

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): December 10, 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 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement**

As previously disclosed by Nightfood Holdings, Inc. (the "Company"), on December 10, 2021, the Company entered into that (a) Securities Purchase Agreement, dated as of December 10, 2021, as amended (the "Securities Purchase Agreement"), with Puritan Partners LLC, a New York limited liability company ("Puritan Partners"), and Verition Multi-Strategy Master Fund Ltd. ("Verition," and collectively with Puritan Partners, the "Purchasers") and (b) the Notes (as defined in the Securities Purchase Agreement, and as amended).

Pursuant to the applicable Note, among other things, the Company is required to pay to the Purchasers on December 10, 2022 (the "Maturity Date") all remaining principal and accrued and unpaid interest on the Maturity Date (the "Owed Amount") and the failure to so pay the Owed Amount on the Maturity Date is an event of default. The Owed Amount was not paid by the Company in accordance with the terms of the Notes.

The Company has received a term sheet for additional capital from another lender and is working with that lender and the Purchasers to fulfill payment obligations in conjunction with the Securities Purchase Agreement.

On December 15, 2022, the Purchasers agreed to a two week grace period, through December 29, 2022, to allow additional time for necessary modification and restructuring of the Notes and to allow the Company to make any required payments.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
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: December 15, 2022

**NIGHTFOOD HOLDINGS, INC.**

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

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