

FORM 4

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

| OMB APPROVAL | |
|--|-----|
| OMB Number: 3235-0287 | |
| Estimated average burden hours per response... | 0.5 |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * K2 PRINCIPAL FUND, L.P. | | | 2. Issuer Name and Ticker or Trading Symbol SIMPLICITY ESPORTS & GAMING Co [WINR] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/22/2019 | | | | | |
| (Street) 2 BLOOR STREET WEST, SUITE 801 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | TORONTO, A6 M4W 3E2 | | | | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/21/2019 | | S | | 10,000 | D | \$ 0.881 | 79,897 | D | |

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

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 control number. SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | |
| Warrants | \$ 4 | | | | | | | 11/20/2018 | 05/22/2024 | Common Stock | 781,655 | 78 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

| | | | | |
|---|--|---|--|--|
| K2 PRINCIPAL FUND, L.P. 2 BLOOR STREET WEST SUITE 801 TORONTO, A6 M4W 3E2 | | X | | |
| Shawn Kimel Investments, Inc. 2 BLOOR STREET WEST SUITE 801 TORONTO, A6 M4W 3E2 | | X | | |
| K2 & Associates Investment Management Inc. 2 BLOOR STREET WEST SUITE 801 TORONTO, A6 M4W 3E2 | | X | | |
| K2 Genpar 2017 Inc. 2 BLOOR STREET WEST, SUITE 801 TORONTO, A6 M4W 3E2 | | X | | |

Signatures

| | | |
|---|--|------------|
| /s/ Daniel Gosselin, President, The K2 Principal Fund L.P | | 03/22/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Daniel Gosselin, President, Shawn Kimel Investments Inc | | 03/22/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Daniel Gosselin, President, K2 & Associates Investment Management Inc | | 03/22/2019 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Daniel Gosselin, President, K2 GenPar 2017 Inc. | | 03/22/2019 |
| <small>**Signature of Reporting Person</small> | | Date |

Explanation of Responses:

* 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.

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