

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 7, 2023

Super League Gaming, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation)*

001-38819
(Commission File Number)

47-1990734
*(IRS Employer
Identification Number)*

2912 Colorado Avenue, Suite 203
Santa Monica, California 90404
(Address of principal executive offices)

(213) 421-1920
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	SLGG	Nasdaq Capital Market

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

See Item 5.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 7, 2023, Super League Gaming, Inc. (the “Company”) filed an amendment (the “Amendment”) to the Company’s Second Amended and Restated Certificate of Incorporation, as Amended (the “Charter”), to change the name of the Company from Super League Gaming, Inc. to Super League Enterprise, Inc. (the “Name Change”) and to effect a reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (“Common Stock”) at a ratio of 1-for-20 (the “Reverse Split”). The Name Change and the Reverse Split were approved by the Company’s Board of Directors (the “Board”) on July 5, 2023, and approved by the stockholders of the Company on September 7, 2023, as set forth in Item 5.07 below.

The Amendment will become effective at 12:01 a.m. (Eastern Time) on September 11, 2023 (the “Effective Time”). The Company’s shares are expected to begin trading on a Reverse Split-adjusted basis on the Nasdaq Capital Market on September 11, 2023. The trading symbol for the common stock will be “SLE,” and the new CUSIP number of the common stock following the Reverse Split is 86804F 301.

As a result of the Reverse Split, every 20 shares of the Company’s issued and outstanding Common Stock will be automatically combined and converted into one issued and outstanding share of Common Stock. No fractional shares of Common Stock will be issued as a result of the Reverse Split. Instead, in lieu of any fractional shares to which a stockholder of record would otherwise be entitled as a result of the Reverse Split, the Company will pay cash (without interest) equal to the value of such fractional share. The Reverse Split will not modify the rights or preferences of the common stock. The Company has appointed its transfer agent, Direct Transfer LLC, to act as exchange agent for the Reverse Split.

The above description of the Amendment is a summary of the material terms thereof and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference. For more information about the Reverse Split, please review the Company’s [definitive proxy statement](#), filed with the Securities and Exchange Commission on July 24, 2023.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 7, 2023, the Company held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). The matters voted upon at the Annual Meeting and the results of the voting are set forth below:

Proposal No. 1 - Election of the two Class III Directors

	For	Withheld
Ann Hand	39,888,100	1,775,736
Mark Jung	38,785,832	2,878,004

The Company’s Directors are elected by a plurality of the votes cast. The Company’s Directors are classified into three classes, with staggered three-year terms. Stockholders elected Ann Hand and Mark Jung to serve as Class III Directors on the Company’s Board of Directors until the end of their respective terms.

Proposal No. 2: Approval of an Amendment to the Company’s Charter to change the name of the Company to Super League Enterprise, Inc. and change the Company’s ticker symbol to “SLE.”

For	Against	Abstain
49,578,468	1,736,243	565,301

The vote required to approve this proposal was the affirmative vote of a majority of the outstanding shares entitled to vote on the proposal. Accordingly, stockholders approved the amendment to the Company’s Charter to change the name of the Company from Super League Gaming, Inc. to Super League Enterprise, Inc., and to change the Company’s ticker symbol from “SLGG” to “SLE.” See Item 5.03 for further actions taken by the Company in regard to this Proposal No. 2.

Proposal No. 3: Approval of an Amendment to the Company's Charter to effect the 1-for-20 Reverse Split

For	Against	Abstain
46,692,688	4,792,868	394,456

The vote required to approve this proposal was the affirmative vote of a majority of the outstanding shares entitled to vote on the proposal. Accordingly, stockholders approved an amendment to the Company's Charter to permit, but not require, the Board to effect a reverse split of the Company's issued and outstanding shares of capital stock on the basis of 1-for-20 at any time as the Board may deem necessary and advisable on or prior to the one-year anniversary of the Annual Meeting. See Item 5.03 for further actions taken by the Company in regard to this Proposal No. 2.

Proposal No. 4: Approval of an Amendment to the 2014 Plan to Increase the Number of Shares Authorized for Issuance.

For	Against	Abstain
34,755,171	6,582,269	326,396

The vote required to approve this proposal was the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the proposal. Accordingly, stockholders approved the amendment to the Super League Gaming, Inc. Amended and Restated 2014 Stock Option and Incentive Plan to increase the number of shares of common stock available for issuance under the 2014 Plan to a total of 15.0 million shares.

