

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

FORM S-8

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 No.)

**2450 Colorado Avenue, Suite 100E
Santa Monica, California 90404
(213) 421-1920**
(Address of Principal Executive Offices)

**Super League Enterprise, Inc.
2025 Omnibus Equity Incentive Plan, as amended**
(Full title of the plan)

**Matthew Edelman
Chief Executive Officer
Super League Enterprise, Inc.
2450 Colorado Avenue, Suite 100E
Santa Monica, California 90404
(213) 421-1920**
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting 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 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. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “*Registration Statement*”) is filed by Super League Enterprise, Inc. (the “*Registrant*”) to register (i) an additional 6,967,863 shares (the “*Additional Plan Shares*”) of its common stock, \$0.001 par value per share (“*Common Stock*”), issuable pursuant to the Registrant’s 2025 Omnibus Equity Incentive Plan, as amended on October 20, 2025 (the “*2025 Plan*”).

The Additional Plan Shares registered on this Registration Statement, along with the shares of Common Stock registered on the previous Registration Statement on Form S-8 (File No. 333-289504), amount to a total of 7,042,863 shares of registered Common Stock authorized for issuance under the 2025 Plan as of the date of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “*Securities Act*”) and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “*Commission*”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “*Securities Act*”), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “*Commission*”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

Item 3. Incorporation of Documents by Reference.

The following documents, which have been previously filed by the Company with the SEC are hereby incorporated by reference in this Registration Statement:

- our [Annual Report on Form 10-K](#) for the year ended December 31, 2024, filed on March 31, 2025 [as amended](#) on April 30, 2025;
 - our [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2025, filed on May 15, 2025;
 - our [Quarterly Report on Form 10-Q](#) for the quarter ended June 30, 2025, filed on August 14, 2025;
 - our [Quarterly Report on Form 10-Q](#) for the quarter ended September 30, 2025, filed on November 14, 2025;
 - our [Current Report on Form 8-K](#) filed on January 8, 2025;
 - our [Current Report on Form 8-K](#) filed on February 14, 2025;
 - our [Current Report on Form 8-K](#) filed on April 3, 2025;
 - our [Current Report on Form 8-K](#) filed on April 11, 2025;
 - our [Current Report on Form 8-K](#) filed on May 6, 2025;
 - our [Current Report on Form 8-K](#) filed on May 12, 2025;
 - our [Current Report on Form 8-K](#) filed on May 15, 2025;
-

- our [Current Report on Form 8-K](#) filed on May 16, 2025;
- our [Current Report on Form 8-K](#) filed on May 22, 2025;
- our [Current Report on Form 8-K](#) filed on May 30, 2025;
- our [Current Report on Form 8-K](#) filed on June 2, 2025;
- our [Current Report on Form 8-K](#) filed on June 10, 2025;
- our [Current Report on Form 8-K](#) filed on June 20, 2025;
- our [Current Report on Form 8-K](#) filed on July 7, 2025;
- our [Current Report on Form 8-K](#) filed on July 8, 2025;
- our [Current Report on Form 8-K](#) filed on July 11, 2025;
- our [Current Report on Form 8-K](#) filed on July 14, 2025;
- our [Current Report on Form 8-K](#) filed on September 18, 2025;
- our [Current Report on Form 8-K](#) filed on September 30, 2025;
- our [Current Report on Form 8-K](#) filed on October 14, 2025;
- our [Current Report on Form 8-K](#) filed on October 22, 2025;
- our [Current Report on Form 8-K](#) filed on October 28, 2025;
- our [Current Report on Form 8-K](#); filed on November 4, 2025; and
- the description of our Common Stock which is registered under Section 12 of the Exchange Act, in our [Registration Statement on Form 8-A](#), filed on February 21, 2019, including any amendment or reports filed for the purposes of updating this description.

Until such time that a post-effective amendment to this Registration Statement has been filed which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold at the time of such amendment, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which is also deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145(a) of the Delaware General Corporation Law (“*DGCL*”) provides, in general, that a Delaware corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) because that person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, so long as the person acted in good faith and in a manner he or she reasonably believed was in or not opposed to the corporation’s best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the *DGCL* provides, in general, that a Delaware corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to obtain a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. The indemnity may include expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action, so long as the person acted in good faith and in a manner the person reasonably believed was in or not opposed to the corporation’s best interests, except that no indemnification shall be permitted without judicial approval if a court has determined that the person is to be liable to the corporation with respect to such claim. Section 145(c) of the *DGCL* provides that, if a present or former director or officer has been successful in defense of any action referred to in Sections 145(a) and (b) of the *DGCL*, the corporation must indemnify such officer or director against the expenses (including attorneys’ fees) he or she actually and reasonably incurred in connection with such action.

Section 145(g) of the *DGCL* provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise against any liability asserted against and incurred by such person, in any such capacity, or arising out of his or her status as such, whether or not the corporation could indemnify the person against such liability under Section 145 of the *DGCL*.

Our Third Amended and Restated Certificate of Incorporation (“*Charter*”), and our Second Amended and Restated Bylaws, as amended (“*Bylaws*”) provide for the indemnification of our directors and officers to the fullest extent permitted under the *DGCL*.

