U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarter ended: **September 30, 2015**

or

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from ___________ to____________

Commission File Number: **000-55406**

NightFood Holdings, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**46-3885019**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
520 White Plains Road Elmsford, New York	**10591**
(Address of Principal Executive Offices)	(Zip Code)

212-828-8275
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes☐ No ☒

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date. At November 12, 2015, the registrant had outstanding 27,212,588 shares of common stock.

Table of Contents

PART I – FINANCIAL INFORMATION

PART II – OTHER INFORMATION

NightFood Holdings, Inc.

Financial Statements

For the three months ended September 30, 2015 and September 30, 2014

Item 1. Financial Statements

Financial Statements

NightFood Holdings, Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2015 (Unaudited)	June 30, 2015
ASSETS		
Current assets :		
Cash	$ 3,471	$ 16,059
Accounts receivable (net of allowance of $13,446. and $12,923, respectively)	30,835	34,528
Inventory	17,878	46,936
Other current assets	2,499	5,086
Total current assets	54,683	102,609
Total assets	$ 54,683	$ 102,609
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 112,313	$ 97,221
Accrued expense -related party	54,000	36,000
Short-term borrowings	4,055	4,007
Advance- related party	5,000	5,000
Total current liabilities	175,368	142,228
Long term borrowings	5,548	6,169
Commitments and contingencies	-	-
Stockholders' deficit:		
Common stock, ($0.001 par value, 100,000,000 shares authorized, and 26,812,588 issued and outstanding as of September 30, 2015 and 26,588,588 outstanding as of June 30, 2015, respectively)	26,813	26,589
Additional paid in capital	1,722,608	1,666,832
Accumulated deficit	(1,875,654)	(1,739,208)
Total stockholders' deficit	(126,234)	(45,788)
Total Liabilities and Stockholders' Deficit	$ 54,683	$ 102,609

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NightFood Holdings, Inc.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended September 30, 2015	For the three months ended September 30, 2014
Revenues	$ 21,493	$ 31,903
Operating expenses		
Cost of product sold	27,958	22,851
Advertising and promotional	52,862	5,752
Selling, general and administrative	20,541	11,924
Professional Fees	56,265	47,702
Total operating expenses	157,625	88,229
Loss from operations	(136,133)	(56,327)
Interest expense - bank debt	313	285
Interest expense - related party	-	2,750
Total interest expense	313	3,035
Provision for income tax	-	-
Net loss	$ (136,446)	$ (59,362)
Basic and diluted net loss per common share	$ (0.01)	$ (0.00)
Weighted average shares of capital outstanding – basic and diluted	26,663,979	25,195,843

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NightFood Holdings, Inc.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the three months ended September 30, 2015	For the three months ended September 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (136,446)	$ (59,362)
Adjustments to reconcile net loss to net cash used in operations activities:		
Stock issued for services	-	12,500
(Increase) decrease in accounts receivable	3,693	(28,247)
(Increase) decrease in inventory	29,058	(9,131)
Increase in other current assets	2,588	(2,188)
Increase in accounts payable	15, 092	13,507
Increase in accrued expenses	18,000	2,750
Decrease in deferred revenue	-	(457)
Net cash used in operating activities	(68,015)	(70,628)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of stock	56,000	33,000
Short-term borrowings-related party	-	15,000
Repayment of short-term debt	(573)	(884)
Net cash provided by financing activities	55,427	47,116
NET DECREASE IN CASH AND CASH EQUIVALENTS	(12,588)	(23,512)
Cash and cash equivalents, beginning of period	16,059	49,028
Cash and cash equivalents, end of period	$ 3,471	$ 25,517
Supplemental Disclosure of Cash Flow Information:		
Cash Paid For:		
Interest	$ 313	$ 285
Income taxes	$ -	$ -

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

1. Description of Business

NightFood Holdings, Inc. (the "Company") is a Nevada Corporation organized October 16, 2013 to acquire all of the issued and outstanding shares of NightFood, Inc., a New York Corporation from its sole shareholder, Sean Folkson. All of its operations are conducted by the subsidiary, NightFood, Inc. The Company's business model is to manufacture and distribute snack products specifically formulated for nighttime snacking to help consumers satisfy nighttime cravings in a better, healthier, more sleep friendly way.

