

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): September 12, 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 September 12, 2023, Nightfood Holdings, Inc. (the "Company" or "Nightfood") issued a press release to announce that Nightfood sleep-friendly snacks would be coming soon to select Best Western branded hotels 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 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	<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: September 12, 2023

**NIGHTFOOD HOLDINGS, INC.**

By: /s/ Sean Folkson

Name: Sean Folkson

Title: Chief Executive Officer

## Nightfood Sleep-Friendly Snacks Coming Soon to Select BWH<sup>SM</sup> Hotels Properties in the U.S.

**Tarrytown, NY, September 12, 2023** – Nightfood, Inc. (OTCQB: NGTF), the company pioneering the sleep-friendly nighttime snack category, announced today that its products will soon be available at participating BWH Hotels' Best Western<sup>®</sup>-branded properties in the United States.

BWH Hotels is a leading global hospitality enterprise comprised of three hotel companies including WorldHotels<sup>™</sup>, Best Western<sup>®</sup> Hotels & Resorts and SureStay Hotels<sup>®</sup>. The global enterprise boasts approximately 4,300 hotels in over 100 countries and territories worldwide, with 19 unique brands across every chain scale segment, from economy to luxury.

"It's exciting to see the iconic Best Western brand, which is part of the BWH Hotels enterprise, take a leadership position on wellness and sleep quality by making Nightfood snacks available to its hotels in the U.S.," commented Nightfood CEO Sean Folkson.

Sleep and nutrition experts warn consumers that unhealthy food choices can directly impair sleep quality. A recent survey conducted by third-party research firm Centiment on behalf of Nightfood and Hotels Magazine reveals that frequent travelers view typical hotel lobby market snack assortments as generally unhealthy and would prefer access to better-for-you snack options while traveling.

"At BWH Hotels, our hoteliers are united by our deep commitment to delivering exceptional experiences and exceeding guest expectations with every stay," remarked Priscilla Nesbitt, BWH Hotels' North American purchasing director. "We're excited about the opportunity to support better nutrition and better sleep for our guests directly from the lobby marketplace with sleep-friendly Nightfood snacks."

Nightfood Management believes every hotel with a lobby market can benefit from offering sleep-friendly snacks for their guests.

Added Folkson, "as the hotel industry continues to seek ways to support guest wellness, we expect sleep-friendly snacks to become an industry standard in hotel lobby markets everywhere."

### About Nightfood

What you eat before bed matters.

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.

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](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.

### **About BWH<sup>SM</sup> Hotels**

BWH Hotels is a leading global hospitality enterprise comprised of three hotel companies including WorldHotels<sup>™</sup>, Best Western<sup>®</sup> Hotels & Resorts and SureStay Hotels<sup>®</sup>. The global enterprise boasts approximately 4,300 hotels in over 100 countries and territories worldwide. With 19 unique brands across every chain scale segment, from economy to luxury, BWH Hotels suits the needs of developers and guests in every market as each brand offers its own personality and style. For more information visit [bwh.com](http://bwh.com).

### **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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