

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): September 23, 2019**

**Super League Gaming, 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)*

**2906 Colorado Avenue**  
**Santa Monica, California 90404**  
*(Address of principal executive offices)*

**Registrant: (802) 294-2754**  
**Investor Relations: (949) 574-3860**  
*(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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	SLGG	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 1.01 Entry into a Material Definitive Agreement.

On September 23, 2019, Super League Gaming, Inc. (“*Super League*”) and ggCircuit, LLC (“*ggCircuit*”) entered into an expanded commercial partnership agreement (“*Agreement*”) pursuant to which Super League will become the primary consumer-facing brand within ggCircuit’s leading gaming center software platform, known as “ggLeap.” Under the terms of the Agreement, the consumer facing components of ggLeap, including its leaderboards, its competitive seasons and its local loyalty programs, will be rebranded as “Super League Gaming.” The consumer-facing components of ggLeap and its related offerings will be managed by Super League beginning with the next update of the ggLeap software, targeted for release globally in November 2019. ggLeap is a B2B software platform and B2C application created and owned by ggCircuit. ggLeap is licensed and distributed to owners and operators of video gaming centers throughout the world. It helps gaming centers manage the PCs in their venue, administer loyalty programs for local players, and provides the interface and local operating system through which players log into computers and launch all of their gameplay sessions within the gaming centers where ggLeap is deployed.

The November 2019 software platform release is expected to include, among other features, the following new features:

1. A consumer subscription service branded “Super League Prime,” through which players in gaming centers will be able to access special member benefits;
2. A global loyalty program for all players in ggLeap powered gaming centers, that also can be available for gaming centers to deploy as their local loyalty program, through which players will be able to earn Super League points, with subscribers to Super League Prime being able to earn points faster and in more ways than non-subscribers. Super League points will be redeemable for prizes that will include physical and digital goods and services, with customized collections of prizes available locally, nationally and internationally; and
3. An esports events directory that will present players with listings of competitive and social gaming events they can play from within their local gaming centers, including Super League branded events, Super League powered events, events run by the local centers and events run by third party event organizers. Super League will be providing Super League Prime subscribers with access to special events on a regular basis featuring multiple game titles.

Pursuant to the terms and conditions of the Agreement, effective October 1, 2019, these new features, along with all other consumer facing components of ggLeap, will be managed and branded by Super League.

In consideration for the rights granted by ggCircuit to Super League, including the right to commercially exploit Super League Prime and to feature the “Super League Gaming” brand on the applicable ggCircuit customer platform, Super League will pay an upfront fee of \$340,000 and quarterly fees over the term of the Agreement ranging from \$0 to \$150,000, based on contractual revenue levels. Pursuant to the terms and conditions of the Agreement, revenues generated in connection with applicable activities under the Agreement will be shared between Super League and ggCircuit based on contractual revenue sharing percentages. The initial term of the Agreement commences on the effective date and concludes on the fifth anniversary of the effective date, subject to certain automatic renewal provisions.

The foregoing description of the Agreement does not purport to be complete, and is qualified in its entirety by reference to the same, which will be filed in conjunction with the filing of our Quarterly Report on Form 10-Q on or before November 14, 2019.

### Item 8.01. Other Events.

On September 27, 2019, the Company issued a press release announcing the expanded commercial partnership agreement described in Item 1.01 of this Form 8-K. A copy of the Company’s press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1.

The information set forth in Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), nor shall Exhibit 99.1 filed herewith be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	Press release from Super League Gaming, dated September 27, 2019, titled “Super League Gaming Launching Monthly Consumer Subscription Service and Expanding Globally Through Comprehensive Partnership with ggCircuit.”

**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 Gaming, Inc.

Date: September 27, 2019

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

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**EXHIBIT INDEX**

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## **Super League Gaming Launching Monthly Consumer Subscription Service and Expanding Globally Through Comprehensive Partnership with ggCircuit**

**A leading provider of live and digital esports events and entertainment, Super League will roll out new programming and *Super League Prime* subscription service across ggCircuit's global customer base of more than 600 gaming centers**

**Santa Monica, Calif. - (September 27, 2019) - Super League Gaming** (NasdaqCM: SLGG), a leader in bringing live and digital esports entertainment and experiences directly to everyday gamers around the world, and ggCircuit, a leading cloud-based software solutions company for gaming centers, are announcing a broad expansion of their successful existing partnership. Super League will now become the primary consumer-facing brand within ggCircuit's software platform, ggLeap, as part of a platform update that will include exciting new features designed to further attract, engage and retain players.

The companies first joined forces in April 2019 to bring Super League esports events and leagues to gaming centers throughout the U.S. In the five ensuing months, Super League's user base and number of markets have more than doubled. Based on the growth of the programs and the overwhelming positive response from gaming center operators, the companies are deepening their strategic partnership with a focus on more programming, more player benefits, and an all-new monthly subscription offering called Super League Prime.

Through Super League Prime, players will receive exclusive access to select events, special gamer-centric rewards and giveaways, and valuable perks that can be used at their local gaming center -- all designed to make gaming together in-person the best possible experience. The updated version of ggLeap will include a new Events section enabling players to join esports competitions in real-time and register for future participation, with Super League competitions and leagues prominently featured. Within ggLeap and also on Superleague.com, new local, national, and international leaderboards and player rankings will be available for the most-actively played game titles.

"ggCircuit has been behind the scenes helping to support the growth of the video game industry for years and has amassed an enviable market share across the global gaming center footprint through their best-in-class software platform," said Ann Hand, chairman and CEO of Super League Gaming. "In combination with Super League's strong consumer brand and offers, now inclusive of Super League Prime, we are taking a huge step in our mission to be the leading international platform for in-person gaming across game titles, skill levels and age groups, with a true end-to-end solution for retail partners who want to attract gamers."

