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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>HAYNES CLAYTON J</u> _____ (Last) (First) (Middle) <u>C/O SUPER LEAGUE ENTERPRISE, INC.</u> <u>2912 COLORADO AVE, SUITE 203</u> _____ (Street) <u>SANTA MONICA CA</u> <u>90404</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Super League Enterprise, Inc. [SLE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>CHIEF FINANCIAL OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	03/19/2024		A		63,473	A	(I)	67,536	D		

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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					
Stock Option (Right to Buy)	\$1.85	03/19/2024		A		126,946		(2)	03/19/2034	Common Stock	\$0	126,946	D	
Performance Stock Units	(3)	03/19/2024		A		63,473		(4)	(4)	Common Stock	(3)	63,473	D	

Explanation of Responses:

- Represents grant of restricted stock units ("RSUs"). The RSUs will vest in three equal annual installments beginning on March 19, 2025. Vesting of the RSUs is contingent upon the Issuer receiving approval of the Issuer's 2024 Equity Incentive Plan from its stockholders at the Issuer's 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained.
- The stock options ("Options") shall vest 1/36th per month in arrears from the date of the grant. Vesting of the Options is contingent upon the Issuer receiving approval of the Issuer's 2024 Equity Incentive Plan from its stockholders at the Issuer's 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained.
- Each Performance Stock Unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock upon vesting.
- The PSUs shall vest 1/3rd upon the occurrence of each of (A) the achievement of each of a profitable fiscal quarter, on a net income basis; (B) the achievement of 85% of EBITDA target for the fiscal year ended December 31, 2024; and (C) the achievement of 85% of EBITDA target for the fiscal year ended December 31, 2025 (with such target to be approved by the board of directors). Vesting of the PSUs is contingent upon the Issuer receiving approval of the Issuer's 2024 Equity Incentive Plan from its stockholders at the Issuer's 2024 annual meeting of stockholders, and will be subject to cancellation in the event stockholder approval is not obtained.

/s/ Clayton Haynes

03/21/2024

** Signature of Reporting Person

Date

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.