

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): October 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 5.07 Submission of Matters to a Vote of Security Holders.

On October 16, 2026, Super League Enterprise, Inc. (the “Company”) held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”), at which a quorum for the transaction of business was present virtually or represented by proxy. The matters voted upon at the Annual Meeting and the results of the voting are set forth below:

Proposal No. 1 – Election of the Two Class III Directors

	For	Withheld	Broker Non-Votes
Ann Hand	1,030,284	69,994	316,141
Robert Kalutkiewicz	1,088,930	11,348	316,141

The Company’s stockholders voted to re-elect two Class III director nominees, Ann Hand and Robert Kalutkiewicz, to serve on the Company’s Board of Directors (the “Board”), each for a term to conclude at the Company’s 2029 annual meeting of stockholders.

Proposal No. 2 – Approval of the Common Stock Issuance Pursuant to Nasdaq Listing Rule 5635

	For	Against	Abstain	Broker Non-Votes
Votes	1,055,621	25,314	19,343	316,141

The Company’s stockholders voted to approve, for purposes of complying with Nasdaq Listing Rule 5635, the issuance of up to 435,859,500 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), pursuant to the terms of (i) the Subscription Agreement, dated as of August 18, 2026, by and between the Company and Metaplanet Holdings, Inc., a Florida corporation (“Metaplanet”), and (ii) the Subscription Agreement, dated as of August 18, 2026, by and between the Company and Evo Fund, a Cayman Islands exempted company.

Proposal No. 3 – Approval of the Fourth Amended and Restated Certificate of Incorporation

	For	Against	Abstain	Broker Non-Votes
Votes	1,069,071	21,672	9,535	316,141

The Company’s stockholders voted to approve and adopt, assuming Proposal No. 2 is approved and adopted, the Fourth Amended and Restated Certificate of Incorporation of the Company (the “Amended Charter”).

Proposal No. 4 – Approval of the Advisory Charter Proposals

The Company’s stockholders voted to approve and adopt, on a non-binding advisory basis, assuming Proposal No. 2 is approved and adopted, certain differences between the Company’s current Certificate of Incorporation, as amended and restated, and the Amended Charter, as follows:

Proposal No. 4(a) — Name Change

	For	Against	Abstain	Broker Non-Votes
Votes	1,381,852	24,388	10,179	0

The vote required to approve advisory Proposal No. 4(a), assuming Proposal No. 2 is approved, was the affirmative vote of a majority of the votes cast at the Annual Meeting. Accordingly, the Company’s stockholders approved, on a non-binding advisory basis, this Proposal No. 4(a).

Proposal No. 4(b) — Increase the Number of Authorized Capital Stock

	For	Against	Abstain	Broker Non-Votes
Votes	1,044,801	37,673	17,804	316,141

The Company’s stockholders voted to approve and adopt, on a non-binding advisory basis, an amendment to (i) increase the number of shares of Common Stock authorized for issuance thereunder from 750,000,000 to 1,000,000,000; and (ii) increase the number of shares of preferred stock authorized for issuance thereunder from 10,000,000 to 100,000,000.

Proposal No. 4(c) — Special Meetings; Stockholder Action by Written Consent

	For	Against	Abstain	Broker Non-Votes
Votes	1,052,709	24,715	22,854	316,141

The Company’s stockholders voted to approve and adopt, on a non-binding advisory basis, an amendment to set forth that (i) special meetings of the stockholders of the Company may only be called by (a) the Board, (b) the chairperson of the Board or (c) the Chief Executive Officer of the Company; and (ii) on and after the date on which Metaplanet and its affiliates cease to own shares of voting stock representing at least fifty percent (50%) of the votes entitled to be cast by the holders of the outstanding shares of voting stock, voting together as a single class (such date, the “Ownership Threshold Date”), any action required or permitted to be taken by stockholders may be effected only at an annual or special meeting of stockholders.

Proposal No. 4(d) — Waiver of Section 203 of the DGCL

	For	Against	Abstain	Broker Non-Votes
Votes	1,058,811	22,996	18,471	316,141

The Company's stockholders voted to approve and adopt, on a non-binding advisory basis, an amendment to provide that Section 203 of the Delaware General Corporation Law, which governs business combinations between the Company and certain interested stockholders, will not apply to the Company until the Ownership Threshold Date.

Proposal No. 4(e) – Corporate Opportunity Waiver

	For	Against	Abstain	Broker Non-Votes
Votes	1,064,598	25,513	10,167	316,141

The Company's stockholders voted to approve and adopt, on a non-binding advisory basis, an amendment to provide for a waiver of the doctrine of corporate opportunities, and to eliminate any duty to refrain from competing with the Company or any of its affiliates, for (i) Metaplanet and any of its affiliates, and (ii) any director of the Company who is not an employee of the Company.

