

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)\*

**ENSYSCE BIOSCIENCES, INC.**

(Name of Issuer)

**COMMON STOCK, \$0.0001 PAR VALUE PER SHARE**

(Title of Class of Securities)

**293602207**

(CUSIP Number)

**February 2, 2023**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Page 1 of 13 Pages)

SCHEDULE 13G

CUSIP NO. 293602207

Page 2 of 13

1 NAMES OF REPORTING PERSONS

Lincoln Park Capital Fund, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

0

6 SHARED VOTING POWER

1,501,055

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,501,055

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,501,055

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%\*

12 TYPE OF REPORTING PERSON

OO

\* Reporting person has rights, under a Warrant, to acquire an aggregate number of shares of the Issuer's common stock which, except for the contractual cap in the Warrant on the amount of outstanding shares of the Issuer's common stock that the reporting person may own, when combined with the 1,488,096 shares of Common Stock owned, would exceed such a cap. The ownership cap is 9.99%. Thus, the number of shares of the Issuer's common stock beneficially owned by the reporting person as of the date of this filing was 1,501,055 shares, which is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer's prospectus supplement filed on February 6, 2023).

**SCHEDULE 13G**

**CUSIP NO. 293602207**

**Page 3 of 13**

1 NAMES OF REPORTING PERSONS	
Lincoln Park Capital, LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="checkbox"/>	
(b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Illinois	
5 SOLE VOTING POWER	0
6 SHARED VOTING POWER	1,501,055
7 SOLE DISPOSITIVE POWER	0
8 SHARED DISPOSITIVE POWER	1,501,055
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,501,055	
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
9.99%*	
12 TYPE OF REPORTING PERSON	
OO	

\* Reporting person has rights, under a Warrant, to acquire an aggregate number of shares of the Issuer's common stock which, except for the contractual cap in the Warrant on the amount of outstanding shares of the Issuer's common stock that the reporting person may own, when combined with the 1,488,096 shares of Common Stock owned, would exceed such a cap. The ownership cap is 9.99%. Thus, the number of shares of the Issuer's common stock beneficially owned by the reporting person as of the date of this filing was 1,501,055 shares, which is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer's prospectus supplement filed on February 6, 2023).

**SCHEDULE 13G**

**CUSIP NO. 293602207**

**Page 4 of 13**

1 NAMES OF REPORTING PERSONS	
Rockledge Capital Corporation	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="checkbox"/>	
(b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Texas	
5 SOLE VOTING POWER	0
6 SHARED VOTING POWER	
7 SOLE DISPOSITIVE POWER	
8 SHARED DISPOSITIVE POWER	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12 TYPE OF REPORTING PERSON	

OWNED BY EACH REPORTING PERSON WITH:	6	SHARED VOTING POWER
		1,501,055
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		1,501,055
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,501,055	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.99%*	
12	TYPE OF REPORTING PERSON	
	OO	

\* Reporting person has rights, under a Warrant, to acquire an aggregate number of shares of the Issuer's common stock which, except for the contractual cap in the Warrant on the amount of outstanding shares of the Issuer's common stock that the reporting person may own, when combined with the 1,488,096 shares of Common Stock owned, would exceed such a cap. The ownership cap is 9.99%. Thus, the number of shares of the Issuer's common stock beneficially owned by the reporting person as of the date of this filing was 1,501,055 shares, which is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer's prospectus supplement filed on February 6, 2023).

**SCHEDULE 13G**

**CUSIP NO. 293602207**

**Page 5 of 13**

1	NAMES OF REPORTING PERSONS	
	Joshua B. Scheinfeld	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		1,501,055
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		1,501,055
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,501,055	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.99%*	
12	TYPE OF REPORTING PERSON	
	IN	

\* Reporting person has rights, under a Warrant, to acquire an aggregate number of shares of the Issuer's common stock which, except for the contractual cap in the Warrant on the amount of outstanding shares of the Issuer's common stock that the reporting person may own, when combined with the 1,488,096 shares of Common Stock owned, would exceed such a cap. The ownership cap is 9.99%. Thus, the number of shares of the Issuer's common stock beneficially owned by the reporting person as of the date of this filing was 1,501,055 shares, which is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer's prospectus supplement filed on February 6, 2023).

