

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 21, 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 21, 2023, Nightfood Holdings, Inc. (the "Company" or "Nightfood") issued a press release to announce that wholly-owned subsidiary MJ Munchies, Inc. ("Munchies") had entered into an exclusive license agreement with Houdini Group, Inc. ("Houdini"), a subsidiary of Integrated Cannabis Solutions, Inc. The agreement grants to Houdini the exclusive license to manufacture and distribute marijuana and CBD-infused products under the Half-Baked™ brand.

The agreement calls for Houdini to launch a minimum of four new products under the Half-Baked™ brand in multiple states by September 30, 2024, with minimum gross sales targets of \$2,000,000 in year one, \$5,000,000 in year two, and \$12,000,000 in year three, upon which licensing fees would be paid. Houdini reported sales of \$393,190 during the second quarter of 2023.

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: September 21, 2023

NIGHTFOOD HOLDINGS, INC.

By: /s/ Sean Folkson

Name: Sean Folkson

Title: Chief Executive Officer

**Nightfood Holdings and Houdini Group Announce
Exclusive License Agreement for Half-Baked™ Trademark**

Tarrytown, NY – September 21, 2023 – MJ Munchies, Inc., a subsidiary of Nightfood Holdings, Inc. (OTCQB: NGTF), and Houdini Group, Inc., a subsidiary of Integrated Cannabis Solutions, Inc. (OTC: IGPK), today announced that they have entered into an exclusive license agreement for the Half-Baked™ trademark. Under the terms of the agreement, Houdini Group will be granted the exclusive right to manufacture and distribute marijuana and CBD-infused products under the Half-Baked™ brand.

Both companies believe that having the right brand name is essential for success in the rapidly growing and highly competitive marijuana market, where brands remain frustrated by restrictive advertising policies.

“We believe the Half-Baked™ name is appealing to consumers,” said IGPK CEO Gene Caiazzo. “Using this brand name is expected to give our products a valuable competitive advantage in the marketplace, significantly accelerating revenue growth in 2024 and for years to come. We are excited to work with MJ Munchies to build a leading brand on the national stage.”

“We’re looking forward to Houdini bringing the Half-Baked™ brand to life in major markets across the country,” added MJ Munchies CEO Sean Folkson. “Houdini is already delivering rapid growth in revenue and infrastructure. Profit opportunities can be significant when a vertically integrated manufacturer is able also to launch a powerful retail brand.”

The agreement calls for Houdini to launch a minimum of four new products under the Half-Baked™ brand in multiple states by September 30, 2024, with minimum gross sales targets upon which licensing fees would be paid of \$2,000,000 in year one, \$5,000,000 in year two, and \$12,000,000 in year three. Houdini reported sales of \$393,190 during the second quarter of 2023.

The agreement also allows for a distribution of proceeds between MJ Munchies and Houdini should the Half-Baked™ brand be sold to a third party. Nightfood Holdings and Houdini are exploring additional opportunities for collaboration, including joint ventures.

About Nightfood Holdings, Inc.:

Nightfood Holdings, Inc. (OTC: NGTF), owns Nightfood, Inc. and MJ Munchies, Inc.

What you eat before bed matters.

Nightfood, Inc. 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.

MJ Munchies, Inc. was formed in 2018 as a wholly owned subsidiary of Nightfood Holdings, Inc. to capitalize on legally compliant opportunities in the CBD and marijuana edibles and related spaces under the Half-Baked™ brand name.

For more information, visit <http://ir.Nightfood.com> and <http://Nightfood.com>

Questions can be directed to investors@Nightfood.com

Forward Looking Statements:

This current press release contains "forward-looking statements," as that term is defined in Section 27A of the United States Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements in this press release which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to, 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, the inherent uncertainties associated with distribution and 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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