

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 11, 2023

Super League Enterprise, 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)

Super League Gaming, Inc.
(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 7.01 Regulation FD Disclosure.

See Item 8.01.

Item 8.01 Other Events.

As previously disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on August 24, 2023, Super League Enterprise, Inc. (the “Company”) entered into an underwriting agreement (the “*Underwriting Agreement*”) with Aegis Capital Corp. (the “*Underwriter*”) on August 21, 2023, relating to the Company’s public offering (the “*Offering*”) of 15,573,077 shares (the “*Shares*”) of its Common Stock, par value \$0.001 per share (“*Common Stock*”), and pre-funded warrants to purchase 1,350,000 shares of Common Stock in lieu of Common Stock (the “*Pre-Funded Warrants*”, and collectively with the Shares, the “*Firm Securities*”) to certain investors. Pursuant to the Underwriting Agreement, the Company also granted the Underwriters a 45-day option (the “*Over-Allotment Option*”) to purchase an additional 2,538,461 shares of Common Stock and/or Pre-Funded Warrants (the “*Over-Allotment Securities*”), or approximately 126,924 shares of Common Stock and/or Pre-Funded Warrants after giving effect to the Company’s reverse stock split that was effective September 11, 2023.

On September 12, 2023, the Underwriter partially exercised its Over-Allotment Option and purchased an additional 32,616 shares of Common Stock at a price of \$2.60 per share. The issuance by the Company of the Over-Allotment Securities resulted in total gross proceeds of approximately \$84,800, before deducting underwriting discounts, commissions, and other offering expenses payable by the Company.

A copy of the Press Release announcing the exercise of the Option is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits Index**

Exhibit No.	Description
99.1	Press Release issued by Super League Gaming, Inc., dated September 11, 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 13, 2023

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



Super League Enterprise (formerly known as Super League Gaming) Announces the Partial Exercise of Underwriters Over-Allotment Option

SANTA MONICA, Calif., Sept. 11, 2023 -- Super League Enterprises, Inc. (NASDAQ: SLE) ("*Super League*" or the "*Company*"), today announced that the underwriter of its previously announced underwritten public offering (the "*Offering*"), Aegis Capital Corp., has partially exercised its option ("*Over-Allotment Option*") to purchase an additional 32,616 shares of common stock at a price of \$2.60 per share. Total gross proceeds to the Company from the underwriter's partial exercise of the Over-Allotment Option, are \$84,801.60, before deducting underwriting discounts, commissions, and other offering expenses payable by the Company. The exercise of the Over-Allotment Option is expected to close on September 12, 2023, subject to customary closing conditions.

Aegis Capital Corp. acted as the sole book-running manager for the Offering.

The Offering was made pursuant to an effective shelf registration statement on Form S-3 (No. 333-259347), declared effective by the U.S. Securities and Exchange Commission (the "*SEC*") on November 16, 2021. A final prospectus supplement and accompanying shelf prospectus describing the terms of the Offering have been filed with the SEC and are available on the SEC's website located at <http://www.sec.gov>. Electronic copies of the final prospectus supplement and the accompanying shelf prospectus may be obtained by contacting Aegis Capital Corp., Attention: Syndicate Department, 1345 Avenue of the Americas, 27th floor, New York, NY 10105, by email at syndicate@aegiscap.com, or by telephone at (212) 813-1010. Before investing in the Offering, interested parties should read in their entirety the prospectus supplement and the accompanying prospectus and the other documents that the Company has filed with the SEC and that are incorporated by reference in such prospectus supplement and the accompanying prospectus, which provide more information about the Company and such offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities described hereunder in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Super League

Super League Enterprise, Inc. (Nasdaq: SLE), 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 which involve substantial risks and uncertainties. Forward-looking statements are often identifiable by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “objective,” “ongoing,” “plan,” “predict,” “project,” “potential,” “should,” “will,” or “would,” or the negative of these terms, or other comparable terminology intended to identify statements about the future. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although the Company believes that it has a reasonable basis for making each forward-looking statement contained in this press release, the Company cautions that these statements are based on a combination of facts and factors currently known by the Company and its expectations of the future, about which the Company cannot be certain. Forward-looking statements are subject to considerable risks and uncertainties, as well as other factors that may cause the Company’s actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements.

These risks and uncertainties include, without limitation, risks and uncertainties related to the satisfaction of customary closing conditions related to the public offering; the Company’s ability to maintain adequate liquidity and financing sources; various risks related to the Company’s business operations; and the impact of general economic, industry or political conditions in the United States or internationally. There can be no assurance that the Company will be able to complete the proposed offering of additional shares on the anticipated terms, or at all. You should not place undue reliance on these forward-looking statements. Additional risks and uncertainties relating to the Offering, the Company, and its business can be found under the caption entitled “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, subsequent Quarterly Reports on Form 10-Q, the Company’s final prospectus supplement and accompanying shelf prospectus, and any other filings that the Company may make with the SEC in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and the Company expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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Source: Super League Enterprise