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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 21, 2016**

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

Nevada
(State or other jurisdiction
of incorporation)

333-193347
(Commission File Number)

46-3885019
(IRS Employer
Identification No.)

**500 White Plains Road – Suite 520, Tarrytown,
New York**
(Address of principal executive offices)

10591
(Zip Code)

888-888-6444
Registrant's telephone number, including area code

NA
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On November 21, 2016, the Company issued a press release regarding the initiation of a tier-change from OTC Pink to OTC QB.

Item 9.01 Financial Statements and Exhibits

Financial Information

None

Exhibits:

99.1 Press Release, dated November 21, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NIGHTFOOD HOLDINGS, INC.

November 22, 2016

By: /s/ Sean Folkson
Sean Folkson
Chief Executive Officer

NightFood® Initiates Uplisting to OTCQB

TARRYTOWN, NY, November 21, 2016 (MARKETWIRED) -- NightFood Holdings, Inc. (OTC: NGTF), a fully reporting “better-for-you” snack company, today announced that it has begun the application process for an up-list of its common stock to the OTCQB® Venture Marketplace.

Unlike the OTC PINK, the OTCQB is considered by the Securities and Exchange Commission (SEC) to be an "established public market" for the purpose of determining the public market price when registering securities for resale with the SEC.

Because the OTCQB increases transparency, reporting standards, management certification and compliance requirements, this can result in greater liquidity and awareness for companies that reach the OTCQB tier.

“Evaluating our current opportunities, we think now is the right time to begin this process,” stated NightFood CEO Sean Folkson. “It’s widely accepted that moving off of the ‘pinks’, and trading on the QB, can contribute to greater trading liquidity, broader awareness and acceptance among broker dealers, and result in an expansion of our shareholder base, enhancing shareholder value.”

"Our focus is on building solid and profitable core businesses and brands that will deliver long-term shareholder value. We believe this uplisting will enhance investor accessibility, and serve as a stepping stone to possible future uplisting on the NASDAQ or NYSE as we continue on our path," continued Mr. Folkson.

About Nightfood:

NightFood (OTC: NGTF), “The Nighttime Snack Company”, is a snack food company dedicated to providing consumers delicious, better-for-you choices for evening snacking. NightFood is the first company to create products to address the unique nutritional needs consumers have at night. NightFood creates, manufactures, and distributes products to help consumers satisfy nighttime cravings in a better, healthier, more sleep friendly way. For more information, visit www.nightfood.com.

Forward Looking Statements:

This current press release contains "forward-looking statements," as that term is defined in Section 27A of the United States Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements in this press release which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to, any products sold or cash flow from operations.

Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the inherent uncertainties associated with distribution and difficulties associated with obtaining financing on acceptable terms. These forward-looking statements are made as of the date of this news release, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Although we believe that the beliefs, plans, expectations and intentions contained in this press release are reasonable, there can be no assurance that such beliefs, plans, expectations or intentions will prove to be accurate. Investors should consult all of the information set forth herein and should also refer to the risk factors disclosure outlined in our most recent annual report for our last fiscal year, our quarterly reports, and other periodic reports filed from time-to-time with the Securities and Exchange Commission.

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