

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 2, 2022

NIGHTFOOD HOLDINGS, INC.  
(Exact Name of Registrant as Specified in Charter)

Nevada

000-55406

46-3885019

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

520 White Plains Road – Suite 500  
Tarrytown, New York 10591  
(Address of Principal Executive Offices) (Zip Code)

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

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Not applicable	Not applicable	Not applicable

**Item 7.01 Regulation FD Disclosure.**

On March 2, 2022, Nightfood Holdings, Inc. (the "Company") issued a press release, announcing that on its previously-scheduled investor update call on March 1, 2022, it announced that the Company received an updated timeline regarding its anticipated launch into national hotel distribution. The hotel chain which tested Company ice cream products in their hotel lobby shops in 2021 is expected to be the first to introduce the products into national distribution. This chain has over 500 American locations and is part of a global hotel brand that has several thousand properties in the United States.

The press release, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K, is incorporated herein by reference. The information in this Item 7.01 (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in this Item 7.01 (including Exhibit 99.1).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
99.1	<a href="#">Press Release</a>

**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 thereunto duly authorized.

Date: March 2, 2022

**NIGHTFOOD HOLDINGS, INC.**

By: /s/ Sean Folkson

Name: Sean Folkson

Title: Chief Executive Officer

## Nightfood Provides Update on Hotel Launch Timeline of Sleep-Friendly Snacks

**Tarrytown, NY, March 2, 2022 – Nightfood, Inc. (OTCQB: NGTF)**, the sleep-friendly nighttime snack company addressing America’s \$50 billion nighttime snacking problem, announced yesterday on a previously-scheduled investor update call that it has received an updated timeline regarding its anticipated launch into national hotel distribution.

The hotel chain which tested Nightfood in their hotel lobby shops in 2021 is expected to be the first to introduce Nightfood into national distribution. This chain has over 500 American locations and is part of a global hotel brand that has several thousand properties in the United States.

The Company received confirmation on Friday, February 25, 2022 that initial purchase orders for the national hotel launch of Nightfood ice cream pints will be placed this month, and could come as early as this week or next. In light of the fact that launch timelines previously presented to the Company have been pushed back multiple times in recent quarters, Management notes that additional delays remain possible.

Due to signed confidentiality agreements, Management is not at liberty at this time to disclose the identity of the first chain planning to launch Nightfood, or of the international hospitality company group purchasing (“GPO”) organization with which the Company recently entered into an agreement which went into effect yesterday, March 1, 2022.

“We’re thrilled to have a signed agreement with our new GPO partner as Nightfood prepares to roll into our first national hotel distribution,” commented Nightfood CEO Sean Folkson. “They service thousands of hotels across the country, representing virtually all the major brands and banners. With their support, influence, and insights, our hope is that Nightfood sleep-friendly snacks will soon become a fixture in hotel lobby shops from coast to coast.”

The two Nightfood flavors expected to be available soon in hotel lobby shops are Cookies n’ Dreams and Midnight Chocolate. Should purchase orders be received by the Company on the current timeline, it is expected Nightfood ice cream pints would begin appearing in hotel freezers in April, 2022.

### About Nightfood

Nightfood is pioneering the nighttime snack category.

Over 80% of Americans snack regularly at night, resulting in an estimated 700 million nighttime snack occasions weekly, and an annual spend on night snacks of over \$50 billion. The most popular choices are ice cream, cookies, chips, and candy. Recent research confirms such snacks, in addition to being generally unhealthy, can impair sleep, partly due to excess fat and sugar consumed before bed.

Nightfood’s sleep-friendly snacks are formulated by sleep and nutrition experts to contain less of those sleep-disruptive ingredients, along with a focus on ingredients and nutrients that research suggests can support nighttime relaxation and better sleep quality.

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Questions can be directed to [investors@Nightfood.com](mailto:investors@Nightfood.com)

Management also encourages Nightfood shareholders to connect with the Company via these methods:

**E-mail:** By signing up at [ir.nightfood.com](http://ir.nightfood.com), investors can receive updates of filings and news releases in their inbox.

**Telegram:** There is now a live, interactive Telegram group which interested parties can join to reach team members and discuss Nightfood. Ask questions, learn more about the company and discuss future prospects. Join the Telegram Group Here: <https://t.me/NightfoodHoldings>

### Forward Looking Statements:

This current press release contains “forward-looking statements. Statements in this press release which are not purely historical (including, but not limited to statements that contain words such as “will,” “believes,” “plans,” “anticipates,” “expects” and “estimates”) are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to, sales projections, potential customers, 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, (a) the inherent uncertainties associated with distribution of our products, (b) the market acceptance of our products at all levels of distribution and sale, including retail purchasers, wholesalers and hotel chains, (c) the success and commitment of our distribution partners to access distribution channels and successfully engage with sellers of our products, including hotel chains, and our success in obtaining purchase orders from hotel chains, supermarkets and others, (d) competition from existing and new companies and products and (e) 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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