Proposal No. 4(f) — Forum Selection Clause

	For	Against	Abstain	Broker Non-Votes
Votes	1,084,954	14,271	1,053	316,141

The Company's stockholders voted to approve and adopt, on a non-binding advisory basis, an amendment to designate Delaware courts as the exclusive forum for certain litigation matters, and to designate the U.S. federal district courts as the exclusive forum for claims arising under the Securities Act of 1933, as amended (the "Securities Act"), and U.S. federal securities laws.

Proposal No. 4(g) — Removal of Classification of Board of Directors Provisions

	For	Against	Abstain	Broker Non-Votes
Votes	1,083,610	15,517	1,151	316,141

The Company's stockholders voted to approve and adopt, on a non-binding advisory basis, an amendment to declassify the Board, resulting in one class of directors serving for a term expiring at the following annual meeting of stockholders.

Proposal No. 5 – Approval of the Amendment and Restatement of the 2025 Omnibus Equity Incentive Plan

	For	Against	Abstain	Broker Non-Votes
Votes	1,059,618	37,726	2,934	316,141

The Company's stockholders voted to approve, assuming Proposal No. 2 is approved, amendment and restatement of the Company's 2025 Omnibus Equity Incentive Plan to (i) increase the number of shares authorized thereunder by 6,000,000 shares of Common Stock and (ii) make certain other amendments consistent with good governance practice or applicable law.

Proposal No. 6 – Ratification of the Appointment of WithumSmith+Brown, PC as the Company's Independent Auditor

	For	Against	Abstain	Broker Non-Votes
Votes	1,399,735	16,376	308	0

The Company's stockholders voted to ratify the appointment of WithumSmith+Brown, PC as the Company's independent auditor for the fiscal year ending December 31, 2026.

Proposal No. 7 – Approval of an Adjournment of the Annual Meeting

	For	Against	Abstain	Broker Non-Votes
Votes	1,370,699	44,776	944	0

The Company’s stockholders voted to approve an adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there were not sufficient votes at the time of the Annual Meeting to approve the election of the two Class III directors and approve Proposals No. 2, 3, 4, 5 and 6.

For more information about each of the foregoing proposals, please review the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on September 25, 2026, as supplemented from time to time thereafter.

Item 7.01 Regulation FD Disclosure

On October 19, 2026, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), or otherwise subject to the liabilities under that section, nor shall it be deemed to be incorporated by reference in any filing made by the Company under the Securities Act or the Exchange Act, except as otherwise expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On October 16, 2026, the Company made a purchase of two (2) Bitcoin for an average purchase price of \$81,444.82 per Bitcoin, as part of its exploration of Bitcoin as a treasury asset alongside cash and cash equivalents.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated as of October 19, 2026
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: October 19, 2026

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



Super League Stockholders Approve All Proposals Related to Metaplanet's Proposed 2,100 Bitcoin and Cash Investment

Subject to customary closing conditions, Super League will be renamed "Superplanet, Inc." and become Metaplanet's U.S. Bitcoin treasury platform, spanning Nasdaq and the Tokyo Stock Exchange

SANTA MONICA, Calif., Oct. 19, 2026 (GLOBE NEWSWIRE) -- Super League Enterprise, Inc. (Nasdaq: SLE) ("Super League") today announced that its stockholders approved all proposals presented at Super League's 2026 Annual Meeting of Stockholders, held on October 16, 2026, including those related to the previously announced proposed strategic investment in Super League by Metaplanet, Inc. (TSE: 3350) ("Metaplanet").

Under the definitive agreement announced on August 18, 2026, Metaplanet, through its wholly owned U.S. subsidiary, Metaplanet Holdings, Inc., will contribute 2,100 Bitcoin, together with \$2.5 million in cash, to Super League at closing. Measured at the closing price of Bitcoin on the Coinbase Exchange at 4:00 p.m. (New York City time) on August 14, 2026, the reference date under the agreement, the 2,100 Bitcoin was valued at approximately \$132.1 million. As of October 16, 2026, that value had increased to approximately \$170.0 million. Bitcoin's price is volatile and will continue to fluctuate.

The proposed transaction is anticipated to close in the fourth quarter of 2026, subject to customary closing conditions, including required filings with the Nasdaq Capital Market ("Nasdaq").

Superplanet, Inc. At closing, Super League will be renamed "Superplanet, Inc." and trade on Nasdaq under the ticker symbol "SUPA." Super League's advertising and media activation business will continue as a distinct operating segment. Matt Edelman will continue as Chief Executive Officer.

Initial Investment. In exchange for the Bitcoin and cash, Metaplanet will receive 44,859,400 shares of common stock at \$3.00 per share at closing. The share count was fixed using Bitcoin's reference price on August 14, 2026 and will not vary with the price of Bitcoin before closing.

