

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

FORM S-3/A  
(Amendment No. 2)

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**SUPER LEAGUE ENTERPRISE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**47-1990734**  
(I.R.S. Employer  
Identification Number)

**2912 Colorado Ave., Suite #203  
Santa Monica, California 90404  
(213) 421-1920**

(Address, including zip code, and telephone number, including  
area code of registrant's principal executive offices)

**Ann Hand  
Chief Executive Officer  
Super League Enterprise, Inc.  
2912 Colorado Ave., Suite #203  
Santa Monica, California 90404  
(213) 421-1920**

(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

*Copies to:*

**Ann Hand  
Chief Executive Officer  
Super League Enterprise, Inc.  
2912 Colorado Ave., Suite #203  
Santa Monica, California 90404  
(213) 421-1920**

**Daniel W. Rumsey, Esq.  
Jack Kennedy, Esq.  
Disclosure Law Group, a Professional Corporation  
600 West Broadway, Suite 700  
San Diego, CA 92101  
(619) 272-7050**

**As soon as practicable after this registration statement becomes effective.**  
(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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## EXPLANATORY NOTE

Super League Enterprise, Inc. (the “Company”) is filing this Amendment No. 2 to our Registration Statement on Form S-3, as amended (File No. 333-277974) for the sole purpose of filing a revised Exhibit 23.1 with the Securities and Exchange Commission. This Amendment No. 2 does not modify any provision of the Prospectus that forms a part of the Registration Statement and accordingly such Prospectus has not been included herein.

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 16. Exhibits.

Exhibit No.	Name	Incorporation by Reference
1.1	<a href="#">Form of Placement Agent Agreement</a>	Exhibit 10.2 to the Current Report on Form 8-K, filed on December 22, 2023
3.1	<a href="#">Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., dated November 19, 2018.</a>	Exhibit 3.1 to the Registration Statement, filed on January 4, 2019
3.2	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., dated February 8, 2019.</a>	Exhibit 3.3 to the Amendment No. 2 to the Registration Statement, filed on February 12, 2019
3.3	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., dated July 24, 2020</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on July 24, 2020
3.4	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series A Preferred Stock</a>	Exhibit 3.5 to the Annual Report on Form 10-K for the year ended December 31, 2022
3.5	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series A-2 Preferred Stock</a>	Exhibit 3.6 to the Annual Report on Form 10-K for the year ended December 31, 2022
3.6	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series A-3 Preferred Stock</a>	Exhibit 3.7 to the Annual Report on Form 10-K for the year ended December 31, 2022
3.7	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series A-4 Preferred Stock</a>	Exhibit 3.8 to the Annual Report on Form 10-K for the year ended December 31, 2022
3.8	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series A-5 Preferred Stock</a>	Exhibit 3.9 to the Annual Report on Form 10-K for the year ended December 31, 2022
3.9	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AA Preferred Stock</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on April 25, 2023
3.10	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AA-2 Preferred Stock</a>	Exhibit 3.11 to the Annual Report on Form 10-K, filed on April 15, 2024
3.11	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AA-3 Preferred Stock</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on May 4, 2023
3.12	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AA-4 Preferred Stock</a>	Exhibit 3.1 to the Current Report on Form 8-K/A, filed on May 9, 2023, as amended on May 10, 2023.

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3.13	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AA-5 Preferred Stock</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on June 2, 2023
3.14	<a href="#">Certificate of Amendment to Super League Gaming, Inc.'s Second Amended and Restated Certificate of Incorporation, as amended</a>	Exhibit 3.2 to the Current Report on Form 8-K, filed on June 2, 2023
3.15	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, as Amended, of Super League Gaming, Inc.</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on September 8, 2023
3.16	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AAA Preferred Stock</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on December 6, 2023
3.17	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-2 Preferred Stock</a>	Exhibit 3.1 to the Current Report on Form 8-K, filed on December 22, 2023
4.1	<a href="#">Form of Common Stock Certificate.</a>	Exhibit 4.1 to the Amendment No. 2 to the Registration Statement, filed on February 12, 2019
4.2	<a href="#">Form of Series AAA Subscription Agreement</a>	Exhibit 10.1 to the Current Report on Form 8-K filed on December 6, 2023
4.3	<a href="#">Form of Registration Rights Agreement</a>	Exhibit 10.2 to the Current Report on Form 8-K filed on December 6, 2023
4.4	<a href="#">Form of Series A Exchange Agreement</a>	Exhibit 10.3 to the Current Report on Form 8-K filed on December 6, 2023
4.5	<a href="#">Form of Series AA Exchange Agreement</a>	Exhibit 10.4 to the Current Report on Form 8-K filed on December 6, 2023
4.6	<a href="#">Form of Placement Agent Warrants</a>	Exhibit 10.5 to the Current Report on Form 8-K filed on December 6, 2023
5.1*	<a href="#">Opinion of Disclosure Law Group, a Professional Corporation,</a>	
10.1	<a href="#">Mutual General Release and Settlement Agreement between 3i, LP, BPY Limited, and Nomis Bay, LTD and Super League Enterprise, Inc.</a>	Exhibit 10.1 to the Current Report on Form 8-K filed on March 15, 2024.
23.1**	<a href="#">Consent of Independent Registered Public Accounting Firm – Withum Smith+Brown, PC</a>	
23.2*	<a href="#">Consent of Independent Registered Public Accounting Firm – Baker Tilly US, LLP</a>	
24.1*	<a href="#">Power of Attorney (filed on the signature page hereto)</a>	
107*	<a href="#">Filing Fee Table</a>	

\* Previously filed as an exhibit to the Company's Registration Statement on Form S-3 filed on March 15, 2024, as amended April 19, 2024.

\*\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, California, on May 6, 2024.

### SUPER LEAGUE ENTERPRISE, INC.

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

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ann Hand</u> Ann Hand	Chief Executive Officer and Chair of the Board (Principal Executive Officer)	May 6, 2024
<u>/s/ *</u> Clayton Haynes	Chief Financial Officer (Principal Financial and Accounting Officer)	May 6, 2024
<u>/s/ *</u> Jeff Gehl	Director	May 6, 2024
<u>/s/ *</u> Kristin Patrick	Director	May 6, 2024
<u>/s/ *</u> Mark Jung	Director	May 6, 2024
<u>/s/ *</u> Michael Keller	Director	May 6, 2024

\* By: /s/ Ann Hand  
Attorney-in-fact

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Amendment No. 2 to Form S-3 (333-277974) of Super League Enterprise, Inc. and Subsidiaries (the “Company”) of our report dated April 12, 2024 relating to the consolidated financial statements of the Company as of December 31, 2023 and for the year then ended, which includes an explanatory paragraph relating to the Company’s ability to continue as a going concern, appearing in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

We also consent to the reference to us under the caption “Experts” in the Prospectus.

/s/ WithumSmith+Brown, PC

Whippany, New Jersey  
April 19, 2024