- The Company's fiscal year end is June 30.
- The Company currently maintains its corporate office in Tarrytown, New York.

2. Summary of Significant Accounting Policies

- Management is responsible for the fair presentation of the Company's financial statements, prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Interim Financial Statements

These unaudited condensed consolidated financial statements as of and for the three (3) months ended September 30, 2015 and 2014, respectively, reflect all adjustments including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the periods presented in accordance with the accounting principles generally accepted in the United States of America.

These interim unaudited condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto for the years ended June 30, 2015 and 2014, respectively, which are included in the Company's June 30, 2015 Annual Report on Form 10-K filed with the United States Securities and Exchange Commission on September 30, 2015. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited consolidated financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the three (3) months ended September 30, 2015 are not necessarily indicative of results for the entire year ending June 30, 2016.

Use of Estimates

- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are used in the determination of depreciation and amortization, the valuation for non-cash issuances of common stock, and the website, income taxes and contingencies, among others.

Cash and Cash Equivalents

- The Company classifies as cash and cash equivalents amounts on deposit in the banks and cash temporarily in various instruments with original maturities of three months or less at the time of purchase.

Fair Value of Financial Instruments

- Statement of financial accounting standard FASB Topic 820, Disclosures about Fair Value of Financial Instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for assets and liabilities qualifying as financial instruments are a reasonable estimate of fair value.

Inventories

- Inventories consisting of packaged food items and supplies are stated at the lower of cost (FIFO) or market, including provisions for spoilage commensurate with known or estimated exposures which are recorded as a charge to cost of sales during the period spoilage is incurred. The Company has no minimum purchase commitments with its vendors.

Advertising Costs

- Advertising costs are expensed when incurred and are included in advertising and promotional expense in the accompanying statements of operations. The Company incurred advertising costs of $56,862 and $5,752 for the three months ended September 30, 2015 and 2014, respectively.

Income Taxes

- The Company has not generated any taxable income, and, therefore, no provision for income taxes has been provided.

- Deferred income taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes in accordance with FASB Topic 740, "Accounting for Income Taxes", which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax loss and credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carry-forwards when realization is more likely than not.

- A valuation allowance has been recorded to fully offset the deferred tax asset even though the Company believes it is more likely than not that the assets will be utilized.

- The Company's effective tax rate differs from the statutory rates associated with taxing jurisdictions because of permanent and temporary timing differences as well as a valuation allowance.

Revenue Recognition

- The Company generates its revenue from products sold from traditional retail outlets along with items distributed from the Company's and other customer website.

- All sources of revenue is recorded pursuant to FASB Topic 605 Revenue Recognition, when persuasive evidence of arrangement exists, delivery of services has occurred, the fee is fixed or determinable and collectability is reasonably assured.

  The Company offers sales incentives through various programs, consisting primarily of advertising related credits. The Company records advertising related credits with customers as a reduction to revenue as no identifiable benefit is received in exchange for credits claimed by the customer.

Concentration of Credit Risk

- Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits at financial institutions. At various times during the year, the Company may exceed the federally insured limits. To mitigate this risk, the Company places its cash deposits only with high credit quality institutions. Management believes the risk of loss is minimal. At September 30, 2015 and 2014 the Company did not have any uninsured cash deposits.

Customer Concentration

During the three months ended September 30, 2015, one customer, accounted for approximately 16% of revenues. During the three months ended September 30, 2014, one customer, GNC, accounted for approximately 88% of revenues.

Impairment of Long-lived Assets

- The Company accounts for long-lived assets in accordance with the provisions of FASB Topic 360, Accounting for the Impairment of Long-Lived Assets. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Fair values are determined based on quoted market value, discounted cash flows or internal and external appraisals, as applicable.

Recent Accounting Pronouncements

- In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), which provides guidance for revenue recognition. ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets and supersedes the revenue recognition requirements in Topic 605, "Revenue Recognition," and most industry-specific guidance. This ASU also supersedes some cost guidance included in Subtopic 605-35, "Revenue Recognition- Construction-Type and Production-Type Contracts." ASU 2014-09's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under today's guidance, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for the Company beginning January 1, 2017 and, at that time, the Company may adopt the new standard under the full retrospective approach or the modified retrospective approach. Early adoption is not permitted. The Company has not yet selected a transition method nor has determined the effect of ASU 2014-09 on its ongoing financial reporting.