Additional Securities. At closing, Metaplanet will also receive 100 shares of convertible perpetual preferred stock, carrying certain governance and voting rights, and ten-year warrants to purchase up to 381,000,000 shares of common stock in four tranches, with exercise prices stepping up from \$3.00 to \$33.50 per share. Additionally, for 24 months after closing, Metaplanet will have the right to subscribe for up to 2,100,000 shares of non-convertible junior liquidity preferred stock, with a stated value of \$100.00 per share, and invest up to an additional \$210.0 million in Superplanet.

Five-Year Lock-Up. Metaplanet has agreed to a five-year lock-up for all shares of common stock that will be issued to Metaplanet at closing and any shares that may be issued upon exercise of its warrants or conversion of its convertible perpetual preferred stock, subject to certain exceptions.

A Platform Built for the Long Term

At closing, the Bitcoin will arrive in kind, establishing Superplanet’s treasury without the need to source, time and execute open-market purchases. Metaplanet’s lock-up reflects a commitment measured in years. The proposed transaction will create a platform spanning two of the world’s principal capital markets, Nasdaq and the Tokyo Stock Exchange, each with its own investor base and currency, compounding a single group-level Bitcoin position.

"I’m deeply grateful to our stockholders for their support. Their approval brings us one step closer to redefining what this company can become,” said Matt Edelman, Chairman, Chief Executive Officer and President of Super League. “If the transaction closes, we would no longer be defined solely by our current scale. Alongside an operating business that continues to serve many of the world’s most recognizable brands, we would have a treasury seeded with 2,100 Bitcoin and the long-term backing of one of the largest corporate Bitcoin holders globally."

About Super League

Super League Enterprise, Inc. (Nasdaq: SLE) connects brands with the 3.3 billion-person global gaming population through advertising and branded content programs across gaming and digital media platforms. Super League generates revenue by delivering these programs through proprietary interactive formats, creator content, immersive experiences, data-driven insights, and strategic campaign services designed to improve marketing performance. By translating player behavior into actionable intelligence, Super League serves as a trusted partner helping brands reach and influence consumers who play video games. With a deep understanding of this highly engaged yet under-monetized audience, Super League is positioned to capture an increasing share of brand advertising spend as the market evolves.

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 the proposed transaction with Metaplanet (the "Transaction"); the value of Bitcoin received by Super League in exchange for the shares of Super League common stock to be issued to Metaplanet; the value of Super League, assuming the consummation of the Transaction; Super League becoming controlled by Metaplanet following the closing of the Transaction; Super League's new business strategy regarding a Bitcoin treasury model; the anticipated benefits, structure and key terms of the Transaction; expected timing for consummating the Transaction; strategic transactions and partnerships; 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 Super League operates, management's current beliefs, and certain assumptions made by Super League, all of which are subject to change.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, these are based only on Super League's current beliefs, expectations and assumptions regarding the future of its business, future plans and strategies, projections, anticipated events and trends, the economy and other conditions. Because forward-looking statements relate to the future, these are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Super League's control. These and other forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results or financial condition to differ materially from those indicated in any forward-looking statements. Neither Super League nor any other person assume responsibility for the accuracy and completeness of the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements as predictions of future events.

Important risk factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, but are not limited to: fluctuations in the market price of Bitcoin and any associated unrealized gains or losses on digital assets, including accounting treatment relating to Super League's Bitcoin holdings; changes in securities laws or other laws or regulations, or the adoption of new laws or regulations, relating to Bitcoin that adversely affect the price of bitcoin or Super League's ability to transact in or own Bitcoin; the impact of the availability of spot exchange traded products and other investment vehicles for Bitcoin and other digital assets; a decrease in liquidity in the markets in which Bitcoin is traded; security breaches, cyberattacks, unauthorized access, loss of private keys, fraud or other circumstances or events that result in the loss of Super League's Bitcoin; impacts to the price and rate of adoption of bitcoin associated with financial difficulties and bankruptcies of various participants in the digital asset industry; the extent and timing of market acceptance of Super League's new product offerings; Super League's ability to create customer demand and adoption trends; Super League's ability to successfully integrate new technologies and partnerships; the consummation of the Transaction on anticipated terms and timing, including the satisfaction of closing conditions; Super League's ability to maintain compliance with the Nasdaq continued listing standards; access to, and the cost of, capital; and the other risks and uncertainties described in the section entitled "Risk Factors" in Super League's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, Super League's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, Super League's Definitive Proxy Statement on Schedule 14A, 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. Any forward-looking statement made by Super League in this press release is based only on information currently available to Super League and speaks only as of the date on which it is made. Except as required by law, Super League undertakes no obligation to publicly update or revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

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