.60</u> | <u>Ninth Amendment, Consent and Waiver dated as of September 27, 2016 to the Loan and Security Agreement dated September 27, 2013 by and among the Company, the other borrowers' parties thereto and ACF FINCO I LP, as Lender Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 29, 2016.</u>  |
| <u>10.61</u> |  |

Form of Amended and Restated Revolving Credit Note dated as of September 27, 2016. Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 29, 2016.

10.62 Reaffirmation Agreement dated as of September 27, 2016 by and among the Company, the other borrowers parties thereto and ACF FINCO LLP, as Lender. Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on September 29, 2016.

10.63 Addendum No. 1 dated January 20, 2017 to the Stock Purchase Agreement dated as of January 1, 2017 by and among GEE Group, Inc. and Enoch S. Timothy and Dorothy Timothy. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on January 25, 2017.

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- 10.64 Tenth Amendment, Consent and Waiver dated as of January 1, 2017 (the “Amendment”) to the Loan and Security Agreement dated September 27, 2013 by and among the Company, the Borrowers named therein and ACF FINCO I LP, as Lender. Incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed with the Commission on January 25, 2017.
- 10.65 Revolving Credit, Term Loan and Security Agreement dated as of March 31, 2017 by and among GEE Group, Inc., (“Parent”) ), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto and PNC Bank, National Association (“PNC”), as administrative agent and collateral agent for certain investment funds managed by MGG Investment Group LP (“MGG”). Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on April 6, 2017.
- 10.66 Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein , Jax Legacy-Investment 1, LLC , GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. Incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed with the Commission on April 6, 2017.
- 10.67 Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein , Madison Capital Funding LLC , GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. ). Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on April 6, 2017.
- 10.68 Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein , Peter Langlois , GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. Incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed with the Commission on April 6, 2017.
- 10.69 Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein , Maurice R. Harrison IV , GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. Incorporated by reference to Exhibit 10.3 to the Company’s Form 8-K filed with the Commission on April 6, 2017.
- 10.70 Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein , Thrivent Financial for Lutherans , GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. Incorporated by reference to Exhibit 10.4 to the Company’s Form 8-K filed with the Commission on April 6, 2017.

10.71 Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein , Shane Parr , GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. Incorporated by reference to Exhibit 10.5 to the Company’s Form 8-K filed with the Commission on April 6, 2017.

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| <u>10.72</u> | <u>Subordination and Intercreditor Agreement dated as of March 31, 2017 by and among PNC Bank, National Association, as administrative agent and collateral agent for the Senior Lenders referred to therein, Vincent Lombardo, GEE Group Inc., an Illinois corporation (“Parent”), each Subsidiary of the Parent listed as a “Borrower” on the signature pages thereto and each subsidiary of the Parent listed as a “Guarantor” on the signature pages thereto. Incorporated by reference to Exhibit 10.6 to the Company’s Form 8-K filed with the Commission on April 6, 2017.</u> |
| <u>10.73</u> | <u>Agreement dated as of April 3, 2017 by and between GEE Group, Inc., an Illinois Corporation and Thrivent Financial for Lutherans, a Wisconsin Corporation organized as a fraternal benefits society. Incorporated by reference to Exhibit 10.7 to the Company’s Form 8-K filed with the Commission on April 6, 2017.</u>   |
| <u>10.74</u> | <u>Waiver to the Revolving Credit, Term Loan and Security Agreement dated as of August 31, 2017, by and among GEE Group, Inc., and its subsidiaries as a “Borrower” and PNC Bank, National Association, as administrative agent and collateral agent for certain investment funds managed by MGG Investment Group LP. Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on September 1, 2017.</u>   |
| <u>10.75</u> | <u>First Amendment, dated as of October 2, 2017, to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017, as amended, by and among GEE Group, Inc., the other borrower entities and guarantor entities named therein, PNC Bank, National Association and certain investment funds managed by MGG Investment Group LP. Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on October 5, 2017.</u>   |
| <u>10.76</u> | <u>Amended and Restated Non-Negotiable Promissory Note dated October 4, 2017 from GEE Group, Inc. to William Daniel Dampier and Carol Lee Dampier. Incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed with the Commission on October 5, 2017.</u>  |
| <u>10.77</u> | <u>Second Amendment, dated as of November 14, 2017, to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017, as amended, by and among GEE Group, Inc., the other borrower entities and guarantor entities named therein, and certain investment funds managed by MGG Investment Group LP. Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on November 17, 2017.</u>   |
| <u>10.78</u> | <u>Employment Agreement, dated as of December 26, 2017, by and between GEE Group Inc., and George Bajalia.</u>  |
| <u>10.79</u> | <u>Second Waiver to Revolving Credit, Term Loan and Security Agreement dated as of May 15, 2018 Incorporated by reference to Form 10-Q filed with the Commission on May 15, 2018.</u>   |
| <u>10.80</u> | <u>Third Amendment, dated as of August 10, 2018, to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017, as amended, by and among GEE Group, Inc., the other borrower entities and guarantor entities named therein, and certain investment funds managed by MGG Investment Group LP Incorporated by reference to Form 10-Q filed with the Commission on August 14, 2018.</u>  |
| <u>10.81</u> |   |

Deposit Account Control Agreement, dated as of August 8, 2018, by and among GEE Group, Inc., MGG Investment Group LP, as the Lender and Bank of America, N.A. Incorporated by reference to Form 10-Q filed with the Commission on August 14, 2018.

10.82 Fourth Amendment, dated as of December 27, 2018, to the Revolving Credit, Term Loan and Security Agreement, dated as of March 31, 2017, as amended, by and among GEE Group, Inc., the other borrower entities and guarantor entities named therein, and certain investment funds managed by MGG Investment Group LP.

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| <u>21.01</u> | <u>Subsidiaries of the Company.</u>  |
| <u>23.01</u> | <u>Consent of Independent Registered Public Accounting Firm</u>  |
| <u>31.01</u> | <u>Certification of the principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.</u>  |
| <u>31.02</u> | <u>Certification of the principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.</u>  |
| <u>32.01</u> | <u>Certifications of the principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code.</u>  |
| <u>32.02</u> | <u>Certifications for the principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code.</u> |
| 101.INS      | XBRL Instant Document  |
| 101.SCH      | XBRL Schema Document   |
| 101.CAL      | XBRL Calculation Linkbase Document   |
| 101.DEF      | XBRL Definition Linkbase Document  |
| 101.LAB      | XBRL Label Linkbase Document   |
| 101.PRE      | XBRL Presentation Linkbase Document  |

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\* Management contract or compensatory plan or arrangement.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GEE GROUP INC.**

(Registrant)

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: December 27, 2018

By: */s/ Derek Dewan*  
Derek Dewan  
Chief Executive Officer, Chairman of the  
Board

(Principal Executive Officer)

Date: December 27, 2018

By: */s/ Kim Thorpe*  
Kim Thorpe  
Senior Vice President-Finance and Chief  
Financial Officer  
(Principal Financial and Accounting  
Officer)

Date: December 27, 2018

By: */s/ George A. Bajalia*  
George A. Bajalia  
President and Director

Date: December 27, 2018

By: */s/ William M. Isaac*  
William M. Isaac  
Director

Date: December 27, 2018

By: */s/ Dr. Arthur B. Laffer*  
Dr. Arthur B. Laffer  
Director

Date: December 27, 2018

By: */s/ Peter J. Tanous*

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Peter J. Tanous  
Director

Date: December 27, 2018

By: */s/ Darla D. Moore*  
Darla D. Moore  
Director

Date: December 27, 2018

By: */s/ Ronald Smith*  
Ronald Smith  
Director