- In August 2014, the FASB issued ASU No. 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15"). ASU 2014-15 will explicitly require management to assess an entity's ability to continue as a going concern, and to provide related footnote disclosure in certain circumstances. The new standard will be effective for all entities in the first annual period ending after December 15, 2016. Earlier adoption is permitted. The Company is currently evaluating the impact of the adoption of ASU 2014-15.

3. Going Concern

- The Company's financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is new and has limited operating history and relatively few sales, no certainty of continuation can be stated.

- Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in the raising of capital from additional debt and equity financing. However, the Company’s ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations.

4. Accounts receivable

- The Company’s accounts receivable arise primarily from the sale of the Company’s snack products. On a periodic basis, the Company evaluates each customer account and based on the days outstanding of the receivable, history of past write-offs, collections, and current credit conditions, writes off accounts it considers uncollectible. With most of our retail and distribution partners, invoices will typically be due in 30 or 45 days. To date, the Company’s largest customer has been GNC. The terms it has established with GNC is “pay on scan”. Each week, GNC issues payment to the Company based on the volume of inventory sold. As such, its receivables with GNC are not due on a specific date, but rather tied to product sales volume The Company does not accrue interest on past due accounts and the Company does not require collateral. Accounts become past due on an account-by-account basis. Determination that an account is uncollectible is made after all reasonable collection efforts have been exhausted. The Company has also provided certain sales allowances of $13,446 as of September 30, 2015.

5. Inventories

- Inventory consists of the following at September 30th and June 30th 2015,

	September 30, 2015	June 30, 2015
Finished Goods	$ 17,878	$ 35,273
Packaging	-	11,662
TOTAL	$ 17,878	$ 46,936

Inventories are stated at the lower of cost or market. The company periodically reviews the value of items in inventory and provides write-downs or write-offs of inventory based on its assessment of market conditions and the products relative shelf life. Write-downs and write-offs are charged to loss on inventory write down.

6. Other Current Liabilities

- Other current liabilities consist of the following September 30th and June 30th 2015,

	September 30, 2015	June 30, 2015
Accrued consulting fees – related party	$ 54,000	$ 36,000
TOTAL	54,000	36,000

7. Short and long term Borrowings

On November 24, 2010, the Company entered into a Small Business Working Capital Loan with a well-established Bank. The loan is personally guaranteed by the Company's Chief Executive Officer, which is further guaranteed for 90% by the United States Small Business Administration (SBA).

The term of the loan is seven years until full amortization and currently carries an 8% interest rate, which is based upon Wall Street Journal ("WSJ") Prime 3.75 % Plus 4.75% and is adjusted quarterly. Monthly principal payments are required during this 84 month period.

	September 30, 2015	June 30, 2015
Bank loan	$ 9,603	$ 10,176
Total borrowings	9,603	10,176
Less: current portion	(4,055)	(4,007)
Long term debt	$ 5,548	$ 6,169

Interest expense for the three months ended September 30, 2015 and 2014, totaled $313 and $285, respectively.

8. Capital Stock Activity

- On October 16, 2013, the NightFood, Inc. became a wholly-owned subsidiary of NightFood Holdings, Inc. accordingly, the stockholders' equity has been revised to reflect the share exchange on a retroactive basis.

