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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No 2)

**Super League Gaming, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**86804F202**

(CUSIP Number)

**Bradford Berenson**

**TPG Inc.**

**301 Commerce Street, Suite 3300**

**Fort Worth, TX 76102**

**(817) 871-4000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**July 13, 2023**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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

(Continued on following pages)

(Page 1 of 8 Pages)

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\*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 disclosures provided in a prior cover page.

The information required on 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*).

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|--|---|--|
| 1  | NAMES OF REPORTING PERSONS<br>TPG GP A, LLC   |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS (see instructions)<br>OO (See Item 3)   |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>                    |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 7   | SOLE VOTING POWER<br>- 0 -                                   |
|  | 8   | SHARED VOTING POWER<br>8,724,189 (See Items 3, 4 and 5)      |
|  | 9   | SOLE DISPOSITIVE POWER<br>- 0 -                              |
|  | 10  | SHARED DISPOSITIVE POWER<br>8,724,189 (See Items 3, 4 and 5) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>8,724,189 (See Items 3, 4 and 5)                                    |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>                   |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>23.08% (See Item 5)*  |  |
| 14   | TYPE OF REPORTING PERSON<br>OO  |  |

\* The calculation is based on 37,795,077 shares of Common Stock (as defined below) outstanding as of May 5, 2023, as reported in Amendment No. 1 to Registration Statement on Form S-3 filed by the Issuer (as defined below) with the Securities and Exchange Commission (the "Commission") on May 18, 2023.

|  |   |  |
|--|---|--|
| 1  | NAMES OF REPORTING PERSONS<br>David Bonderman   |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS (see instructions)<br>OO (See Item 3)   |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>                     |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America  |  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 7   | SOLE VOTING POWER<br>-0-                                     |
|  | 8   | SHARED VOTING POWER<br>8,724,189 (See Items 3, 4 and 5)      |
|  | 9   | SOLE DISPOSITIVE POWER<br>-0-                                |
|  | 10  | SHARED DISPOSITIVE POWER<br>8,724,189 (See Items 3, 4 and 5) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>8,724,189 (See Items 3, 4 and 5)                                    |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>                   |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>23.08% (See Item 5)*  |  |
| 14   | TYPE OF REPORTING PERSON<br>IN  |  |

\* The calculation is based on 37,795,077 shares of Common Stock outstanding as of May 5, 2023, as reported in Amendment No. 1 to Registration Statement on Form S-3 filed by the Issuer with the Commission on May 18, 2023.

|  |   |  |
|--|---|--|
| 1  | NAMES OF REPORTING PERSONS<br>James G. Coulter  |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS (see instructions)<br>OO (See Item 3)   |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>                     |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America  |  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 7   | SOLE VOTING POWER<br>-0-                                     |
|  | 8   | SHARED VOTING POWER<br>8,724,189 (See Items 3, 4 and 5)      |
|  | 9   | SOLE DISPOSITIVE POWER<br>-0-                                |
|  | 10  | SHARED DISPOSITIVE POWER<br>8,724,189 (See Items 3, 4 and 5) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>8,724,189 (See Items 3, 4 and 5)                                    |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>                   |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>23.08% (See Item 5)*  |  |
| 14   | TYPE OF REPORTING PERSON<br>IN  |  |

\* The calculation is based on 37,795,077 shares of Common Stock outstanding as of May 5, 2023, as reported in Amendment No. 1 to Registration Statement on Form S-3 filed by the Issuer with the Commission on May 18, 2023.

|  |   |  |
|--|---|--|
| 1  | NAMES OF REPORTING PERSONS<br>Jon Winkelried  |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS (see instructions)<br>OO (See Item 3)   |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>                     |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America  |  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 7   | SOLE VOTING POWER<br>-0-                                     |
|  | 8   | SHARED VOTING POWER<br>8,724,189 (See Items 3, 4 and 5)      |
|  | 9   | SOLE DISPOSITIVE POWER<br>-0-                                |
|  | 10  | SHARED DISPOSITIVE POWER<br>8,724,189 (See Items 3, 4 and 5) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>8,724,189 (See Items 3, 4 and 5)                                    |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>                   |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>23.08% (See Item 5)*  |  |
| 14   | TYPE OF REPORTING PERSON<br>IN  |  |

\* The calculation is based on 37,795,077 shares of Common Stock outstanding as of May 5, 2023, as reported in Amendment No. 1 to Registration Statement on Form S-3 filed by the Issuer with the Commission on May 18, 2023.

This Amendment No. 2 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on June 1, 2023, as amended and supplemented by Amendment No. 1 filed on June 28, 2023 (as so amended, the "Original Schedule 13D") and, as amended and supplemented by this Amendment, the "Schedule 13D"), with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background.

