

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): July 23, 2020

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)

2812 Colorado Avenue
Santa Monica, California 90404
(Address of principal executive offices)

(802) 294-2754
(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))

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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	SLGG	Nasdaq Capital Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective July 24, 2020, Mr. Samir Ahmed resigned as the Chief Technology Officer of Super League Gaming, Inc. (the “Company”) in order to pursue other business opportunities. Mr. Ahmed will continue to serve as a strategic consultant to the Company handling special projects. Mr. Ahmed’s resignation was not based on any policy disagreements between Mr. Ahmed and the Company.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

See Item 5.07 below with respect to the filing of the Classified Board Amendment (defined below) to the Company’s Amended and Restated Certificate of Incorporation.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 23, 2020, the Company held its 2020 Annual Meeting of Stockholders (the ‘Annual Meeting’).The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal No. 1 - Election of Directors

	For	Withheld
Ann Hand	6,189,968	218,918
David Steigelfest	6,189,273	219,613
Jeff Gehl	6,213,614	105,272
Kristin Patrick	6,211,523	197,363
Michael Keller	6,210,768	198,118
Mark Jung	6,157,166	251,720

The Company’s Directors are elected by a plurality of the votes cast. Stockholders elected Ann Hand, David Steigelfest, Jeff Gehl, Kristin Patrick, Michael Keller and Mark Jung to serve on the Board of Directors until the end of their respective terms, as modified by the Classified Board Amendment (defined below).

Proposal No. 2: Amendment to Our Amended and Restated Certificate of Incorporation to Classify our Board of Directors (the “Classified Board Amendment”).

For	Against	Abstain
6,187,286	216,207	5,393

The vote required to approve this proposal was the affirmative vote of at least 5,213,880 shares, which represents a majority of the shares of the Company’s common stock, par value \$0.001 per share, outstanding on May 27, 2020, the record date for the Annual Meeting. Accordingly, stockholders approved the Classified Board Amendment to classify our Board of Directors into three classes with staggered three-year terms.

Following the approval of the Classified Board Amendment by the Company’s stockholders at the Annual Meeting, the Classified Board Amendment was filed with the Delaware Secretary of State on July 24, 2020. A copy of the Classified Board Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1, and is incorporated by reference herein.

As a result of the filing of the Classified Board Amendment with the Delaware Secretary of State, members of the Company’s Board of Directors will now be classified into three classes with staggered three-year terms (with the exception of the expiration of the initial Class I and Class II directors), as follows:

- *Class I* , comprised of two directors, initially Kristin Patrick and David Steigelfest (with their initial terms expiring at our 2021 annual meeting of stockholders and members of such class serving successive three-year terms thereafter);
- *Class II* , comprised of two directors, initially Jeff Gehl and Michael Keller (with their initial terms expiring at our 2022 annual meeting of stockholders and members of such class serving successive three-year terms thereafter); and
- *Class III* , comprised of two directors, initially Ann Hand and Mark Jung (with their initial terms expiring at our 2023 annual meeting of stockholders and members of such class serving successive three-year terms thereafter).

Proposal No. 3: Amendment to the 2014 Plan to Increase the Number of Shares Authorized for Issuance.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
6,149,468	249,362	10,056

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, stockholders approved the amendment to the Super League Gaming, Inc. Amended and Restated 2014 Stock Option and Incentive Plan to increase the number of shares of common stock available for issuance under the 2014 Plan by 750,000 shares.

Proposal No. 4: Ratification of Appointment of Auditors.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
8,286,457	4,014	18,415

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, stockholders ratified the appointment of Squar Milner LLP. as the Company's independent auditors for the fiscal year ending December 31, 2020.

For more information about the foregoing proposals, please review the Company's definitive proxy statement, filed with the Securities and Exchange Commission on June 15, 2020.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amended and Restated Certificate of Incorporation

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: July 24, 2020

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

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

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Super League Gaming, Inc. resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended by adding the following new Article TWELFTH:

“TWELFTH: The Board of Directors shall be divided into three classes, Class I, Class II and Class III, with each class having as equal a number of members as reasonably possible. The initial term of office of the Class I, Class II and Class III directors shall expire at the annual meeting of stockholders of the Corporation in 2021, 2022 and 2023, respectively. Beginning in 2021, at each annual meeting of stockholders of the Corporation, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes by the Board of Directors so as to maintain the number of directors in each class as nearly equal as is reasonably possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class. In no case will a decrease in the number of directors shorten the term of any incumbent director, even though such decrease may result in an inequality of the classes until the expiration of such term. A director shall hold office until the annual meeting of stockholders of the Corporation in the year in which his or her term expires and until his or her successor shall be elected and qualified, subject, however, to prior death, resignation, retirement or removal from office. Except as otherwise provided by law, directors may only be removed for cause and only upon the vote of the holders of at least a majority of the voting power of the shares entitled to vote generally in the election of directors. Except as required by law or the provisions of this Certificate of Incorporation, all vacancies on the Board of Directors and newly-created directorships shall be filled by the Board of Directors. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the then authorized number of directors shall be increased by the number of directors so to be elected, and the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders.”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 24th day of July, 2020.

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