- The Company is authorized to issue One Hundred Million (100,000,000) shares of $0.001 par value per share Common Stock. Holders of Common Stock are each entitled to cast one vote for each Share held of record on all matters presented to shareholders. Cumulative voting is not allowed; hence, the holders of a majority of the outstanding Common Stock can elect all directors. Holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefore and, in the event of liquidation, to share pro-rata in any distribution of the Company's assets after payment of liabilities. The Board of Directors is not obligated to declare a dividend and it is not anticipated that dividends will be paid unless and until the Company is profitable. Holders of Common Stock do not have pre-emptive rights to subscribe to additional shares if issued by the Company. There are no conversion, redemption, sinking fund or similar provisions regarding the Common Stock. All of the outstanding Shares of Common Stock are fully paid and non-assessable and all of the Shares of Common Stock offered thereby will be, upon issuance, fully paid and non-assessable. Holders of Shares of Common Stock will have full rights to vote on all matters brought before shareholders for their approval, subject to preferential rights of holders of any series of Preferred Stock. Holders of the Common Stock will be entitled to receive dividends, if and as declared by the Board of Directors, out of funds legally available, and share pro-rata in any distributions to holders of Common Stock upon liquidation. The holders of Common Stock will have no conversion, pre-emptive or other subscription rights. Upon any liquidation, dissolution or winding-up of the Company, assets, after the payment of debts and liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding, will be distributed pro-rata to the holders of the common stock. The holders of the common stock have no right to require the Company to redeem or purchase their shares. Holders of shares of common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in that event, the holders of the remaining shares will not be able to elect any of our directors.

- The Company has 26,812,588 and 26,588,588 shares of its $0.001 par value common stock issued and outstanding as of September 30, 2015 and June 30, 2015 respectively.

- During the three months ended September 30, 2015 the Company issued 224,000 shares of common stock for cash proceeds of $56,000.

Dividends

- The Company has never issued dividends.

Warrants

- The Company has never issued any warrants.

Options

- The Company has never issued options.

9. Advances by Affiliates

- The Company received cash from Mr. Folkson, the Company's Chief Executive Officer and related party, $0 and $15,000 during the three months ended September 30, 2015 and 2014, respectively, to supplement the Company's working capital these short term advances have all been repaid.

- On May 27, 2015, Mr. Folkson converted the outstanding note payable of $134,517 into the 538,068 shares of the company's $0.001 par value common stock.

- The amounts previously included in short term borrowings – related party of $0 and 134,517 in 2015 and 2014, respectively had represented a Note Payable which was to be repayable upon Mr. Folkson providing the Borrower with written notice of demand, according to certain terms. However Mr. Folkson was not permitted to demand repayment of the Note until the Company was profitable, and in a positive cash flow position. At that time, Mr. Folkson would have been allowed to demand repayment. The Company had agreed to make payments equal to 10% of the monthly positive cash flow of the Company until balance would have been paid in full. Subsequently, on May 27, 2015, Mr. Folkson converted his note into shares of the company's stock.

- Included in short-term borrowings - related party is $5,000 which is a short term advance to the company which was repaid on October 28, 2015.

- During the third quarter 2015, Mr. Folkson began accruing a consulting fee of $6,000 per month which the aggregate of $18,000 is reflected in professional fees for the three months ended September 30, 2015 and reflected in the accrued expenses – related party with a balance of $54,000.

- Imputed interest expense accrued on the converted note payable to Mr. Folkson totaled $0 and $2,750 for the three months ended September 30, 2015 and 2014, respectively.

10. Subsequent Events

- The Company received proceeds of $100,000 through the sale of 400,000 shares of its common stock.

- On October 28, 2015, the Company repaid $5,000 in short term advances to Sean Folkson

- Management of the Company has assessed all significant subsequent events through the date upon which the financial statements first became available for public release.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD LOOKING STATEMENT INFORMATION

Certain statements made in this Quarterly Report on Form 10-Q involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts, and use words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “may,” “should,” “plan,” “project,” “will” and other words of similar meaning. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions, technological developments related to business support services and outsourced business processes, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control.

Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Quarterly Report on Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein particularly in view of the current state of our operations, the inclusion of such information should not be regarded as a statement by us or any other person that our objectives and plans will be achieved. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, the factors set forth under the headings “Business” and “Risk Factors” within our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, as well as the other information set forth herein.

OVERVIEW

We are a snack development, marketing and distribution company relying on our unique product, unique product positioning, and our marketing expertise to develop and market nutritional/snack foods that are appropriate for evening snacking. Our first product is the NightFood nutrition bar, currently available in two flavors (Cookies n’ Dreams, and Midnight Chocolate Crunch).

