

**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 15, 2022

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

Nevada
(State or Other Jurisdiction
of Incorporation)

000-55406
(Commission File Number)

46-3885019
(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 among other things that iDEAL Hospitality Partners will be exhibiting and promoting Nightfood snacks at the Asian American Hotel Owners Association (AAHOA) 2022 conference and trade show in Baltimore from April 12 – April 15, 2022.

The foregoing summary of the press release does not purport to be complete and is qualified in its entirety by reference to the full text of the press release. 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	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 15, 2022

NIGHTFOOD HOLDINGS, INC.

By: /s/ Sean Folkson

Name: Sean Folkson

Title: Chief Executive Officer

iDEAL Hospitality Partners to Showcase Nightfood at Major Hotel Industry Trade Show

Sleep-Friendly Snacks to be Introduced to Thousands of Hotel Owners at Asian American Hotel Owners Association Conference

Tarrytown, NY, March xx, 2022 – Nightfood Holdings, Inc. (OTCQB: NGTF), the sleep-friendly snack company addressing the \$50 billion Americans spend annually on nighttime snacks, announced today that iDEAL Hospitality Partners will be exhibiting and promoting Nightfood snacks at the Asian American Hotel Owners Association (AAHOA) 2022 conference and trade show in Baltimore from April 12 – April 15, 2022.

The Asian American Hotel Owners Association is the largest hotel owner’s association in the nation and its 20,000 members own approximately 60 percent of the hotels in the United States. The association’s annual show welcomed more than 6,000 attendees in 2021.

Nightfood is focusing distribution efforts on the hotel vertical, where the top 5 hotel brands account for over 26,000 properties among the 56,000 total hotels in the United States, according to the American Hotel & Lodging Association.

On the heels of a successful retail pilot test by a leading global hotel brand in 2021, Nightfood expects its sleep-friendly positioning and formulations will serve as a unique and powerful competitive advantage in the hotel lobby shop environment over conventional snacks. The hotel brand that conducted the test has initiated the process to launch Nightfood ice cream pints into one of its largest chains, with more than 500 locations in the United States.

“We believe hotel lobby shop distribution offers Nightfood a clear path to rapid growth and profitability,” commented Nightfood founder and CEO Sean Folkson. “We have now established relationships with our first global hotel brand, a leading hospitality-industry group purchasing organization, and the largest snack distributor in the hospitality vertical. With an anticipated increase in awareness through AAHOACON, we believe the pieces are in place for significant growth in 2022.”

Recognizing that hotels have an inherent obligation to help support better sleep for their guests, Nightfood engaged iDEAL Hospitality Partners to accelerate its hotel rollout. Once Nightfood’s initial hotel distribution is in place, further growth is expected to come both from corporate-level deals with additional hotel chains as well as decisions made at the local level by individual hotel owners and hotel management companies.

“My team and I have already had conversations with dozens of hotel management companies representing well over 1,000 hotels that have told us they intend to add Nightfood to their assortment as soon as it’s in distribution,” stated Jill Rigsbee, iDEAL CEO. “Likewise, we’re expecting great results from AAHOACON22. Our goal is distribution secured for Nightfood in 7,500 hotels within nine months of initial launch.”

Nightfood’s initial purchase orders into national hotel distribution are expected to be received this month. The Company’s future plans for Nightfood include sleep-friendly versions of all the most popular nighttime snack choices, including cookies, chips, candy, and single-serve ice cream novelties.

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.

Questions can be directed to investors@Nightfood.com. Interested parties can also sign up for investor updates at ir.nightfood.com

About iDEAL Hospitality Partners Group

iDEAL Hospitality Partners Group, based in Wake Forest, North Carolina, provides outsourced marketing and business development services for companies eager to grow sales in the hospitality sector. The iDEAL team knows the key decision makers and stakeholders that consider and purchase products for all areas of a hotel or resort. Through long-standing relationships with hotel owners and management companies, the iDEAL team presents client’s innovative and unique products and services for the lodging industry to hotels and resorts throughout North and Central America and in the Caribbean.

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, supermarkets and 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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