1 NAMES OF REPORTING PERSONS	
Alex Noah Investors, Inc.	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="checkbox"/>	
(b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Illinois	
5 SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0
6 SHARED VOTING POWER	
1,501,055	
7 SOLE DISPOSITIVE POWER	
0	
8 SHARED DISPOSITIVE POWER	
1,501,055	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,501,055	
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
9.99%*	
12 TYPE OF REPORTING PERSON	
CO	

\* Reporting person has rights, under a Warrant, to acquire an aggregate number of shares of the Issuer's common stock which, except for the contractual cap in the Warrant on the amount of outstanding shares of the Issuer's common stock that the reporting person may own, when combined with the 1,488,096 shares of Common Stock owned, would exceed such a cap. The ownership cap is 9.99%. Thus, the number of shares of the Issuer's common stock beneficially owned by the reporting person as of the date of this filing was 1,501,055 shares, which is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer's prospectus supplement filed on February 6, 2023).

## SCHEDULE 13G

1 NAMES OF REPORTING PERSONS	
Jonathan I. Cope	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="checkbox"/>	
(b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
United States	
5 SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0
6 SHARED VOTING POWER	
1,501,055	
7 SOLE DISPOSITIVE POWER	
0	
8 SHARED DISPOSITIVE POWER	
1,501,055	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,501,055	
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
9.99%*	

IN

\* Reporting person has rights, under a Warrant, to acquire an aggregate number of shares of the Issuer's common stock which, except for the contractual cap in the Warrant on the amount of outstanding shares of the Issuer's common stock that the reporting person may own, when combined with the 1,488,096 shares of Common Stock owned, would exceed such a cap. The ownership cap is 9.99%. Thus, the number of shares of the Issuer's common stock beneficially owned by the reporting person as of the date of this filing was 1,501,055 shares, which is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer's prospectus supplement filed on February 6, 2023).

## SCHEDULE 13G

CUSIP NO. 293602207

Page 8 of 13

## Item 1.

## (a) Name of Issuer:

Ensysce Biosciences, Inc., a Delaware corporation ("Issuer")

## (b) Address of Issuer's Principal Executive Offices:

7946 Ivanhoe Avenue, Suite 201  
La Jolla, California

## Item 2.

## (a) Name of Person Filing:

Lincoln Park Capital Fund, LLC ("LPC Fund")  
Lincoln Park Capital, LLC ("LPC")  
Rockledge Capital Corporation ("RCC")  
Joshua B. Scheinfeld ("Mr. Scheinfeld")  
Alex Noah Investors, Inc. ("Alex Noah")  
Jonathan I. Cope ("Mr. Cope" and, collectively with LPC Fund, LPC, RCC, Mr. Scheinfeld and Alex Noah, the "Reporting Persons")

## (b) Address of Principal Business Office, or if None, Residence:

The address of the principal business office of each of the Reporting Persons is:  
440 North Wells, Suite 410  
Chicago, Illinois 60654

## (c) Citizenship:

LPC Fund is an Illinois limited liability company  
LPC is an Illinois limited liability company  
RCC is a Texas corporation  
Mr. Scheinfeld is a United States citizen  
Alex Noah is an Illinois corporation  
Mr. Cope is a United States citizen

## SCHEDULE 13G

CUSIP NO. 293602207

Page 9 of 13

## (d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share ("Common Stock")

## (e) CUSIP Number:

293602207

## Item 3.

If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).  
 (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).  
 (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).  
 (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).  
 (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);  
 (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  
 (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  
(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);  
(j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);  
(k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution \_\_\_\_\_

**SCHEDULE 13G**

CUSIP NO. 293602207

Page 10 of 13

**Item 4. Ownership.**

Reporting person	Amount beneficially owned <sup>1</sup> :	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Lincoln Park Capital Fund, LLC	1,501,055	9.99%	0	1,501,055	0	1,501,055
Lincoln Park Capital, LLC	1,501,055	9.99%	0	1,501,055	0	1,501,055
Rockledge Capital Corporation	1,501,055	9.99%	0	1,501,055	0	1,501,055
Joshua B. Scheinfeld	1,501,055	9.99%	0	1,501,055	0	1,501,055
Alex Noah Investors, Inc.	1,501,055	9.99%	0	1,501,055	0	1,501,055
Jonathan I. Cope	1,501,055	9.99%	0	1,501,055	0	1,501,055

1 Represents 1,488,096 shares of Common Stock purchased by LPC Fund directly from the Issuer in a registered direct offering of Common Stock on February 2, 2023 (the “Registered Direct Offering”) and a warrant to purchase 1,488,096 shares of Common Stock (the “Warrant”) purchased by LPC Fund directly from the Issuer in a concurrent private placement (the “Private Placement”). The Warrant, however, contains a 9.99% contractual cap on the amount of outstanding shares of the Issuer’s common stock that LPC Fund may own upon exercise of such Warrant. Therefore, the number of shares of the Issuer’s common stock beneficially owned by LPC Fund under the Warrant as of the date of this filing was 12,959 shares, which, when combined with the 1,488,096 shares of Common Stock presently owned, is 9.99% of the 15,025,584 shares that were outstanding on that date (as reported in the Issuer’s prospectus supplement filed on February 6, 2023). The shares outstanding includes the 1,488,096 shares of Common Stock of the Issuer owned directly by LPC Fund, but does not include any shares issuable upon exercise of the Warrant issued to LPC Fund or any other investor in the Private Placement.

