

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): January 16, 2026

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)*

2450 Colorado Avenue, Suite 100E
Santa Monica, California 90404
(Address of principal executive offices)

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

Not Applicable
(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	SLE	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 16, 2026, Super League Enterprise, Inc. (the “*Company*”) filed an amendment (the “*Amendment*”) to the Company’s Third Amended and Restated Certificate of Incorporation (the “*Charter*”), to effect a reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (the “*Common Stock*”) at a ratio of 1-for-12 (the “*Reverse Split*”).

The Amendment became effective at 12:01 a.m. on January 23, 2026 (the “*Effective Time*”). The Company’s shares are expected to begin trading on a Reverse Split-adjusted basis on the Nasdaq Capital Market on January 23, 2026. The new CUSIP number of the common stock following the Reverse Split is 86804F 509.

As a result of the Reverse Split, every 12 shares of the Company’s issued and outstanding Common Stock 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. Any fractional shares to which a stockholder of record would otherwise be entitled as a result of the Reverse Split will be rounded up to one whole 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.

Item 7.01 Regulation FD Disclosure.

On January 21, 2026, the Company issued a press release announcing the Reverse Split. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On January 21, 2026, the Company issued a letter to shareholders (“*Letter*”) providing a corporate update. A copy of the press release and Letter is furnished as Exhibit 99.2 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 and Exhibit 99.2 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

Exhibit Number	Description
3.1	<u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Super League Enterprise, Inc.</u>
99.1	<u>Press Release issued by Super League Enterprise, Inc., dated January 21, 2026</u>
99.2	<u>Press Release issued by Super League Enterprise, Inc., dated January 21, 2026</u>
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 Enterprise, Inc.

Date: January 23, 2026

By: /s/ Clayton Haynes

Clayton Haynes
Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
SUPER LEAGUE ENTERPRISE, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Super League Enterprise, 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 Enterprise, Inc. (the "**Corporation**").
2. The Corporation hereby amends the following provision of the Corporation's Third Amended and Restated Certificate of Incorporation (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 seven hundred sixty million (760,000,000) shares, of which seven hundred fifty million (750,000,000) 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 Third Amended and Restated Certificate of Incorporation of the Corporation (the "**Effective Time**"), every twelve (12) 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**"). The Board of Directors shall make provision for the issuance of that number of fractions of New Common Stock such that any fractional share of a holder otherwise resulting from the Reverse Stock Split shall be rounded up to the next whole number of shares of New Common Stock. 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."

3. This amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
4. This amendment shall be effective at 12:01 a.m. on January 23, 2026.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of this Corporation on this 15th day of January, 2026.

Super League Enterprise, Inc.

/s/ Matthew Edelman
Matthew Edelman
Chief Executive Officer

Super League Announces 1-for-12 Reverse Split

SANTA MONICA, Calif., Jan. 21, 2026 (GLOBE NEWSWIRE) -- Super League (Nasdaq: SLE) (the "Company"), a leader in playable media trusted by global brands to reach and activate gaming audiences through playable ads and gamified content, announced today 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-12 (the "Reverse Split").

The Reverse split is expected to become legally effective at 12:01 AM on January 23, 2026 (the "Legal Effective Date"). The shares are expected to begin trading on a split-adjusted basis on The Nasdaq Capital Market ("NCM"), under the Company's trading symbol "SLE", on January 23, 2026. The shares will be assigned new CUSIP No. 86804F509.

On the Legal Effective Date, every 12 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 14.0 million shares to approximately 1.16 million shares.

The Reverse Split enables ongoing compliance with Nasdaq listing requirements.

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, all fractional shares will be rounded up to the nearest whole share. 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.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995.

Forward Looking Statements can be identified by words such as "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Forward-looking statements include all statements other than statements of historical fact, including, without limitation, all statements regarding Super League's ability to maintain compliance with the Listing Rules of the Nasdaq Capital Market, and capital structure, liquidity, and financing activities. These statements are based on current expectations, estimates, forecasts, and projections about the industry and markets in which the Company operates, management's current beliefs, and certain assumptions made by the Company, all of which are subject to change.

Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, and other factors that are difficult to predict and that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Important factors include, but are not limited to: the Company's ability to maintain compliance with Nasdaq Capital Market continued listing standards before and after the Legal Effective Date, including, without limitation, the Company's ability to maintain a minimum stock price of at least \$1.00 per share; the Company's ability to adequately utilize the funds received recent financings; the Company's ability to execute on cost reduction initiatives and strategic transactions; customer demand and adoption trends; the timing, outcome, and enforceability of any patent applications; the ability to successfully integrate new technologies and partnerships; platform, regulatory, macroeconomic and market conditions; access to, and the cost of, capital; and the other risks and uncertainties described in the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, the Company's Quarterly Report on Form 10-Q for the quarters ended March 31, 2025, June 30, 2025, and September 30, 2025, and other filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

About Super League

Super League (Nasdaq: SLE) is redefining how brands connect with consumers through the power of playable media. The company creates moments that matter by placing brands directly in the path of play through playable ads and gamified content across mobile, web, CTV, social, and the world's largest immersive gaming platforms. Powered by proprietary technologies, an award-winning development studio, and a vast network of native creators, Super League enables brands to stand out culturally, inspire loyalty, and drive measurable impact in today's attention-driven economy. For more information, visit superleague.com.

Investor Relations Contact:

Shannon Devine/ Mark Schwalenberg
MZ North America
Main: 203-741-8811
SLE@mzgroup.us

Super League Enters Next Phase of Execution, Bringing the Power of Play to Modern Marketing

SANTA MONICA, Calif., Jan. 21, 2026 (GLOBE NEWSWIRE) -- Super League (Nasdaq: SLE) (the “Company”), a leader in playable media trusted by global brands to reach and activate gaming audiences through playable ads and gamified content, issued a letter to shareholders from the Company’s Chairman and Chief Executive Officer, Matt Edelman.

Fellow Shareholders,

Over the past ten months, and particularly since completing our financing in October, Super League has undergone a fundamental transformation. What began as a period of stabilization has become a phase of execution. Today, we are operating from a position of strength, clarity, and readiness, building a durable business designed for growth, profitability, and long-term value creation.

That progress is beginning to show in our financial performance. We expect the fourth quarter of 2025 to be our strongest revenue quarter of the year, and momentum has continued into the current fiscal period. The first quarter of 2026 is shaping up to be ahead of both the prior quarter and the comparable period last year, reflecting improved execution, a more focused operating model, and growing demand for our solutions.

This evolution is grounded in a clear belief: brands perform better when they understand not just where people spend time, but what motivates action. The power of play acts as a force multiplier in this equation, shaping how audiences engage, make decisions, and respond to content, communications, and opportunities.

Play is not a channel. It is a competitive advantage.

Beyond marketing, play has become one of the defining behaviors in modern culture - shaping how people consume content, interact with communities, and express identity across digital environments. The psychology of play sits at the center of this shift, informing how audiences engage with brands, media, and ideas when they are most open, participatory, and expressive. Super League exists to bring this dynamic to the forefront of the marketing ecosystem, helping brands apply the impact of play with greater precision and intent.

The actions we have taken were deliberate. They were taken to enable purposeful execution against our strategy.

We strengthened our balance sheet, simplified our structure, eliminated legacy constraints, and aligned the organization around a more focused operating model. As of December 31, 2025, we held approximately \$14 million in cash, providing the resources to operate with confidence while investing selectively in the opportunities ahead.

With that foundation in place, our attention has shifted decisively toward delivery and monetization across our expanding capabilities and assets.

From Strategy to Execution

Super League is now organized around three tightly connected operating functions, each designed to reinforce the others and collectively drive operating momentum.

Platform and Data

This function focuses on building scalable products that unlock the power of playable media and interactive content formats, supported by insights drawn from where audiences play, watch, and connect. By pairing differentiated formats with actionable intelligence that strengthens decision-making, we provide brands with clearer direction and greater confidence in their planning. We believe the acquisition of Bounce marked a meaningful step forward by enhancing our ability to support automation, measurement, and more consistent full-funnel campaign execution.

Advertising and Marketing Solutions

This group applies our products, insights, and partner capabilities to the design and delivery of branded programs informed by the player mindset. We complement existing planning and buying approaches with a deeper understanding of audience psychographics, supporting brand efforts to build awareness, deepen engagement, and acquire customers among the massive population of consumers who play video games. Because gameplay shapes attention and behavior both within and beyond play environments, the power of play remains relevant across contexts - driving our expansion into mobile, social, digital video, and connected television, alongside our award-winning work on immersive platforms.