DEVELOPMENT PLANS

NightFood bars are currently available in approximately 1,300 GNC locations throughout the United States. In addition, our products are available in several hundred stores in the New York and Philadelphia Metropolitan areas, such as C-Town, Met Food, and Key Food supermarkets, gourmet delis such as the Old Nelson Food Company, 7-Eleven stores, and many other independent supermarkets, delis, bodegas, and convenience stores.

The Company, through its network of brokers, has secured, and continues to secure, pre-commitments from retailers in the eastern portion of the country as we work towards establishing distribution relationships with one or more major national distributors. We believe that establishing such a relationship would greatly accelerate our ability to roll out into mainstream retail, making NightFood products more easily accessible and available to our target consumers.

Continued implementation of our business plan is dependent on our ability to raise additional capital to invest in marketing, product inventory, and operations to support the expanded distribution and new sales outlets.

INFLATION

Inflation can be expected to have an impact on our operating costs. A prolonged period of inflation could cause a general economic downturn and negatively impact our results. However, the effect of inflation has been minimal over the past three years.

SEASONALITY

We do not believe that our business will be seasonal to any material degree.

RESULTS OF OPERATIONS FOR THE QUARTERLY PERIODS ENDED SEPTEMBER 30, 2015 AND SEPTEMBER 30, 2014.

For the three months ended September 30, 2015, we had revenues of $21,493, and incurred a net loss of $136,446. These losses were largely attributable to expenses charged for promotion we have not yet received, as well as expenses related to exploration of our brand identity, conceptualization and design of new packaging.

For the three months ended September 30, 2014, we had revenues of $31,903, and incurred a net loss of $59,362.

For the current reporting quarter, the three months ended September 30, 2015, our largest customer was Abraham Natural Foods with a purchase order of approximately $6,500, while well over 50% of our revenues were through direct to consumer sales, and consumer purchases through the Amazon.com "Fulfilled By Amazon" program.

Revenue

Our revenue for the three month period ended September 30, 2015 was $21,493 compared to $31,903 for the three month period ended September 30, 2014. For the three month period ending September 30, 2014, approximately 87% of our revenue came from a single purchase order from GNC for their initial rollout.

For the current reporting quarter, the three months ended September 30, 2015, our largest customer was Abraham Natural Foods with a purchase order of approximately $6,500, while well over 50% of our revenues were through direct to consumer sales, and consumer purchases through the Amazon.com "Fulfilled By Amazon" program.

Inventory

As of September 30, 2015, we had approximately $17,878 worth of product in inventory, compared to $46,936 worth of product in inventory as of June 30, 2015. In conjunction with the new branding and packaging currently in development, the Company made the decision to dispose of its old product packaging inventory resulting in a charge to cost of goods sold of $11,662.

Operating Expenses

Operating expenses increased by $69,396 for the three month period ended September 30, 2015, from $88,229 for the three month period ended September 30, 2014. The increase was primarily due to expenses charged for planned promotion we expect to receive in the first half of 2016 as well as expenses related to exploration of our brand identity, conceptualization and design of new packaging.

Customers

For the three month period ending September 30, 2015, approximately 16% of our revenue was derived from a purchase order from Abraham Natural Foods. The balance of revenues were comprised of direct to consumer sales, sales through Amazon.com, and wholesale sales to BuluBox, Puritan's Pride, and Drugstore.com/Walgreens.com. The loss of any of our important customers could have a material adverse effect on our sales.

LIQUIDITY AND CAPITAL RESOURCES

As of Sept 30, 2015, we had cash on hand of $53,537, and inventory value of $17,878. During the quarter ended September 30, 2015, we successfully raised $56,000 through the private sale of our common stock. These proceeds were used largely to fund distribution related activities, as well as our new branding and packaging.

Subsequent to September 30, 2015, we raised an additional $100,000 through sales of our common stock. The Company has limited available cash resources and we do not believe our cash on hand will be adequate to satisfy our ongoing working capital needs. The Company is continuing to raise capital through private placement of our common stock to finance the Company's operations, of which it can give no assurance of success. However, we believe that our current capitalization structure, combined with the continued expansion in distribution, will enable us to achieve successful financings to continue our growth.

