

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): April 6, 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 April 6, 2022, Nightfood Holdings, Inc. (the "Company") issued a press release, announcing that Nightfood ice cream pints were scheduled to be featured for sale on QVC<sup>®</sup> on April 6, 2022 between 3pm and 4pm eastern time.

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	<a href="#">Press Release</a>
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: April 6, 2022

**NIGHTFOOD HOLDINGS, INC.**

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

**Nightfood Ice Cream to be Featured on vCommerce Leader QVC**  
*Sample Bundle Flavors Debut on Wednesday, April 6<sup>th</sup>*

**Tarrytown, NY, April 6, 2022 – Nightfood Holdings, Inc. (OTCQB: NGTF)**, the nighttime snack company announced today that Nightfood ice cream will make its debut on QVC®, a world leader in video commerce (vCommerce), on Wednesday, April 6th in the hour between 3 and 4 PM eastern. Nightfood founder and CEO Sean Folkson will make his first appearance on QVC to introduce Nightfood snacks.

Nightfood ice cream is formulated for nighttime snacking, with protein, prebiotic fiber, calcium, magnesium, zinc, and vitamin B6. With its creamy texture, great taste, and nutritional profile, Nightfood has thousands of online reviews, averaging well over four stars on Social Nature.

“This is such an exciting opportunity for us to bring the Nightfood story directly to millions of QVC customers,” commented Folkson. “Nighttime cravings can be such a challenge. We’re thankful to be able to leverage QVC’s many digital platforms to let people know that there’s a better way to snack when those cravings hit.”

Available for purchase on any of the QVC platforms and apps is the eight-pint Nightfood sample bundle, including four of the most popular Nightfood flavors: Midnight Chocolate, Cookies n’ Dreams, Cherry Eclipse, and Cold Brew Decaf.

**About Nightfood**

Nightfood is pioneering the nighttime snack category.

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

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

**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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