Strategic Properties

Our third function is focused on expanding our owned and operated footprint through revenue-generating assets within the gaming creator economy. The investment in *Hide or Die* represents our first step in building this portfolio. We believe these properties will contribute cash flow, provide unique access to data and insights, and create proprietary opportunities to expand brand partnerships. Just as importantly, they will strengthen the feedback loop between platform development, data intelligence, and commercial execution.

Together, these three areas reflect an organization built to operate with greater cohesion, strategic latitude, and scalability than at any point in our history.

Sustaining Momentum with Discipline

With sufficient capital to support operations for the foreseeable future, we are investing thoughtfully in initiatives and partnerships that expand capabilities within our updated organizational framework, while maintaining a disciplined approach to cost management. Profitability remains a priority, not as an endpoint, but as a prerequisite for sustained progress. We will combine that mission with the tireless pursuit of growth - because enduring value is created by businesses that can do both.

Data, Digital Assets, and Future Optionality

We continue to evaluate opportunities related to our broader digital asset strategy. While this work remains exploratory, our operating structure opens multiple pathways through which such initiatives could be brought to life responsibly and aligned with our core business. Advancements in our data platform and growing reach into ownable communities create real-world assets that could fuel meaningful monetization opportunities. Progress in this area will be guided by practicality, compliance, and long-term relevance.

Positioned for the Next Phase of Execution

The reverse stock split we announced today reflects this moment of transition. It supports our ability to execute against the opportunities ahead with greater focus and discipline.

Super League today is more streamlined, better capitalized, and more intentionally organized than it was a year ago. We are operating with sharper priorities, clearer accountability, and renewed momentum. The progress in recent months gives us confidence - not because of what has already been done, but because of what we are now equipped to deliver.

On behalf of the entire team, thank you for your continued support. We look forward to keeping you informed as we build the next chapter of Super League.

Matt Edelman

Chairman and Chief Executive Officer

About Super League

Super League (Nasdaq: SLE) is redefining how brands connect with consumers through the power of playable media. The company creates moments that matter by placing brands directly in the path of play through playable ads and gamified content across mobile, web, CTV, social, and the world's largest immersive gaming platforms. Powered by proprietary technologies, an award-winning development studio, and a vast network of native creators, Super League enables brands to stand out culturally, inspire loyalty, and drive measurable impact in today's attention-driven economy. For more information, visit superleague.com.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995.

Forward Looking Statements can be identified by words such as "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Forward-looking statements include all statements other than statements of historical fact, including, without limitation, all statements regarding Super League's ability to implement and execute on its corporate strategies and business plan, adequately maintain and utilize its existing capital, realize the anticipated benefits of its investment in Hide or Die and/or the acquisition of Bounce, maintain compliance with the Listing Rules of the Nasdaq Capital Market, and capital structure, liquidity, and financing activities. These statements are based on current expectations, estimates, forecasts, and projections about the industry and markets in which the Company operates, management's current beliefs, and certain assumptions made by the Company, all of which are subject to change.

Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, and other factors that are difficult to predict and that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Important factors include, but are not limited to: the Company's ability to maintain compliance with Nasdaq Capital Market continued listing standards before and after the Legal Effective Date, including, without limitation, the Company's ability to maintain a minimum stock price of at least \$1.00 per share; the Company's ability to adequately utilize the funds received in recent financings; the Company's ability to execute and implement its corporate strategies; the Company's ability to realize the anticipated benefits of its investment in Hide or Die, and/or the acquisition of Bounce; the Company's ability to execute on cost reduction initiatives and strategic transactions; customer demand and adoption trends; the timing, outcome, and enforceability of any patent applications; the ability to successfully integrate new technologies and partnerships; platform, regulatory, macroeconomic and market conditions; access to, and the cost of, capital; and the other risks and uncertainties described in the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, the Company's Quarterly Report on Form 10-Q for the quarters ended March 31, 2025, June 30, 2025, and September 30, 2025, and other filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

Investor Relations Contact:

Shannon Devine/ Mark Schwalenberg
MZ North America
Main: 203-741-8811
SLE@mzgroup.us