

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

GEN Restaurant Group, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

36870C104
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 36870C104

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gratia Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

337,431

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

337,431

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,431

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA, OO

CUSIP No. 36870C104

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gratia Capital Concentrated Master Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

256,213

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

256,213

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

256,213

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 36870C104

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steve Pei

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

337,431

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

337,431

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,431

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No. 36870C104

Item 1. (a). Name of Issuer:
GEN Restaurant Group, Inc.

(b). Address of issuer's principal executive offices:
11480 South Street, Suite 205
Cerritos, California 90703

Item 2. (a). Name of person filing:
This statement is filed by:
Gratia Capital, LLC
Gratia Capital Concentrated Master Fund Ltd.
Steve Pei

(b). Address or principal business office or, if none, residence:
Gratia Capital, LLC
11835 West Olympic Blvd., Suite 385
Los Angeles, California 90064
Gratia Capital Concentrated Master Fund Ltd.
c/o Gratia Capital, LLC
11835 West Olympic Blvd., Suite 385
Los Angeles, California 90064

Steve Pei
c/o Gratia Capital, LLC
11835 West Olympic Blvd., Suite 385
Los Angeles, California 90064

(c). Citizenship:
Gratia Capital, LLC – Delaware
Gratia Capital Concentrated Master Fund Ltd. – Cayman Islands
Steve Pei – United States of America

(d). Title of class of securities:
Class A Common Stock, par value \$0.001 per share

(e). CUSIP No.:
36870C104

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:



CUSIP No. 36870C104

Item 4. Ownership.

(a) Amount beneficially owned:

Gratia Capital, LLC - 337,431
Gratia Capital Concentrated Master Fund Ltd. – 256,213
Steve Pei - 337,431

(b) Percent of class:

Gratia Capital, LLC – 8.2%
Gratia Capital Concentrated Master Fund Ltd. – 6.2%
Steve Pei – 8.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Gratia Capital, LLC – 0
Gratia Capital Concentrated Master Fund Ltd. - 0
Steve Pei - 0

(ii) Shared power to vote or to direct the vote

Gratia Capital, LLC – 337,431
Gratia Capital Concentrated Master Fund Ltd. – 256,213
Steve Pei - 337,431

(iii) Sole power to dispose or to direct the disposition of

Gratia Capital, LLC – 0
Gratia Capital Concentrated Master Fund Ltd. - 0
Steve Pei - 0

(iv) Shared power to dispose or to direct the disposition of

Gratia Capital, LLC – 337,431
Gratia Capital Concentrated Master Fund Ltd. – 256,213
Steve Pei - 337,431

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following *.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2024

(Date)

Gratia Capital, LLC*

By: /s/ Steve Pei

Managing Member

Gratia Capital Concentrated Master Fund Ltd.*

By: /s/ Steve Pei

Director

Steve Pei*

By: /s/ Steve Pei

* The Reporting Persons disclaim beneficial ownership in the Shares reported herein except to the extent of their pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

AGREEMENT

The undersigned agree that this Schedule 13G relating to the Class A Common Stock, par value \$0.001 per share, of GEN Restaurant Group, Inc. shall be filed on behalf of the undersigned.

February 13, 2024

(Date)

Gratia Capital, LLC

By: /s/ Steve Pei

Managing Member

Gratia Capital Concentrated Master Fund Ltd.

By: /s/ Steve Pei

Director

Steve Pei

By: /s/ Steve Pei
