

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): January 29, 2024

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 January 29, 2024, the Company issued a Letter to Shareholders.

The Letter to Shareholders, 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	Letter to Shareholders
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: January 29, 2024

NIGHTFOOD HOLDINGS, INC.

By: /s/ SEAN FOLKSON

Name: Sean Folkson

Title: Chief Executive Officer

January 29, 2024

What makes this such a compelling opportunity at this precise moment in time are the recent shifts in California's labor laws, coupled with the persistent challenges of labor shortages and the high turnover rates that have forever burdened the foodservice and hospitality industry. These new laws, some of which took effect on January 1, and others which will go into effect on April 1 increasing minimum wage for fast food workers to \$20 per hour, are now fueling an economic revolution.

These significant increases in minimum wage and other mandatory benefits for workers are rendering labor costs untenable. Hospitality operators must now solve for their high labor costs or find themselves unable to compete.

Future Hospitality's foresight positions us at the front lines of an industry metamorphosis. Service robots are no longer a novelty...they're a necessity.

Industry experts and analysts have identified California as the epicenter of the American robotics revolution starting here in 2024. But for Future Hospitality, California is just the starting point.

The potential for growth across the United States is immense. With invaluable industry connections, visionary leadership, and the resources that come with being a NASDAQ listed company, we believe the RaaS landscape will be ripe with opportunities for organic growth and strategic and accretive mergers and acquisitions. The goal of Future Hospitality is to leverage these valuable competitive advantages to revolutionize the RaaS (Robotics as a Service) sector, delivering unparalleled customer experiences and driving industry innovation, while strategically expanding our market footprint, revenues, and profits to maximize shareholder value in this high-margin industry.

The foundational work has begun for our next two acquisition targets, both of which also focus on the hospitality and foodservice industry. Having Mr. Wang on our team is instrumental to securing those acquisitions and generating what we believe can be powerful synergies among the three companies being acquired and Nightfood, Inc.

We expect the next two acquisitions to consummate in the current quarter. These companies, upon successful acquisition, would bring millions of dollars in assets and synergistic revenue under the Nightfood Holdings umbrella.

As part of the acquisition and uplist initiative, and subject to the closing conditions being met, Mr. Wang will be assuming the role of CEO of Nightfood Holdings, Inc. Under his leadership, we will work together to grow all of the companies under the Nightfood Holdings umbrella for the benefit of our shareholders. Also, upon a successful closing, Mr. Wang will be joining the Nightfood Holdings Board of Directors.

In my continuing role as president of Nightfood, Inc., I will be free to fully focus on the growth of the Nightfood snack brand and its mission of pioneering the sleep-friendly nighttime snack category, and capitalizing on the significant global opportunity it represents.

Our financing partners remain extremely supportive throughout this process as evidenced by their flexibility with the terms of our pre-existing debt. They also continue to provide the necessary new capital to cover legal and accounting costs associated with these all-stock acquisitions. And, as we prepare for our application to NASDAQ, they are providing operating and growth capital for our subsidiaries.

The first production run of Nightfood cookies in three flavors is scheduled for this Wednesday, January 31, 2024. The web development team is hard at work getting the new Nightfood website ready for launch, but the existing site is ready to take orders. Marketing and promotional activities will begin when the new site is ready, anticipated to be in the next seven to fourteen days.

The R&D work with our new contract manufacturer has yielded exceptional results, and I think consumers will love each of the three delicious and sleep-friendly flavors we're launching: Prime-Time Chocolate Chip, Date Night Cherry Oat, and Snoozerdoodle. We've begun discussing future flavor options and intend to gather feedback from our early customers to help us optimize the product line as we look to the future and expansion beyond our initial three flavors.

I believe investors can look forward to many exciting updates now that these foundational steps have been completed and am excited about the journey we're on together.

Sincerely,

Sean Folkson

Nightfood Founder & CEO

sean@nightfood.com

This letter may contain forward-looking statements. Words such as "will," "may," "would," "could," "shall," "expects," "anticipates," "approximates," "believes," "estimates," "intends" and "hopes" and variations of such words and similar expressions are intended to identify such forward-looking statements. We have based these statements on our current expectations and projections about future events. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those projected in these statements. Such forward-looking statements involve risk and uncertainties, including, but not limited to, the acceptance of our products by retailers and end-users, commercialization risks, availability of financing and results of financing efforts, and general economic conditions. Further information regarding these and other risks, as well as other information about the Company, is described from time to time in the Company's filings with the SEC, which can be accessed at www.sec.gov.

This letter should be read in conjunction with the Company's annual, quarterly and other reports and schedules filed with the Securities and Exchange Commission from time to time, including the Company's most recent Annual Report on Form 10-K for the fiscal year ended June 30, 2023.