



June 11, 2021

VIA EDGAR

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Request for Acceleration of Effectiveness of Registration Statement on Form S-1 (File No. 333-256548) of Nightfood Holdings, Inc. (the "Registrant")

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, the Registrant hereby requests that the effectiveness of the above-captioned Registration Statement (the "Registration Statement") be accelerated so that such Registration Statement will become effective on Monday, June 14, 2021, at 4:30 p.m., Eastern Time, or as soon thereafter as practicable.

The Registrant acknowledges that (i) should the Securities and Exchange Commission (the "Commission") or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing, (ii) the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosure in the filing and (iii) the Registrant may not assert the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please call the undersigned at (888) 888-6444 with any questions regarding this matter.

Very truly yours,

NIGHTFOOD HOLDINGS, INC.

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

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