This Amendment amends and restates the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below:

"TPG GP A is the managing member of TPG Group Holdings (SBS) Advisors, LLC, a Delaware limited liability company, which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, 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., a Delaware corporation, which is the sole member of TPG GPCo, LLC, a Delaware limited liability company, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Operating Group I, L.P., a Delaware limited partnership, which is the sole member of TPG Growth GenPar III Advisors, LLC, a Delaware limited liability company, which is the general partner of TPG Growth GenPar III, L.P., a Delaware limited partnership, which is the general partner of TPG Media Partners III, L.P., a Delaware limited partnership ("TPG Media Partners III"), which directly holds 8,724,189 shares of Common Stock."

Item 4. Purpose of Transaction.

This Amendment amends and supplements Item 4 of the Original Schedule 13D by inserting the following before the final paragraph:

"On June 28, 2023, TPG Media Partners III sold an aggregate of 900 shares of Common Stock in open market sales at a price per share of \$0.40. On June 29, 2023, TPG Media Partners III sold an aggregate of 13,214 shares of Common Stock in open market sales at a price per share of \$0.40. On June 30, 2023, TPG Media Partners III sold an aggregate of 1,800 shares of Common Stock in open market sales at a price per share of \$0.40. On July 3, 2023, TPG Media Partners III sold an aggregate of 100 shares of Common Stock in open market sales at a price per share of \$0.40. On July 5, 2023, TPG Media Partners III sold an aggregate of 102,779 shares of Common Stock in open market sales at a weighted average price per share of \$0.405 in multiple transactions at prices ranging from \$0.40 to \$0.417, inclusive. On July 10, 2023, TPG Media Partners III sold an aggregate of 27,709 shares of Common Stock in open market sales at a weighted average price per share of \$0.3785 in multiple transactions at prices ranging from \$0.3708 to \$0.3805, inclusive. On July 11, 2023, TPG Media Partners III sold an aggregate of 83,417 shares of Common Stock in open market sales at a weighted average price per share of \$0.3878 in multiple transactions at prices ranging from \$0.375 to \$0.3923, inclusive. On July 12, 2023, TPG Media Partners III sold an aggregate of 100,013 shares of Common Stock in open market sales at a weighted average price per share of \$0.3953 in multiple transactions at prices ranging from \$0.3823 to \$0.4001, inclusive. On July 13, 2023, TPG Media Partners III sold an aggregate of 57,948 shares of Common Stock in open market sales at a weighted average price per share of \$0.3958 in multiple transactions at prices ranging from \$0.3831 to \$0.4101, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range of each of the sales above that involved multiple transactions."

Item 5. Interest in Securities of the Issuer.

This Amendment amends and restates the second paragraph of Item 5 of the Original Schedule 13D in its entirety as set forth below:

"(a)(b) The following sentence is based on 37,795,077 shares of Common Stock outstanding as of May 5, 2023, as reported in Amendment No. 1 to Registration Statement on Form S-3 filed by the Issuer with the Commission on May 18, 2023. Pursuant to Rule 13d-3 under the Act, the Reporting Persons may be deemed to beneficially own 8,724,189 shares of Common Stock, which constitutes approximately 23.08% of the outstanding shares of Common Stock."

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**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.

Dated: July 14, 2023

TPG GP A, LLC

By: /s/ Bradford Berenson

Name: Bradford Berenson

Title: General Counsel

David Bonderman

By: /s/ Gerald Neugebauer

Name: Gerald Neugebauer on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Gerald Neugebauer

Name: Gerald Neugebauer on behalf of James G. Coulter (2)

Jon Winkelried

By: /s/ Gerald Neugebauer

Name: Gerald Neugebauer on behalf of Jon Winkelried (3)

(1) Gerald Neugebauer is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated February 26, 2020, which was previously filed with the Commission as an exhibit to a Form 4 filed by Mr. Bonderman on March 6, 2020 (SEC File No. 001-38156).

(2) Gerald Neugebauer is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated February 26, 2020, which was previously filed with the Commission as an exhibit to a Form 4 filed by Mr. Coulter on March 6, 2020 (SEC File No. 001-38156).

(3) Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to an authorization and designation letter dated October 20, 2020, which was previously filed with the Commission as an exhibit to a Form 3 filed by Mr. Winkelried on October 22, 2020 (SEC File No. 001-39651).

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**EXHIBIT INDEX**

- [1.](#) Agreement of Joint Filing by TPG Group Holdings (SBS) Advisors, Inc., TPG GP A, LLC, TPG Advisors VII, Inc., TPG Advisors VI, Inc., TPG Advisors VI-AIV, Inc., TPG Asia Advisors VI, Inc., David Bonderman, James G. Coulter, Jon Winkelried and Karl Peterson dated as of January 18, 2022 (incorporated herein by reference to Exhibit 1 to Amendment No. 4 to Schedule 13D filed by TPG GP A, LLC, David Bonderman, James G. Coulter and Jon Winkelried on January 18, 2022 with respect to the shares of common stock of Allogene Therapeutics, Inc.).
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