As of February 2, 2023, LPC Fund beneficially owned, directly, 1,488,096 shares of Common Stock, purchased by LPC Fund directly from the Issuer in the Registered Direct Offering and 12,959 shares currently exercisable under the Warrant purchased directly from the Issuer in the Private Placement. The Warrant amount is subject to a 9.99% beneficial ownership cap that prohibits the issuance of shares of Common Stock upon exercise of any Warrants to the extent such issuance would cause the holder’s beneficial ownership of Common Stock to exceed 9.99% of the outstanding Common Stock.

LPC is the Managing Member of LPC Fund. RCC and Alex Noah are the Managing Members of LPC. Mr. Scheinfeld is the president and sole shareholder of RCC, as well as a principal of LPC. Mr. Cope is the president and sole shareholder of Alex Noah, as well as a principal of LPC. As a result of the foregoing, Mr. Scheinfeld and Mr. Cope have shared voting and shared investment power over the shares of Common Stock of the Issuer held directly by LPC Fund.

**SCHEDULE 13G**

CUSIP NO. 293602207

Page 11 of 13

Pursuant to Section 13(d) of the Act and the rules thereunder, each of LPC, RCC, Mr. Scheinfeld, Alex Noah, and Mr. Cope may be deemed to be a beneficial owner of the shares of Common Stock of the Issuer beneficially owned directly by LPC Fund.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Pursuant to Rule 13d-4 of the Act, each of LPC, RCC, Mr. Scheinfeld, Alex Noah, and Mr. Cope disclaims beneficial ownership of the shares of Common Stock of the Issuer held directly by LPC Fund.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

**SCHEDULE 13G**

CUSIP NO. 293602207

Page 12 of 13

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2023

**LINCOLN PARK CAPITAL FUND, LLC**

**LINCOLN PARK CAPITAL, LLC**

**BY: LINCOLN PARK CAPITAL, LLC**

**BY: ROCKLEDGE CAPITAL CORPORATION**

**BY: ROCKLEDGE CAPITAL CORPORATION**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

**LINCOLN PARK CAPITAL FUND, LLC**

**LINCOLN PARK CAPITAL, LLC**

**BY: LINCOLN PARK CAPITAL, LLC**

**BY: ALEX NOAH INVESTORS, INC.**

**BY: ALEX NOAH INVESTORS, INC.**

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

**ROCKLEDGE CAPITAL CORPORATION**

**ALEX NOAH INVESTORS, INC.**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

**JOSHUA B. SCHEINFELD**

**JONATHAN I. COPE**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

---

**SCHEDULE 13G**

CUSIP NO. 293602207

Page 13 of 13

**LIST OF EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
1	Joint Filing Agreement

**Joint Filing Agreement**

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such Schedule 13G with respect to the Common Stock of the Issuer, beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 6, 2022.

**LINCOLN PARK CAPITAL FUND, LLC**

**BY: LINCOLN PARK CAPITAL, LLC**

**BY: ROCKLEDGE CAPITAL CORPORATION**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

**LINCOLN PARK CAPITAL FUND, LLC**

**BY: LINCOLN PARK CAPITAL, LLC**

**BY: ALEX NOAH INVESTORS, INC.**

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

**ROCKLEDGE CAPITAL CORPORATION**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

**JOSHUA B. SCHEINFELD**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

**LINCOLN PARK CAPITAL, LLC**

**BY: ROCKLEDGE CAPITAL CORPORATION**

By: /s/ Joshua B. Scheinfeld  
Name: Joshua B. Scheinfeld  
Title: President

**LINCOLN PARK CAPITAL, LLC**

**BY: ALEX NOAH INVESTORS, INC.**

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

**ALEX NOAH INVESTORS, INC.**

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President

**JONATHAN I. COPE**

By: /s/ Jonathan I. Cope  
Name: Jonathan I. Cope  
Title: President