We also may enter into separate indemnification agreements with our directors and officers in addition to the indemnification provided for in our Charter and Bylaws. These indemnification agreements will provide, among other things, that we will indemnify our directors and officers for certain expenses, including damages, judgments, fines, penalties, settlements and costs and attorneys’ fees and disbursements, incurred by a director or officer in any claim, action or proceeding arising in his or her capacity as a director or officer of the company or in connection with service at our request for another corporation or entity. The indemnification agreements also provide for procedures that will apply in the event that a director or officer makes a claim for indemnification.

We also maintain a directors’ and officers’ insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Name	Incorporation by Reference
3.1	Third Amended and Restated Certificate of Incorporation of Super League Enterprise, Inc.	Exhibit 3.1 to the Current Report on Form 8-K, filed on October 22, 2025
3.2	Second Amended and Restated Bylaws of Super League Enterprise, Inc.	Exhibit 3.2 to the Registration Statement on Form S-1, filed on January 4, 2019
3.8	Amendment to the Second Amended and Restated Bylaws of Super League Enterprise, Inc.	Exhibit 3.1 to the Current Report on Form 8-K, filed on June 10, 2024
5.1	Opinion of Disclosure Law Group, a Professional Corporation.	
23.1	Consent of Independent Registered Public Accounting Firm – WithumSmith+Brown, PC (filed herewith)	
23.2	Consent of Disclosure Law Group, a Professional Corporation (included in Exhibit 5.1)	
24.1	Power of Attorney (filed on the signature page hereto)	
99.1	Super League Enterprise, Inc. 2025 Omnibus Equity Incentive Plan	Annex B to the Definitive Proxy Statement on Schedule 14A, filed on May 19, 2025
99.2	Amendment No. 1 to the Super League Enterprise, Inc. 2025 Omnibus Equity Incentive Plan	Annex I to the Definitive Proxy Statement on Schedule 14A, filed on October 2, 2025
107	Filing Fee Table	

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act; and

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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-8 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, State of California, on November 21, 2025.

SUPER LEAGUE ENTERPRISE, INC.

By: /s/ Matthew Edelman
Matthew Edelman
Chief Executive Officer

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature below constitutes and appoints Matthew Edelman as attorney-in-fact, with power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<u>/s/ Matthew Edelman</u> Matthew Edelman	Chief Executive Officer (Principal Executive Officer)	November 21, 2025
<u>/s/ Clayton Haynes</u> Clayton Haynes	Chief Financial Officer (Principal Financial and Accounting Officer)	November 21, 2025
<u>/s/ Ann Hand</u> Ann Hand	Executive Chair	November 21, 2025
<u>/s/ Kristin Patrick</u> Kristin Patrick	Director	November 21, 2025
<u>/s/ Bant Breen</u> Bant Breen	Director	November 21, 2025
<u>/s/ Mark Jung</u> Mark Jung	Director	November 21, 2025

DISCLOSURE LAW GROUP
a Professional Corporation



November 21, 2025

Super League Enterprise, Inc.
2450 Colorado Ave., Ste 100E
Santa Monica, CA 90404

Ladies and Gentlemen:

We have acted as counsel to Super League Enterprise, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation of a Registration Statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”). The Registration Statement relates to the registration of a total of 6,967,863 shares (the “*Plan Shares*”) of the Company’s common stock, par value \$0.001, issuable under the Super League Enterprise, Inc., 2025 Omnibus Equity Incentive Plan (the “*Plan*”).

In connection with this opinion letter, we have examined and relied upon the Registration Statement, the Company’s Third Amended and Restated Certificate of Incorporation, and the Company’s Second Amended and Restated Bylaws, as currently in effect, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as we have deemed relevant in connection with this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, and the accuracy, completeness and authenticity of certificates of public officials.

The opinions set forth in this letter are limited to the Delaware General Corporation Law and the law of the State of California, in each case as in effect on the date hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities or to the sale or issuance thereof. On the basis of the foregoing, and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that the Plan Shares have been duly authorized by all necessary corporate action on the part of the Company, and when and to the extent issued in accordance with the terms of the Plan and, with respect to the Plan Shares, when and to the extent issued in accordance with the terms of any award agreement entered into under the Plan, the Plan Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the U.S. Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Disclosure Law Group
Disclosure Law Group, a Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement Form S-8 of Super League Enterprise, Inc. and Subsidiaries (the “Company”) of our report dated March 31, 2025 (which includes an explanatory paragraph relating to the Company’s ability to continue as a going concern), relating to the consolidated financial statements of the Company as of December 31, 2024 and 2023 and for the years then ended, appearing in the Company’s Annual Report on Form 10-K for the years ended December 31, 2024 and 2023.

/s/ WithumSmith+Brown, PC
Whippany, New Jersey
November 21, 2025

Super League Enterprise, Inc.

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, \$0.001 par value per share: To be issued under the 2025 Omnibus Equity Incentive Plan	Other	6,967,863	\$ 1.064	\$ 7,413,806.23	0.0001381	\$ 1,023.85
			Total Offering Amounts:			\$ 7,413,806.23		\$ 1,023.85
			Total Fee Offsets:					\$ 0.00
			Net Fee Due:					\$ 1,023.85

1

Estimated solely for purposes of calculating the registration fee pursuant to Securities Act Rule 457(c) and (h) based on the average of the high and low prices of the Registrant's Common Stock reported on the Nasdaq Capital Market on November 18, 2025.

☒ **Not Applicable**[illegible]