

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

**FORM S-3/A
(Amendment No. 1)**

**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)

**2856 Colorado Ave.
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.
2856 Colorado Ave.
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.
2856 Colorado Ave.
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.

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.

EXPLANATORY NOTE

Super League Enterprise, Inc. (the “*Company*”) is filing this Amendment No. 1 to our Registration Statement on Form S-3 (File No. 333-283636) filed on December 6, 2024, for the sole purpose of filing Exhibit 5.1 and Exhibit 23.3 with the Securities and Exchange Commission. This Amendment No. 1 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+ | <u>Placement Agency Agreement, dated June 3, 2024, by and between Super League Enterprise, Inc., and Aegis Capital Corporation</u> | Exhibit 10.1 to the Current Report on Form 8-K, filed on July 16, 2024 |
| 3.1 | <u>Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., dated November 19, 2018.</u> | Exhibit 3.1 to the Registration Statement, filed on January 4, 2019 |
| 3.2 | <u>Second Amended and Restated Bylaws of Super League Enterprise, Inc.</u> | Exhibit 3.2 to the Registration Statement, filed on January 4, 2019. |
| 3.3 | <u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., dated February 8, 2019.</u> | Exhibit 3.3 to the Amendment No. 2 to the Registration Statement, filed on February 12, 2019 |
| 3.4 | <u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Super League Gaming, Inc., dated July 24, 2020</u> | Exhibit 3.1 to the Current Report on Form 8-K, filed on July 24, 2020 |
| 3.5 | <u>Certificate of Amendment to Super League Gaming, Inc.'s Second Amended and Restated Certificate of Incorporation, as amended</u> | Exhibit 3.2 to the Current Report on Form 8-K, filed on June 2, 2023 |
| 3.6 | <u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, as Amended, of Super League Gaming, Inc.</u> | Exhibit 3.1 to the Current Report on Form 8-K, filed on September 8, 2023 |
| 3.7 | <u>Amendment to the Second Amended and Restated Bylaws of Super League Enterprise, Inc.</u> | Exhibit 3.1 to the Current Report on Form 8-K, filed on June 10, 2024 |
| 3.8 | <u>Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-3 Junior Preferred Stock</u> | Exhibit 3.1 to the Current Report on Form 8-K, filed on September 23, 2024 |
| 3.9 | <u>Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-4 Junior Preferred Stock</u> | Exhibit 3.1 to the Current Report on Form 8-K, filed on October 1, 2024 |
| 4.1 | <u>Form of Common Stock Certificate.</u> | Exhibit 4.1 to the Amendment No. 2 to the Registration Statement, filed on February 12, 2019 |
| 4.2+ | <u>Form of Series AAA Junior Subscription Agreement</u> | Exhibit 10.1 to the Current Report on Form 8-K filed on September 23, 2024 |
| 4.3+ | <u>Form of Registration Rights Agreement</u> | Exhibit 10.2 to the Current Report on Form 8-K filed on September 23, 2024 |
| 4.4+ | <u>Form of Investor Warrant</u> | Exhibit 10.3 to the Current Report on Form 8-K filed on September 23, 2024 |
| 4.5+ | <u>Form of Placement Agent Warrant</u> | Exhibit 10.4 to the Current Report on Form 8-K filed on September 23, 2024 |
| 5.1* | <u>Opinion of Disclosure Law Group, a Professional Corporation.</u> | |
| 23.1** | <u>Consent of Independent Registered Public Accounting Firm – Withum Smith+Brown, PC</u> | |
| 23.2** | <u>Consent of Independent Registered Public Accounting Firm – Baker Tilly US, LLP</u> | |
| 23.3* | <u>Consent of Disclosure Law Group, a Professional Corporation (included in Exhibit 5.1)</u> | |
| 24.1** | <u>Power of Attorney</u> | |
| 107** | <u>Filing Fee Table</u> | |

+ Certain portions of this exhibit (indicated by “[**]”) have been omitted as the Company has determined (i) the omitted information is not material and (ii) is the type that the registrant treats as private or confidential.

* Filed herewith.

** Previously filed as an exhibit to the Company’s Registration Statement on Form S-3, filed on December 6, 2024.

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 December 17, 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) | December 17, 2024 |
| <u>/s/ *</u> Clayton Haynes | Chief Financial Officer (Principal Financial and Accounting Officer) | December 17, 2024 |
| <u>/s/ *</u> Jeff Gehl | Director | December 17, 2024 |
| <u>/s/ *</u> Kristin Patrick | Director | December 17, 2024 |
| <u>/s/ *</u> Mark Jung | Director | December 17, 2024 |
| <u>/s/ *</u> Michael Keller | Director | December 17, 2024 |
| <u>/s/ *</u> Clark Callander | Director | December 17, 2024 |

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

DISCLOSURE LAW GROUP
a Professional Corporation

December 17, 2024

Super League Enterprise, Inc.
2856 Colorado Avenue, Suite
Santa Monica, California 90404

Ladies and Gentlemen:

We have acted as legal counsel to Super League Enterprise, Inc., a Delaware corporation (the "*Company*"), in connection with its registration statement on Form S-3 (the "*Registration Statement*"), filed on December 6, 2024 with the Securities and Exchange Commission (the "*Commission*"), relating to the proposed resale of up to 3,031,680 shares (the "*Shares*") of the Company's common stock, par value \$0.001 per share ("*Common Stock*"), by the selling stockholders identified in the Registration Statement (the "*Selling Stockholders*"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

As the basis for the opinion hereinafter expressed, we have examined such statutes, Company corporate records and documents, certificates of Company and public officials, and other instruments and documents as we deemed relevant or necessary for the purposes of the opinion set forth below.

In making our examination, we have assumed the legal capacity of all natural persons, that all signatures on documents examined by us are genuine, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies. We have also assumed the accuracy and completeness of all information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below. We have relied upon a certificate and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In connection with the opinion hereinafter expressed, we have assumed that all of the Shares will be resold in the manner stated in the prospectus forming a part of the Registration Statement.

Based on the foregoing and on such legal considerations as we deem relevant, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents we have examined, we are of the opinion that the Shares will be duly authorized, validly issued, fully paid and nonassessable.

The opinions expressed herein are with respect to, and limited to, the corporate laws of the State of Delaware and the federal laws of the United States, in each case as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the reference to us under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement and to the filing of this opinion letter as an exhibit to the Registration Statement, and any amendments thereto. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,
/s/ Disclosure Law Group
Disclosure Law Group, a Professional Corporation