FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| _ | | | | | |
|--------|----|-------------|---|----|-------|
| \sim | MR | ΛD | ᇚ | A١ | / N I |
| | | | | | |

| OMB Number: | 3235-0287 |
|-------------------------|-----------|
| Estimated average burde | n |
| hours per response: | 0.5 |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | (| or Section 30(h) of t | he Investment (| Company Act of 1940 | | | | | |
|--|-----------------|----------------|----------------|---|--------------------|--|---|-----------------------------|--------------------|--|--|
| 1. Name and Address of Reporting Person * TPG GP A, LLC | | | | ssuer Name and Tio per League G | - | • | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | |
| (Last) | (First) | (Middle) | | Date of Earliest Trans 05/2023 | saction (Month | Day/Year) | _ c | Officer (give tit pelow) | le | Other (specify below) | |
| C/O TPG INC. 301 COMMERCE (Street) | STREET, SUITE 3 | 300 | 4. If | Amendment, Date | of Original Filed | I (Month/Day/Year) | F | Form filed by 0 | One Reporting I | k Applicable Line) Person Reporting Person | |
| FORT WORTH (City) | TX (State) | 76102 (Zip) | _ | | cate that a transa | action was made pursuant to a contra 10b5-1(c). See Instruction 10. | ect, instruction | or written plan | that is intended t | o satisfy the | |
| 4 Till of O milks (I | | | | ve Securities A | Acquired, D | isposed of, or Beneficia | | | 6 Quantum him | 7. Nature of | |
| 1. Title of Security (In | ISIL 31 | | 2. Transaction | ı za. Deemea | ı ə. | 4. Securities Acquired (A) or | 5. Amou | unicor I | 6. Ownership | i /. Nature Of | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transac Code (In 8) | | | ities Acquired (A) or d Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Translation(1) | | Securities Form: Direct Indirect Be | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|---------------------------------|---|---------|--|------------|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 07/05/2023 | | S | | 102,779 | D | \$0.405(2) | 8,993,276 | I | See Explanation of Responses ⁽¹⁾⁽³⁾⁽⁴⁾ |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Date | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (In 8) | | 5. Num Derivat Securit Acquire or Disp (D) (Ins and 5) | ive ies ed (A) osed of | 6. Date Exerc Expiration Day/Y | ate | 7. Title and A Securities Un Derivative Se (Instr. 3 and | nderlying ecurity | 8. Price of Derivative Security (Instr. 5) | Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|---|------|---|---------------------------------|---|--|---------------------------------|-----------------------------------|--------------------|---|-------------------------------------|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | | |

| | | | | Code | ٧ |
|--------------------------------------|---------|---------------|----------|------|---|
| 1. Name and Address of TPG GP A, LLC | | g Person * | | | |
| (Last) | (First | | (Middle) | | _ |
| C/O TPG INC. 301 COMMERCE | STREE? | Γ, SUITE 3300 | | | |
| (Street) FORT WORTH | TX | | 76102 | | _ |
| (City) | (State | e) | (Zip) | | |
| 1. Name and Address of BONDERMAN | | | | | |
| (Last) C/O TPG INC. | (First) |) | (Middle) | | |
| 301 COMMERCE | STREE | Γ, SUITE 3300 | | | _ |
| (Street) FORT WORTH | TX | | 76102 | | |
| (City) | (State | e) | (Zip) | | |
| | | | | | |
| | | | | | |

| 1 Name and Address of | Panarting Paraga* | | | | | |
|-----------------------|--|----------|--|--|--|--|
| | 1. Name and Address of Reporting Person* | | | | | |
| COULTER JAM | <u>IES G</u> | | | | | |
| | | | | | | |
| (Last) | (First) | (Middle) | | | | |
| C/O TPG INC. | | | | | | |
| 301 COMMERCE S | STREET, SUITE 3300 | | | | | |
| | | | | | | |
| (Street) | | | | | | |
| FORT WORTH | TX | 76102 | | | | |
| | | | | | | |
| (City) | (State) | (Zip) | | | | |
| 1 Name and Address of | Deporting Degrees * | | | | | |
| Name and Address of | , • | | | | | |
| WINKELRIED | <u>JON</u> | | | | | |
| | | | | | | |
| (Last) | (First) | (Middle) | | | | |
| C/O TPG INC. | | | | | | |
| 301 COMMERCE S | STREET, SUITE 3300 | | | | | |
| | | | | | | |
| (Street) | | | | | | |
| FORT WORTH | TX | 76102 | | | | |
| | | | | | | |
| (City) | (State) | (Zip) | | | | |
| (City) | (State) | (∠ip) | | | | |

Explanation of Responses:

- 1. Each of David Bonderman, James G. Coulter and Jon Winkelried own entities that own TPG GP A, LLC (together with Messrs. Bonderman, Coulter and Winkelried, the "Reporting Persons"), which is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc., which is the sole member of TPG GPCo, LLC, which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Operating Group I, L.P., which is the sole member of TPG GPCo, LLC, which is the general partner of TPG Media Partners III, L.P., ("TPG Media Partners III"), which directly holds 8,993,276 shares of Common Stock of Super League Gaming, Inc. (the "Issuer").
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.40 to \$0.417, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- 3. Because of the relationship between the Reporting Persons and TPG Media Partners III, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Media Partners III. Each of TPG Media Partners III and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Media Partners III's or such Reporting Person's pecuniary interest therein, if any.
- 4. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filling shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks

(5) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (6) Gerald Neugebauer is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated February 26, 2020, which were previously filed with the Commission. (7) Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to the authorization and designation letter dated October 12, 2020, which was previously filed with the Commission.

/s/ Bradford Berenson, General
Counsel, TPG GP A, LLC (5)
/s/ Gerald Neugebauer, on behalf
of David Bonderman (5) (6)
/s/ Gerald Neugebauer, on behalf
of James G. Coulter (5) (6)
/s/ Gerald Neugebauer, on behalf
of Jon Winkelried (5) (7)

** Signature of Reporting Person

07/07/2023

07/07/2023

07/07/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.