With ggLeap's more than 1.4 million player accounts deployed across gaming centers in North and South America, Europe and the Middle East, and Asia-Pacific, Super League will have access to millions of captive gamers, starting with more than 200,000 unique players who log into the 15,000+ computers powered by ggLeap every month.

"We have dedicated ourselves to supporting the growth of gaming centers for 15 years, ever since we opened our first location back in 2004 and long before the term 'esports' was coined," said Zack Johnson, co-founder and CEO of ggCircuit. "We have iterated on our cutting-edge software management platform to make it even more functional and easy-to-use for center managers, as well as more feature-rich for competitive players. Having experienced 117% growth in unique players within our network over the past 12 months, which aligns with center growth, it was natural to partner with a company that could accelerate our vision of what a mutually beneficial consumer offering could become for players and gaming centers. Working with Super League means we can excite more players more often, and help ensure the ongoing, healthy expansion of the gaming center audience everywhere our ggLeap platform is deployed."

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In the fourth quarter and throughout 2020, Super League will leverage its expertise as the operator of the first city-vs-city amateur esports leagues and thousands of live competitive and social gaming events to bring experiences to players in gaming centers that drive the continued mainstreaming of competitive gaming. By adding ggCircuit's customers to its partnerships with high-profile venue owners such as Topgolf, Cinemark Theatres and numerous independent fast-casual restaurants, Super League strengthens its commitment to supporting the development of grassroots player communities on a local level and now will provide a global framework for competition and community engagement.

"If you're a gamer, whether you're in middle school, high school, college or part of the daily workforce, you know that gaming together in a great venue is more fun than gaming alone at home," said Matt Edelman, chief commercial officer of Super League Gaming. "With ggCircuit, Super League will be providing leagues, teams and individuals around the world with reasons to prioritize playing in their local gaming center, while simultaneously opening up exciting marketing and revenue opportunities for every company that recognizes the importance of esports within the cultural landscape."

According to Newzoo's 2019 Global Games Market Report, by 2022 the overall PC gaming market will grow to \$39.5 billion and downloaded/boxed PC games are forecasted to generate \$37.3 billion.

#### **About ggCircuit**

ggCircuit officially started out as a grassroots movement in 2008 by a group of passionate LAN Center owners/managers that wanted to provide better management software for cybercafes, universities and LAN centers worldwide. Drawing on their collective experience as center owners since 2004, they developed a state-of-the-art software management system, ggLeap, that was not only easy and flexible for centers to use, but also delivered end-user features that kept gamers engaged, offering more benefits than they would get by playing at home. Since ggCircuit's humble beginnings the company has evolved into a fully-fledged esports services company providing not only center management software solutions, but also rolling out a global competition and rewards system, managed esports events and tournaments and center consulting support services. As the esports scene continues to grow, ggCircuit is expanding and is positioned to iterate, improve and add services and solutions for centers, business partners and gamers across the globe. For more information, please visit: <https://corporate.ggcircuit.com/>.

#### **About Super League Gaming**

**Super League Gaming, Inc.** (Nasdaq CM: SLGG) is a global leader in the mission to bring live and digital esports entertainment and experiences directly to the more than 2 billion everyday gamers around the world. In addition to providing premium experiences by operating city-vs-city amateur esports leagues and producing thousands of live competitive and social gaming around the country, the **Super League Network** features multiple forms of content celebrating the love of play via social media, live streaming, video-on-demand, and website-based offerings. As a content producer with a dedicated esports studio, Super League publishes live streaming and on-demand video content on all major platforms including YouTube, Twitch and Instagram. And with exclusive proprietary platforms like **Minehut**, the avid Minecraft community of nearly 400,000, **Framerate**, one of the largest independent social video networks in esports and gaming, and through their partnerships with high-profile venue owners such as Topgolf, Cinemark Theatres and numerous independent fast-casual restaurants, Super League is committed to supporting the development of local, grassroots player communities all while providing a global framework for competition and community engagement. Believing that gaming together is more fun than gaming alone, Super League is able to reach the world's enthusiasts where they are, bringing them together to play the games they love.

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**Forward-Looking Statements**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995. Statements in this press release that are not strictly historical are “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. These statements involve substantial risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed or implied by such statements. Forward-looking statements in this communication include, among other things, statements about our possible or assumed business strategies, potential growth opportunities, new products and potential market opportunities. Risks and uncertainties include, among other things, our ability to implement our plans, forecasts and other expectations with respect to our business; our ability to realize the anticipated benefits of events that took place during the quarter ended June 30, 2019, including the possibility that the expected benefits will not be realized or will not be realized within the expected time period; unknown liabilities; attracting new customers and maintaining and expanding our existing customer base; our ability to scale and update our platform to respond to customers’ needs and rapid technological change; increased competition on our market and our ability to compete effectively, and expansion of our operations and increased adoption of our platform internationally. Additional risks and uncertainties that could affect our financial results are included in the section titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our prospectus dated February 25, 2019, our Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and other filings that we make from time to time with the Securities and Exchange Commission which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, any forward-looking statements contained in this communication are based on assumptions that we believe to be reasonable as of this date. Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons if actual results differ materially from those anticipated in the forward-looking statements.

**Investor Relations:**

Sean McGowan and Cody Slach  
Gateway Investor Relations  
(949) 574-3860  
[SLG@gatewayir.com](mailto:SLG@gatewayir.com)

**Media Contact:**

Ann Kaiser  
(212) 918-2029  
[ann@high10media.com](mailto:ann@high10media.com)

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