

# FORM 3

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

OMB APPROVAL	
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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Stewart Robert B Jr	2. Date of Event Requiring Statement (Month/Day/Year) 02/25/2019	3. Issuer Name <b>and</b> Ticker or Trading Symbol Super League Gaming, Inc. [SLGG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last) (First) (Middle) 2912 COLORADO AVE., SUITE 200	(Street) SANTA MONICA, CA 90404	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,455 <u>(1)</u>	D	
Common Stock	92,592	I	By the Robert B. Stewart, Jr. Separate Property Trust U/A/D 11/10/08
Common Stock	133,334	I	By the Robert Stewart, Jr. ROTH IRA

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

SEC 1473 (7-02)

	<b>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 control number.</b>	
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	<u>(2)</u>	10/16/2024	Common Stock	33,334	\$ 0.3	D	
Common Stock Purchase Warrant	07/01/2017	06/15/2022	Common Stock	1,334	\$ 10.8	D	
Common Stock Purchase Warrant	07/01/2017	06/15/2022	Common Stock	32,000	\$ 10.8	D	
Common Stock Purchase Warrant	05/28/2018	05/28/2023	Common Stock	10,843	\$ 9.35	D	
9.00% Secured Convertible Promissory Note	<u>(3)</u>	<u>(4)</u>	Common Stock	\$ 100,000	\$ <u>(3)</u>	I	By the Robert B. Stewart Sole and Separate Property

							Trust
Common Stock Purchase Warrant	03/30/2018	03/30/2023	Common Stock	1,852	\$ 10.8	I	By the Robert B. Stewart Sole and Separate Property Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stewart Robert B Jr 2912 COLORADO AVE., SUITE 200 SANTA MONICA, CA 90404	X			

## Signatures

/s/ Clayton Haynes, Attorney-in-Fact		03/07/2019
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) Consists of 5,455 restricted stock units ("RSUs"), which RSUs will vest in equal installments on a monthly basis and will vest in full on February 25, 2020.
- (2) Stock option vested in equal monthly installments over a 42 month period, and became fully vested on April 16, 2018.  
Upon closing of the Issuer's initial public offering (the "IPO"), all outstanding principal and accrued but unpaid interest of the 9.00%
- (3) Secured Convertible Promissory Note (the "Note") will automatically convert into shares of the Issuer's common stock at a conversion price equal to the lesser of (i) \$10.80 or (ii) the initial public offering price per share of the Issuer's common stock, less a 15% discount.
- (4) The Note will mature on the earlier to occur of (i) the Issuer's IPO or (ii) April 30, 2019.

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

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

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ann Hand and Clayton Haynes, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Super League Gaming Inc. (the "**Company**"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("**Prior Powers of Attorney**"), and the authority of the attorneys- in-fact named in any Prior Powers of Attorney is hereby revoked. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of February, 2019.

/s/ Robert Stewart  
Robert Stewart