

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

FORM 8-A/A
(Amendment No. 2)

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.

Ensysce Biosciences, Inc. (the "**Company**") previously filed this Registration Statement on Form 8-A (the "**Registration Statement**") with the Securities and Exchange Commission (the "**SEC**") on February 1, 2022, as amended on February 7, 2023, relating to a Certificate of Designation of Series A Preferred Stock, as amended. That Certificate was filed with the Secretary of State of the State of Delaware. This Amendment to Form 8-A is being filed by the Company to deregister the Series A Preferred Stock previously registered.

On March 31, 2023, the Company filed with the Secretary of State of the State of Delaware a Certificate of Elimination of Series A Preferred Stock (the "**Certificate of Elimination**"). The Certificate of Elimination has the effect of eliminating from the Company's Third Amended and Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designation of Series A Preferred Stock previously filed by the Company.

All shares of Series A Preferred Stock previously issued have been redeemed. The 25,000 shares of preferred stock previously designated as Series A Preferred Stock have been eliminated and returned to the status of authorized but unissued shares of preferred stock, without designation. No shares of Series A Preferred Stock were issued and outstanding as of the date of filing of the Certificate of Elimination.

The foregoing is a summary of the terms of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Elimination, a copy of which is filed with this Registration Statement as Exhibit 3.3 and is incorporated by reference herein.

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.

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SIGNATURES

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: March 31, 2023

Ensysce Biosciences, Inc.

By: /s/ Lynn Kirkpatrick

Name: Dr. Lynn Kirkpatrick

Title: President and Chief Executive Officer

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ENSYSCE BIOSCIENCES, INC.
CERTIFICATE OF ELIMINATION
OF
SERIES A PREFERRED STOCK

Pursuant to Section 151(g) of the General Corporation Law
of the State of Delaware

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

FIRST. Pursuant to the authority expressly vested in the Board of Directors of the Company (the “*Board*”) by the Third Amended and Restated Certificate of Incorporation of the Company (as amended, the “*Certificate of Incorporation*”), the Board previously adopted resolutions creating and authorizing the issuance of 25,000 shares of Series A Preferred Stock (the “*Series A Preferred Stock*”) in accordance with the provisions of the Certificate of Designation of Series A Preferred Stock as filed with the Delaware Secretary of State on February 1, 2023, as amended by that certain Certificate of Amendment to Certificate of Designation of Series A Preferred Stock filed with the Delaware Secretary of State on February 7, 2023.

SECOND. Pursuant to Section 151(g) of the DGCL, the Board adopted the following resolutions respecting the Company’s Series A Preferred Stock, which resolutions have not been amended or rescinded:

NOW, THEREFORE, BE IT HEREBY RESOLVED, any remaining outstanding shares of Series A Preferred Stock that have not been redeemed shall be redeemed in whole, automatically and effective on the date the Certificate of Amendment to effect a reverse stock split approved by stockholders on March 23, 2023 is filed with and made effective by the Secretary of State of the State of Delaware (the “*Delaware Secretary*”); and be it further

RESOLVED, that the Chief Executive Officer and Chief Financial Officer (each an “*Authorized Officer*,” and collectively, the “*Authorized Officers*”) be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare and file with the Delaware Secretary a Certificate of Elimination or other certificate to remove the designation and other references to the Series A Preferred Stock from the Company’s Third Amended and Restated Certificate of Incorporation, as amended, that are contained in the Certificate of Designation of Series A Preferred Stock, as amended, and will eliminate and return the 25,000 shares of preferred stock previously designated as Series A Preferred Stock to the status of authorized but unissued shares of preferred stock, without designation, in a form approved by the Authorized Officer executing the same, such approval to be conclusively evidenced by the Authorized Officer’s execution thereof, and one or more amendments thereto, as such Authorized Officer may deem necessary, advisable, or appropriate or as may be required by the Delaware Secretary; and be it further

RESOLVED, that effective on and after the date of effectiveness of the Certificate of Amendment, none of the authorized shares of Series A Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation of Series A Preferred Stock, as amended, previously filed with the Delaware Secretary with respect to the Series A Preferred Stock.

THIRD. In accordance with Section 151(g) of the DGCL, all matters set forth in the previously filed Certificate of Designation of Series A Preferred Stock are hereby eliminated.

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 31st day of March 2023.

ENSYSCE BIOSCIENCES, INC.

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