Proposal No. 5: Ratification of Appointment of Auditors.

For	Against	Abstain
50,548,955	873,359	457,698

The vote required to approve this proposal was the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the proposal. Accordingly, stockholders ratified the appointment of Withum Smith + Brown, PC as the Company's independent auditors for the fiscal year ending December 31, 2023.

For more information about the foregoing proposals, please review the Company's [definitive proxy statement](#), filed with the Securities and Exchange Commission on July 24, 2023.

Item 7.01 Regulation FD Disclosure.

On September 8, 2023, the Company issued a press release announcing the Reverse Split and the Name Change. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "*Exchange Act*") or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "*Securities Act*") or the Exchange Act, except as may be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits Index

Exhibit No.	Description
3.1	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, as Amended, of Super League Gaming, Inc.
99.1	Press Release issued by Super League Gaming, Inc., dated September 8, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Super League Gaming, Inc.

Date: September 8, 2023

By: /s/ Clayton Haynes
Clayton Haynes
Chief Financial Officer

CERTIFICATE OF AMENDMENT
TO
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED
OF
SUPER LEAGUE GAMING, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware ("**DGCL**"), Super League Gaming, Inc., a corporation organized under and existing by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the corporation is Super League Gaming, Inc. (the "**Corporation**").
2. This Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., as amended (the "**Certificate of Incorporation**"), was duly adopted by the Board of Directors and the stockholders of the Corporation in accordance with the provisions of Section 242 of the DGCL.
3. The Corporation hereby amends the following provision of the Certificate of Incorporation by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of this Corporation is Super League Enterprise, Inc. (the "**Corporation**").

4. The Corporation hereby further amends the following provision of the Certificate of Incorporation by deleting the first paragraph of Article FOURTH in its entirety and replacing it with the following new paragraphs:

FOURTH: The total number of shares which the Corporation shall have authority to issue is four hundred and ten million (410,000,000) shares, of which four hundred million (400,000,000) shares shall be common stock, par value \$0.001 per share ("**Common Stock**"), and ten million (10,000,000) shares shall be preferred stock, par value \$0.001 per share ("**Preferred Stock**"). The Board of Directors of the Corporation may divide the Preferred Stock into any number of series, fix the designation and number of each such series, and determine or change the designation, relative rights, preferences, and limitations of any series of Preferred Stock. The Board of Directors (within the limits and restrictions of the adopting resolutions) may also increase or decrease the number of shares of Preferred Stock initially fixed for any series, but no decrease may reduce the number below the shares of Preferred Stock then outstanding and duly reserved for issuance.

Upon the effectiveness of this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation (the "**Effective Time**"), every twenty (20) shares of the Corporation's Common Stock issued and outstanding immediately prior to the Effective Time (the "**Old Common Stock**"), will automatically and without any action on the part of the respective holders thereof be combined, reclassified and changed into one (1) share of Common Stock of the Corporation (the "**New Common Stock**"). Notwithstanding the immediately preceding sentence, in lieu of any fractional interests in shares of New Common Stock to which any stockholder would otherwise be entitled pursuant hereto (taking into account all shares of capital stock owned by such stockholder), any fractional share will be rounded down to the nearest whole number and the holder shall be entitled to receive a cash payment in the amount equal to the value of such fractional share. The combination and conversion of the Old Common Stock shall be referred to as the "**Reverse Stock Split**."

The Corporation shall not be obligated to issue certificates evidencing the shares of New Common Stock outstanding as a result of the Reverse Stock Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Stock Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified; *provided, however*, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified.”

5. That said amendments shall be effective at 12:01 am, Eastern time, on September 11, 2023.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of this Corporation on this 7th day of September 2023.

Super League Gaming, Inc.

By: /s/ Ann Hand
Ann Hand
Chief Executive Officer



Super League Gaming Announces Name Change to Super League Enterprise and 1-for-20 Reverse Stock Split

SANTA MONICA, Calif., Sept. 08, 2023 -- Super League Gaming, Inc. (the "Company") (Nasdaq: SLGG), a global leader in providing immersive experiences across the world's largest metaverse gaming platforms, today announced at its annual general meeting, shareholders approved a name change ("Name Change") to Super League Enterprise, Inc. and a reverse stock split of its issued and outstanding shares of common stock, par value \$0.001 per share ("Common Stock"), at a ratio of 1-for-20 (the "Reverse Split").

