

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): July 17, 2024

**NIGHTFOOD HOLDINGS, INC.**

(Exact name of the registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-55406**  
(Commission File Number)

**46-3885019**  
(IRS Employer  
Identification No.)

**520 White Plains Road - Suite 500**  
**Tarrytown, New York 10591**  
(Address of principle executive offices) (Zip code)

Registrant's telephone number, including area code: **(888) 888-6444**

Not Applicable  
(Former name or 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))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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.

**Item 7.01 Regulation FD Disclosure**

On July 17, 2024, Nightfood Holdings, Inc. (the "Company") issued a press release announcing that the Company signed a non-binding letter of intent to acquire SWC Group, Inc., doing business as CarryOutSupplies.com in an all-stock transaction.

A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this Item 7.01 disclosure, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section. In addition, the information in this Item 7.01 disclosure, including Exhibits 99.1, shall not be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release dated July 17, 2024</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 behalf of the undersigned hereunto duly authorized.

Date: July 17, 2024

**NIGHTFOOD HOLDINGS, INC.**

By: /s/ Lei Sonny Wang  
Name: Lei Sonny Wang  
Title: Chief Executive Officer

**Nightfood Holdings Signs Letter of Intent for All-Stock Acquisition of CarryOutSupplies.com**

**Tarrytown, NY, July 17, 2024** - Nightfood Holdings Inc. (OTCQB: NGTF, “Nightfood”) is excited to announce it has signed a Letter of Intent (“LOI”) to acquire SWC Group Inc., doing business as Carryoutsupplies.com (“CarryOut”). CarryOut is a leading wholesaler and distributor of custom takeout packaging for the foodservice industry, with traditional, biodegradable, and compostable options.

Under the terms of the LOI, through its wholly-owned subsidiary, Future Hospitality Ventures Holdings Inc., Nightfood will acquire the reemerging wholesaler in an all-stock transaction.

CarryOut specializes in traditional and eco-friendly custom printed packaging solutions for food service businesses. This includes items such as to-go hot food boxes, snacks bowls, sushi trays, soup cups, ice cream cups and lids, coffee cups and lids, utensils, and more. An innovator and leader in industry trends, CarryOut is advancing its portfolio of eco-friendly options to shape the future of the industry.

CarryOut has proudly served over 7,000 wholesale accounts since its founding in 2004. The company grew significantly over the years before the COVID foodservice contraction almost forced a shutdown. The reemerging company recorded revenue of over \$2 million in calendar 2023, a positive sign, yet still a fraction of peak pre-COVID revenue. Management believes Carryout is poised to return to and surpass its pre-COVID revenue and profitability.

The extensive customer base has traditionally consisted of small and medium-sized foodservice operators, including restaurant franchises, coffee shops, ice cream parlors, tea houses, cafes, yogurt stores, and other foodservice establishments.

Nightfood management believes significant growth opportunities exist in securing preferred vendor status with regional and national branded food service entities with unique and future-focused eco-friendly solutions

“We are thrilled at the opportunity to acquire rapidly-growing CarryOut Supplies and for the opportunity to restore it to its pre-COVID scale and beyond,” said Lei Sonny Wang, CEO of Nightfood Holdings Inc. “CarryOut is an exciting stand-alone business, and the strategic value of this acquisition is greatly enhanced by synergies with our existing subsidiaries and those we anticipate acquiring in the future.”

Nightfood is committed to ensuring a smooth transition for CarryOut’s employees and customers. We look forward to leveraging the combined strengths of our portfolio of exciting subsidiaries.

For more information about Nightfood Holdings Inc. and to stay updated on our latest developments, please visit our website at [www.nightfood.com](http://www.nightfood.com).

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**About Nightfood Holdings, Inc.**

Nightfood Holdings Inc. (OTCQB: NGTF) is a forward-thinking holding company dedicated to identifying and capitalizing on explosive market trends within the hospitality, food services, consumer packaged goods and commercial real estate sectors. Our mission is to create unparalleled upside potential in industries ripe for innovation and growth by leading newly emerging categories and seizing opportunities in markets undergoing transformational upheaval.

We are at the forefront of introducing and deploying AI-enabled robotics products, revolutionizing operational efficiencies and customer experiences across our focus areas. Additionally, we are committed to developing and marketing wellness-focused consumer packaged goods, meeting the growing demand for healthier and functional options. Through these strategic initiatives, Nightfood endeavors to drive significant value and growth for our shareholders.

**About Carryoutsupplies.com**

SWC Group Inc, dba Carryoutsupplies.com, is a leading provider of disposable takeout packaging solutions serving the entire United States. The company specializes in custom traditional and eco-friendly custom printed packaging for small and medium-sized restaurants, dessert shops, and other foodservice businesses.

**Forward-Looking Statement Disclaimer**

This press release contains forward-looking statements, as that term is defined in the Private Litigation Reform Act of 1995, that involve significant risks and uncertainties. Forward-looking statements can be identified through the use of words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “guidance,” “may,” “can,” “could”, “will”, “potential”, “should,” “goal” and variations of these words or similar expressions. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Nightfood’s current expectations and speak only as of the date of this release. Actual results may differ materially from Nightfood’s current expectations depending upon a number of factors. These factors include, among others, adverse changes in general economic and market conditions, competitive factors including but not limited to pricing pressures and new product introductions, uncertainty of customer acceptance of new product offerings and market changes, risks associated with managing the growth of the business. Except as required by law, Nightfood does not undertake any responsibility to revise or update any forward-looking statements whether as a result of new information, future events or otherwise. More detailed information about Nightfood and the risk factors that may affect the realization of forward-looking statements is set forth in Nightfood’s filings with the Securities and Exchange Commission (SEC). Investors and security holders are urged to read these documents free of charge on the SEC’s website at <http://www.sec.gov>.

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