

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A/A
(Amendment No. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Ensysce Biosciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

7946 Ivanhoe Avenue, Suite 201
La Jolla, California
(Address of principal executive offices)

82-2755287
(I.R.S. Employer
Identification Number)

92037
(Zip Code)

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

Title of each class
to be so registered
Not Applicable

Name of each exchange on which
each class is to be registered
Not Applicable

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: _____ Not Applicable _____ (if applicable)

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

Series A Preferred Stock, par value \$0.0001 per share
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities To Be Registered.

Reference is hereby made to the Registration Statement on Form 8-A filed by Ensysce Biosciences, Inc., a Delaware corporation (the "**Company**") with the Securities and Exchange Commission ("**SEC**") on February 1, 2023 (the "**Registration Statement**"). The Registration Statement is hereby incorporated by reference herein. The Registration Statement is being amended solely to file a Certificate Amendment to Certificate of Designation of Series A Preferred Stock (the "**Amendment**") under Item 2 of this Registration Statement as Exhibit 3.2.

* * * * *

The foregoing description of the Series A Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, which is filed as [Exhibit 3.1](#) (as amended by the Amendment, which is filed as Exhibit 3.2) hereto and is incorporated herein by reference.

Item 2. Exhibits.

Exhibit No. Description

3.1* [Certificate of Designation of the Series A Preferred Stock of Ensysce Biosciences, Inc., dated February 1, 2023](#)

3.2 [Certificate of Amendment to Certificate of Designation of the Series A Preferred Stock of Ensysce Biosciences, Inc., dated February 7, 2023](#)

*Previously filed as Exhibit 3.1 to the Form 8-A (000-56515) filed with the SEC on February 1, 2023.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 7, 2023

Ensysce Biosciences, Inc.

By: /s/ Lynn Kirkpatrick

Name: Dr. Lynn Kirkpatrick

Title: President and Chief Executive Officer

ENSYSCE BIOSCIENCES, INC.
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF DESIGNATION
OF
SERIES A PREFERRED STOCK

Ensysce Biosciences, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), **DOES HEREBY CERTIFY:**

FIRST: On January 26, 2023, the Board of Directors of the Corporation duly approved resolutions designating as "Series A Preferred Stock" (the "**Series A Preferred**") an aggregate of 14,000 of the shares of preferred stock that the Company is authorized to issue pursuant to its Third Amended and Restated Certificate of Incorporation, as amended (as amended the "**Certificate of Incorporation**"), all as set forth in the Certificate of Designation of Series A Preferred Stock of Ensysce Biosciences, Inc. filed with the Secretary of State of the State of Delaware on February 1, 2023 (the "**Series A Certificate of Designation**").

SECOND: Pursuant to Section 151(g) of the DGCL, and unless otherwise set forth in the Certificate of Incorporation or the Series A Certificate of Designation, the Corporation may by resolution or resolutions adopted by the Corporation's Board of Directors amend the Series A Certificate of Designation.

THIRD: As of the date hereof, there are no shares of Series A Preferred issued and outstanding.

FOURTH: Pursuant to such Section 151(g) of the DGCL, the Certificate of Incorporation and the Series A Certificate of Designation, on February 6, 2023, the Board of Directors of the Corporation adopted and approved the following resolution, with the effect of amending the Certificate of Designation:

RESOLVED, that the first paragraph of the Certificate of Designation immediately following the heading "TERMS OF PREFERRED STOCK" be amended to replace the reference to "14,000" with a reference to "25,000", to read in its entirety as follows:

"1. Designation, Amount and Par Value. The series of Preferred Stock created hereby shall be designated as the Series A Preferred Stock (the "**Series A Preferred Stock**"), and the number of shares so designated shall be 25,000. Each share of Series A Preferred Stock shall have a par value of \$0.0001 per share."

IN WITNESS WHEREOF, Ensysce Biosciences, Inc. has caused this Certificate of Amendment to Certificate of Designation of Series A Preferred Stock to be duly executed by the undersigned duly authorized officer as of this 7th day of February 2023.

ENSYSCE BIOSCIENCES, INC.

By: /s/ Lynn Kirkpatrick
Lynn Kirkpatrick
Chief Executive Officer

[Signature Page to Certificate of Amendment to Certificate of Designation]
