

GENERAL EMPLOYMENT ENTERPRISES INC  
Form 8-A12B  
March 31, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

GENERAL EMPLOYMENT ENTERPRISES, INC.

-----  
(Exact name of registrant as specified in its charter)

Illinois

36-6097429

-----  
(State of incorporation  
or organization)

(I.R.S. Employer  
Identification No.)

One Tower Lane, Suite 2200, Oakbrook Terrace, Illinois

60181

-----  
(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates: N.A.

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

Title Of Each Class  
To Be So Registered

Name Of Each Exchange On  
Which Each Class Is To Be Registered

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Common Stock Purchase Rights

NYSE AMEX

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

None

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

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On March 30, 2009, General Employment Enterprises, Inc. (the "Company") entered into Amendment No. 1 (the "Amendment"), dated as of March 30, 2009, to the Rights Agreement, dated as of February 4, 2000 (the "Rights Agreement"), between the Company and the Continental Transfer & Trust Company, as rights agent. The Amendment:

- \* made the provisions of the Rights Agreement inapplicable to the transactions contemplated by the Securities Purchase and Tender Offer Agreement, dated as of March 30, 2009 (the "Purchase Agreement"), by and between the Company and PSQ, LLC, a Kentucky limited liability company ("PSQ");
- \* effective upon the consummation of the transactions contemplated by the Purchase Agreement, allows PSQ and its affiliated entities to hold an unlimited amount of the outstanding capital stock of the Company without being treated as an "Acquiring Person" under the Rights Agreement; and
- \* effective upon the consummation of the transactions contemplated by the Purchase Agreement, removes the exception (the "Imhoff Exception") previously included in the Rights Agreement whereby the family of and entities associated with Herbert F. Imhoff, Sr. are allowed to hold up to 38% of the outstanding capital stock of the Company without being treated as an "Acquiring Person" under the Rights Agreement.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached as an exhibit hereto and incorporated herein by reference. Copies of the Rights Agreement and the related Summary of Rights, which is attached as Exhibit B to the Rights Agreement, are available free of charge from the Company.

ITEM 2. EXHIBITS.

The following exhibit is filed as a part of this Registration Statement:

EXHIBIT NO.	DESCRIPTION
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4.1	Amendment No.1 to Rights Agreement, dated as of March 30, 2009, by and between General Employment Enterprises, Inc. and Continental Transfer & Trust Company, as Rights Agent.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 30, 2009

GENERAL EMPLOYMENT ENTERPRISES,

INC.

By: /s/ Kent M. Yauch

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Name: Kent M. Yauch  
Title: Vice President, Chief  
Financial Officer and  
Treasurer

EXHIBIT INDEX

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