

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): May 17, 2023

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 May 17, 2023, Nightfood Holdings, Inc. (the "Company" or "Nightfood") issued a press release to announce that the results of a survey assessing the attitudes of frequent travelers towards hotel snack shop product selection were published by HOTELS Magazine.

The survey was conducted by third-party research platform Centiment on behalf of Nightfood and HOTELS Magazine. A total of 1,039 recent business travelers participated, and over 80% of respondents belong to at least one major hotel loyalty program such as Choice Privileges, Hilton Honors, Marriot Bonvoy, and Wyndham Rewards.

The findings indicated that the majority of travelers are disappointed with the snack assortment in hotel lobby shops, that 92% want more healthy options, and that 85% of respondents indicated they would buy more snacks from hotel lobby shops if more better-for-you options were available.

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 and 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 Item 7.01 and Exhibit 99.1 will not be deemed an admission as to the materiality of any information herein (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: May 18, 2023

NIGHTFOOD HOLDINGS, INC.

By: /s/ Sean Folkson

Name: Sean Folkson

Title: Chief Executive Officer

**Hotel Lobby Shop Snack Assortments Impact Hotel
Brand Image, Travelers Want Healthier Options
According to Nightfood Independent Survey**

Survey reveals travelers snack selection in hotel lobby markets disappoints travelers. 92% agree healthier options are needed.

Tarrytown, NY, May 14, 2023 – Nightfood Holdings, Inc. (OTCQB: NGTF), the company pioneering the sleep-friendly nighttime snack category, announced that HOTELS Magazine reported on the results of consumer research assessing attitudes of frequent travelers towards hotel snack shop product selection.

The survey indicated that hotel marketplace snack assortments influence how travelers perceive hotel brands. Unfortunately, the majority of guests are disappointed by current hotel snack selections, with an overwhelming 92% agreeing that hotels should have more healthy and better-for-you options for guests.

When asked to characterize the typical snack assortment in hotel lobby shops 73% of participants characterized them as either “unhealthy” or “very unhealthy” and 85% of travelers agreed that they would buy more snacks from hotel lobby shops if more better-for-you options were available.

A total of 1,039 recent business travelers participated, and over 80% of respondents belong to at least one major hotel loyalty program such as Choice Privileges, Hilton Honors, Marriot Bonvoy, and Wyndham Rewards. The survey was conducted by third-party research platform Centiment on behalf of Nightfood and HOTELS Magazine.

Traveler dissatisfaction in snack shop selections can damage a guests’ perception of a hotel brand. 77% of travelers said the selection of lobby shop snacks either somewhat influences (52%) or strongly influences (25%) their perception of a hotel chain.

When exploring specifically what might influence purchase decisions, 81% of respondents indicated more healthy snacks such as yogurt and fruit would either very much influence or somewhat influence them to buy snacks in their hotel. 77% said availability of additional “better-for-you” versions of traditionally indulgent snacks would do the trick, and 71% specifically identified snacks formulated to support better sleep would influence their decision to buy.

“I’m not surprised that the majority of travelers are dissatisfied with the snack selection currently in hotel lobby shops because I hear it frequently,” commented Nightfood CEO Sean Folkson. “The research indicates that, even if they don’t choose a healthier option on any given night, guests will reward hotels that make those healthier options available.”

Folkson continued, “Hotel brand leaders have the opportunity to protect and bolster their brand image by curating more of the better-for-you options valued by modern travelers. Hotel brands have invested so much to help ensure a good night’s sleep for their guests. Unfortunately, most of the snacks in hotel pantries can impair sleep quality. This can undermine the hotel’s goal of supporting quality sleep and also leave guests disappointed with their experience and the hotel chain. In an industry where every little detail matters, this is something important that hotels can easily address. Nightfood, with its sleep-friendly nutritional profile, is the optimal better-for-you choice in the hotel setting, sending a loud and clear signal to guests that their hotel is focused on supporting them at every touchpoint.”

The HOTELS Magazine online feature can be read in its entirety here.

About Nightfood

Nightfood is pioneering the category of sleep-friendly nighttime snacks.

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, sugar, and calories 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.

The brand is focused on establishing widespread national distribution of Nightfood ice cream, cookies, and other snack formats in the high-margin hotel vertical.

In March, 2023, Nightfood announced Sonesta International Hotels Corporation, the 8th largest hotel company in the United States, launched Nightfood ice cream into multiple Sonesta chains. Also in March, the Company announced its status as a Qualified Vendor of Choice Hotels, one of the world’s largest lodging franchisors.

Nightfood ice cream pints can be found in select locations of chains such as Sonesta, Courtyard by Marriott, Holiday Inn Express, Springhill Suites, Hyatt Place, Fairfield Inn & Suites and many more.

Hotels are increasingly focused on supporting guest wellness, and one way to do that is by offering healthier and sleep-friendly snacks in their grab-and-go lobby shops.

With an estimated 56,000 hotels across the United States, expanding distribution into a significant number of those hotels is expected to lead to profitability, consumer adoption of the nighttime snack category, and a strategically defensible position from which category leadership can be maintained.

Questions can be directed to investors@Nightfood.com

By signing up at 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, hotel chains and possibly airlines, (c) the success and commitment of our distribution partners to access distribution channels and successfully engage with sellers of our products, including, supermarkets, hotel chains and possibly airlines, 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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