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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Edelman Matthew Evan</u>  (Last) (First) (Middle) <u>C/O SUPER LEAGUE GAMING, INC.</u> <u>2912 COLORADO AVE, SUITE 203</u>  (Street) <u>SANTA MONICA CA</u> <u>90404</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Super League Gaming, Inc. [ SLGG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>CHIEF COMMERCIAL OFF., PRES.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$9	04/30/2023		D		7,107		02/11/2020	02/11/2030	Common Stock	7,107	(1)	0	D	
Stock Option	\$2.88	04/30/2023		D		100,000		08/05/2020	08/05/2030	Common Stock	100,000	(1)	0	D	
Stock Option	\$4.81	04/30/2023		D		28,400		05/27/2021	05/27/2031	Common Stock	28,400	(1)	0	D	
Stock Option	\$0.49	04/30/2023		A		1,200,000		(2)	04/30/2033	Common Stock	1,200,000	(1)(3)	1,200,000	D	
Performance Stock Units	(4)	04/30/2023		D		150,000		(5)	(5)	Common Stock	150,000	(6)	0	D	
Performance Stock Units	(4)	04/30/2023		A		150,000		(7)	04/30/2028	Common Stock	150,000	(6)	150,000	D	

**Explanation of Responses:**

- On April 30, 2023, the Issuer cancelled certain stock options previously granted to the Reporting Person under the Issuer's 2014 Amended and Restated Employee Stock Option and Incentive Plan (the "2014 Plan"). In exchange for the cancelled options, the Reporting Person was granted options to purchase 1,200,000 shares of the Issuer's common stock under the 2014 Plan.
- One-third of the stock options vest on the grant date, with the remainder vesting monthly over the thirty-six month period thereafter, subject to continued service.
- The exercise of the options under this award are contingent upon the Company receiving approval from its stockholders to increase the number of shares available under the 2014 Plan, and will be subject to cancellation in the event stockholder approval is not obtained.
- Each Performance Stock Unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock upon vesting.
- The PSUs were scheduled to vest: (i) 20% upon the Issuer's common stock achieving a 60-day volume-weighted average price ("60-day VWAP") of \$4.75 per share, (ii) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$6.00 per share; (iii) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$7.00 per share; (iv) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$8.00 per share; and (v) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$9.00 per share.
- On April 30, 2023, the Issuer cancelled certain PSUs previously granted to the Reporting Person under the 2014 Plan. In exchange for the cancelled PSU's, the Reporting Person was granted 150,000 PSUs under the 2014 Plan.
- Subject to continued employment and to accelerated vesting in certain circumstances, the PSUs shall vest: (i) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$0.80 per share, (ii) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$1.00 per share; (iii) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$1.20 per share; (iv) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$1.40 per share; and (v) 20% upon the Issuer's common stock achieving a 60-day VWAP of \$1.60 per share.

/s/ Clayton Haynes, Attorney-in-Fact 05/02/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.