The Company believes the new name better aligns with the full vision and potential for the Company's proficiency in providing a scalable, vertically integrated publishing engine for the immersive web. The Name Change will not affect the status of the Company or the rights of any stockholders in any respect, or the validity or transferability of stock certificates presently outstanding. In connection with the Name Change, expected to go into effect on September 11th, the stock trading symbol will be changed from "SLGG" to "SLE" to more closely align the ticker symbol with the Company's new name.

The Company's stockholders will not be required to exchange stock certificates in connection with the name change. Any outstanding physical stock certificate that represents a stockholder's shares of Common Stock or Preferred Stock ("Preferred Stock") will continue to represent such stockholder's ownership of such shares. If physical certificates are presented for transfer in the ordinary course, new certificates bearing the new corporate name will be issued.

The Reverse Split is expected to become legally effective at 12:01 AM on September 11, 2023 (the "Legal Effective Date"), and the shares are expected to begin trading on the split-adjusted basis on The Nasdaq Capital Market under the Company's new trading symbol "SLE" on September 11, 2023, upon The Nasdaq Stock Market's approval.

On the Legal Effective Date, every 20 issued and outstanding shares of the Company's Common Stock will be converted automatically into one share of the Company's Common Stock without any change in the par value per share. Once effective, the Reverse Split will reduce the number of shares of Common Stock outstanding from approximately 71.9 million shares to approximately 3.59 million.

The Company strongly believes a Reverse Split is necessary to increase the market price per share to better assure that it maintains compliance with the \$1.00 minimum bid price required for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2) and to make investments in the Company more attractive to investors by increasing the trading price of the Company's Common Stock on such market.

Immediately after the Reverse Split, each stockholder's percentage ownership interest in the Company and proportional voting power will remain unchanged, except for minor changes and adjustments that will result from the treatment of fractional shares. No fractional shares of the Company's Common Stock will be issued; instead, holders of Common Stock who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reverse Split will receive cash in lieu of such fractional shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Split.

Stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the Reverse Split, subject to each broker's particular processes, and will not be required to take any action in connection with the Reverse Split. Registered stockholders holding pre-split shares of the Company's Common Stock electronically in book-entry form are not required to take any action to receive post-split shares. Those stockholders holding shares of the Company's Common Stock in certificate form will receive a transmittal letter from Broadridge with instructions as soon as practicable after the Legal Effective Date.

About Super League

Super League Enterprise, Inc. (Nasdaq: SLGG), formerly Super League Gaming, Inc. is a leading strategically-integrated publisher and creator of games and experiences across the world's largest immersive digital platforms. From metaverse gaming powerhouses such as Roblox, Minecraft and Fortnite, to the most popular Web3 environments such as Sandbox and Decentraland, to bespoke worlds built using the most advanced 3D creation tools, Super League's innovative solutions provide incomparable access to massive audiences who gather in immersive digital spaces to socialize, play, explore, collaborate, shop, learn and create. As a true end-to-end activation partner for dozens of global brands, Super League offers a complete range of development, distribution, monetization and optimization capabilities designed to engage users through dynamic, energized programs. As an originator of new experiences fueled by a network of top developers, a comprehensive set of proprietary creator tools and a future-forward team of creative professionals, Super League accelerates IP and audience success within the fastest growing sector of the media industry. For more, go to superleague.com.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the federal securities laws. A reader can identify forward-looking statements because they are not limited to historical fact or they use words such as "scheduled," "may," "will," "could," "anticipate," "believe," "expect," or similar expressions. Such forward-looking statements involve risks and uncertainties, and include the statements related to the future price of our Common Stock, the effect of the Reverse Split on stockholders, and compliance with listing standards. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Information about the risks and uncertainties faced by the Company are contained in the sections captioned "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 31, 2023, and our Quarterly Reports on Form 10-Q, and in other reports that the Company files with the Securities and Exchange Commission ("SEC"), which are available on the SEC's website at www.sec.gov. In addition, the Company's forward-looking statements could be affected by general industry and market conditions and regulatory approvals. You are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. Except as required by federal securities laws, the Company undertakes no obligation to update or revise these forward-looking statements to reflect new events, uncertainties or other contingencies.

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CONTACT

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