Because the business is new and has limited operating history and relatively few sales, no certainty of continuation can be stated. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in the raising of capital from additional debt and equity financing. However, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations.

Even if the Company is successful in raising additional funds, the Company cannot give any assurance that it will, in the future, be able to achieve a level of profitability from the sale of its products to sustain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on recoverability and reclassification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Since our inception, we have sustained operating losses. During the three months ended September 30, 2015, we incurred a net loss of $136,446 and had a total stockholders' deficit of $126,234 at September 30, 2015.

During the three months ended September 30, 2015, net cash used in operating activities was $68,015 compared to $70,628 for the three months ended September 30, 2014.

During the three months ended September 30, 2015, net cash aggregating $55,427 was provided by financing activities, which represents $56,000 in net proceeds from private sales of our common stock, offset by required principal payments of $573 of our bank loan.

From our inception in January 2010 through September 30, 2015, we have generated an accumulated deficit of approximately $1,875,654. Assuming we raise additional funds and continue operations, we expect to incur additional operating losses during the remainder of fiscal 2016 and possibly thereafter. We plan to continue to pay or satisfy existing obligation and commitments and finance our operations, as we have in the past, primarily through the sale of our securities and other forms of external financing until such time that we are able to generate sufficient funds from the sale of our products to finance our operations, of which we can give no assurance.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, we evaluate past judgments and our estimates, including those related to allowance for doubtful, allowance for inventory write-downs and write offs, deferred income taxes, provision for contractual obligations and our ability to continue as a going concern. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Note 2 to the consolidated financial statements, presented in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, describe the significant accounting estimates and policies used in preparation of our consolidated financial statements. There were no significant changes in our critical accounting estimates during the three months ended September 30, 2015.

OFF BALANCE SHEET ARRANGEMENTS

None

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

No report required.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Disclosure and control procedures are also designed to ensure that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosures.

We carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2015. In designing and evaluating the disclosure controls and procedures, management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, management is required to apply its reasonable judgment. Based on the evaluation described above, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report because we did not document our Sarbanes-Oxley Act Section 404 internal controls and procedures.

As funds become available to us, we expect to implement additional measures to improve disclosure controls and procedures such as implementing and documenting our internal controls procedures.

Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Limitations on the Effectiveness of Controls

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The Company's management, including its Principal Executive Officer and its Principal Financial Officer, do not expect that the Company's disclosure controls will prevent or detect all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are not engaged in any litigation at the present time, and management is unaware of any claims or complaints that could result in future litigation. Management will seek to minimize disputes with its customers but recognizes the inevitability of legal action in today's business environment as an unfortunate price of conducting business.

ITEM 1A. RISK FACTORS.

Not required for smaller reporting companies.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

During the quarter ended September 30, 2015, we sold an aggregate of 224,000 shares of common stock at $0.25 per share to 5 investors in a private offering under Regulation D. Each investor indicated their investment intent and the certificates, when issued, will bear an appropriate legend reflecting their lack of registration under the Securities Act of 1933, as amended. The proceeds of this sale will be used as working capital to help fund distribution efforts.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit	Exhibit Description
31.1	Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer
32.1	Section 1350 certification of Chief Executive Officer

NOTE In accordance with Regulation S-T, the XBRL-related information on Exhibit No. 101 to this Quarterly Report on Form 10-Q shall be deemed "furnished" herewith and not "filed."

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	NightFood Holdings, Inc.
November 12, 2015	By: /s/ Sean Folkson Sean Folkson, Chief Executive Officer (Principal Executive, Financial and Accounting Officer)

Exhibit 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Sean Folkson, certify that:

1. I have reviewed this Form 10-Q of NightFood Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 12, 2015

By: /s/ Sean Folkson
Sean Folkson
Chief Executive Officer (Principal Executive, Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Quarterly Report on Form 10-Q of NightFood Holdings, Inc. for the quarter ended September 30, 2015, I, Sean Folkson, Chief Executive Officer of NightFood Holdings, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2015, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2015, fairly presents, in all material respects, the financial condition and results of operations of NightFood Holdings, Inc.

November 12, 2015

By: /s/ Sean Folkson,
Sean Folkson
Chief Executive Officer
(Principal Executive, Financial and Accounting Officer)