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**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): March 14, 2019

**Nightfood Holdings, Inc.**

Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction  
of incorporation)

000-55406

(Commission File Number)

46-3885019

(IRS Employer  
Identification No.)

520 White Plains Road – Suite 500, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.02 Unregistered Sales of Equity Securities.**

As a result of conversion of convertible promissory notes in accordance with their terms from February 22, 2019 to March 14, 2019, along with stock issuances related to ongoing consulting agreements, new consulting agreements, and the issuance of shares in conjunction with the exercise of an investment option by an equity investor, the registrant's outstanding shares of common stock has increased from the 49,807,555 shares reported in its Quarterly Report on Form 10-Q for the period ended December 31, 2018 to 52,933,793 shares today. The issuance of such shares was exempt from registration by reason of Section 4(a)(2) of the Securities Act of 1933, as amended (the "33 Act"), as transactions by an issuer not involving a public offering. The resale of the shares issued pursuant to these conversions is exempt from registration pursuant to Rule 144 under the 33 Act.

**Item 9.01 Financial Statements and Exhibits****Financial Information**

**None**

**Exhibits:**

**None**

**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.**

March 18, 2019

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